

This management's discussion and analysis ("MD&A") of the results of operations and financial condition for Josemaria Resources Inc. (formerly "NGEx Resources Inc.") ("the Company", "Josemaria Resources", "we" or "us" or "our") has been prepared as of May 11, 2020 and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three months ended March 31, 2020 and the related notes therein (the "2020 Financial Statements"); the Company's annual audited consolidated financial statements for the year ended December 31, 2019 and the related notes therein ("2019 Financial Statements"); and the MD&A for the fiscal year ended December 31, 2019 ("2019 MD&A"). The 2020 Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standard 34, Interim Financial Report. This MD&A focuses on significant factors that have affected the Company and its subsidiaries and such factors that may affect its future performance. All dollar amounts expressed throughout this report are in Canadian dollars, unless otherwise indicated.

This MD&A contains forward-looking statements that are subject to risk factors as set out in the "Cautionary Note Regarding Forward Looking Information and Statements" on Page 11. Additional information about the Company and its business activities is described on the Company's annual information form (the "2019 AIF"). The 2019 AIF is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at <https://www.josemariaresources.com>.

## **CORE BUSINESS**

Josemaria Resources is a Canadian natural resources company focused on advancing the development of its wholly-owned Josemaría copper-gold project located in San Juan Province, Argentina (the "Josemaría Project"). The Company is a reporting issuer in the Provinces of British Columbia, Alberta, Ontario and Quebec and its corporate head office is in Vancouver, B.C. The Company trades under the ticker symbol of "JOSE" on the TSX and on the NASDAQ Stockholm Stock Exchange ("OMX").

The Josemaría Project is a large copper-gold porphyry deposit located in San Juan Province, Argentina. The Company completed a Pre-Feasibility Study ("PFS") on the Josemaría Project in December, 2018 and is actively engaged in completing a Feasibility Study.

The Company is committed to responsible and sustainable mining development in the jurisdictions within which it works and operates, and to create meaningful value for our shareholders and stakeholders, alike. All aspects of the Company's operations and engagements are founded on a core set of environmental, social and governance (ESG) commitments.

## **COVID-19**

During the first quarter of 2020 and as of the date of this MD&A, the Company continues to be affected by the novel coronavirus ("COVID-19") pandemic that has evolved into a global crisis. During March, the Company successfully completed all essential components of the 2019/2020 field season, prior to safely demobilizing the majority of the workforce from the Josemaria Project in San Juan, Argentina. The accelerated demobilization of personnel from the Josemaria Project only affected optional work programs that had been planned for the end of the field season. While slight modifications to the scope of fieldwork were required as a result of the Company's COVID-19 response, health and safety is the Company's top priority. Prior to demobilizing the team from site, the Company had been actively monitoring COVID-19, and although no cases had been identified within any of our operations, Josemaria proactively implemented travel restrictions, remote working arrangements, monitoring and response plans to reduce the risk of COVID-19 exposure and outbreak. COVID-19 Related restrictions issued by the government of Argentina, the province of San Juan and local authorities have resulted in the temporary suspension of field and community-based work programs which will be recommenced at an appropriate time after the lifting of government imposed restrictions.

The pandemic and the resultant response to combat it has resulted in the implementation by numerous governments of non-routine measures such as quarantines, travel restrictions and business closures, which are designed to contain the spread of the outbreak. These measures have negatively impacted the global economy and have led to volatile market conditions and commodity prices. The Company cannot yet determine the impact of the COVID-19 pandemic on its financial position, results of operations, cash flows for the year ending December 31, 2020 and beyond, and the advancement of the Josemaria Project. As the Company's business plan is impacted by its ability to obtain financing through global financial markets, if the COVID-19 pandemic and/or the negative market conditions persist, the Company's ability to access financing on favourable terms may be negatively impacted.

## 2020 HIGHLIGHTS

### *Operational Update*

- The Company's primary focus is the advancement of its wholly-owned Josemaría Project by completing a Feasibility Study during the second half of 2020. The Company has assembled an integrated engineering team led by Fluor Canada Ltd., who is responsible for overall project management, infrastructure and mineral process design and project cost estimation. Other consultants are also engaged to support the program with a focus on environmental issues and permitting, social and community relations, mineral resource and reserve estimates, mine design and tailings and water management.
- During the 1st Quarter of 2020, the Company successfully completed all essential components of the field season prior to safely demobilizing the majority of the workforce from the Josemaria Project. Work conducted during the field season has resulted in the collection of all necessary data to ensure the engineering component of the Feasibility Study continues. The Company continues to work remotely on all aspects of the engineering study in close collaboration with an integrated engineering team led by Fluor Canada Ltd.
- Work also continued on the Environmental and Social Impact Assessment (the "ESIA") with Ausenco (Vector Argentina S.A.) based in Mendoza, Argentina, who is continuing to compile the baseline data and advance the ESIA in support of future project permitting.
- To provide the material for feasibility-level metallurgical testwork and to increase confidence in the mineral reserve, particularly the portion scheduled for the first five years of production in the PFS or FS, the Company completed a comprehensive reserve definition drill program during 2019. Data from the drill program is being used to update the resource and reserve models and metallurgical information, which will form the basis for detailed mine planning as part of the Feasibility Study. Drilling to collect geotechnical data for the open-pit mine design and to determine site geotechnical conditions at planned locations for mine infrastructure, and to locate and characterize source locations for water to support the planned operation, was also carried out.

## OUTLOOK

The Company is targeting completion of the Feasibility Study on the Josemaría Project during the second half of 2020. Management also plans to continue environmental and social baseline studies that will provide information required to prepare an ESIA report in support of project permitting.

In light of the COVID-19 pandemic's impact on global financial markets, the Company has conducted an extensive internal review of costs. As of the date of this MD&A, cost reduction measures implemented include the cessation of certain non-essential services including promotional activities, deferral of certain non-cancelable costs to later periods, salary reductions taken by several key members of management and directors' fees having been waived for the first half of 2020. The Company continues to evaluate its internal cost structure in order to preserve capital while delivering the Feasibility Study on the Josemaría Project.

## JOSEMARÍA PROJECT PFS

For complete details of the Josemaría Project PFS, please refer to the Technical Report titled "NI 43-101 Technical Report, Pre-Feasibility Study for the Josemaría Copper-Gold Project, San Juan Province, Argentina" dated December 19, 2018, with an effective date of November 20, 2018 (the "Josemaría PFS"). The Josemaría PFS was prepared by SRK Consulting (Canada) Inc. ("SRK") and is available for review under the Company's profile on SEDAR ([www.sedar.com](http://www.sedar.com)) and on the Company's website ([www.josemariaresources.com](http://www.josemariaresources.com)).

## SUMMARY OF QUARTERLY RESULTS

Financial Data for 8 Quarters								
Three Months Ended	Mar-20 (1 <sup>st</sup> qtr)	Dec-19 (4 <sup>th</sup> qtr)	Sept-19 (3 <sup>rd</sup> qtr)	Jun-19 (2 <sup>nd</sup> qtr)	Mar-19 (1 <sup>st</sup> qtr)	Dec-18 (4 <sup>th</sup> qtr)	Sept-18 (3 <sup>rd</sup> qtr)	Jun-18 (2 <sup>nd</sup> qtr)
(In thousands \$ except for per share amounts)								
Exploration and project evaluation	19,355	10,510	3,926	7,035	14,070	5,350	1,433	2,140
Unrealized foreign exchange (gain) / loss	2,968	(413)	165	(29)	(47)	199	18	11
Foreign exchange and trading gains realized on equity investments	(2,037)	-	-	-	-	-	-	-
(Gain) / loss on net monetary position	114	(88)	365	(73)	(371)	1,022	(33)	(444)
Net (income)/loss	22,959	11,097	(23,522) <sup>(ii)</sup>	8,073	15,302	6,328	1,823	2,971
Total basic and diluted (income)/loss per share <sup>(i)</sup>	0.09	0.04	(0.09)	0.03	0.06	0.03	0.01	0.01

(i) As a result of rounding the sum of the quarterly amounts may differ from the year to date.

(ii) A \$30 million gain on spin off transaction and \$1.3 million loss arising from the recycling of cumulative other comprehensive income were recognized during fiscal 2019. The Company has revised in the table above its previously reported September 30, 2019 unaudited condensed consolidated interim financial statements to reflect the amount of the gain recognized from reclassification of accumulated exchange differences upon spin-out of the spinout exploration business. In the quarter ended September 30, 2019, the Company recorded a gain on re-classification of accumulated exchange differences upon spin-off of \$9.5 million. However, in connection with the preparation of its consolidated financial statements for the year ended December 31, 2019, the Company revised the amount recycled to be a loss of \$1.3 million.

Changes in net losses and cash flow used in operating activities for the quarter are primarily affected by the level of exploration activity during that period. As camp activities, including drilling, are generally not carried out during the winter season in South America, exploration expenditures and cash flow used in operations are typically lower during the second and third quarter of each year compared to other quarters. The amount of cash resources available and timing of financing also affect the extent of exploration programs and the costs incurred in a given period.

## QUARTERLY RESULTS

The Company's net loss for the three months ended March 31, 2020 was \$23.0 million compared to \$15.3 million for the same period in 2019. The increase in the net loss reflects the Company's key focus on the Josemaría Project, which resulted in an increase of \$5.3 million in overall exploration and project investigation expenditures during the first quarter of 2020 (and an increase of \$6.9 million in exploration and project investigation expenditures related directly to the Josemaria Project). In particular, the Company completed a comprehensive field program which included reserve definition drilling and advanced ongoing environmental studies in support of the Feasibility Study for the Josemaría Project.

Overall general and administrative ("G&A") costs for the first three months of 2020 totaled \$2.1 million compared to \$1.8 million over the same period in 2019. Slight increases in salaries and benefits, share-based compensation, management fees and promotional costs lead to the increase from the comparative period. Share-based compensation is a non-cash charge reflecting the expense associated with the vesting of outstanding stock options during the period.

During the three months ended March 31, 2020, the Company recognized a net monetary loss of \$0.1 million (2019 – \$0.4 million) in relation to the application of hyper-inflationary accounting for the Company's Argentine subsidiary, which began July 1, 2018. In other comprehensive loss, the Company recognized a gain of \$1.7 million resulting from the impact of hyper-inflation which consists of adjustments recognized on the continuing inflation of opening non-monetary balances during the three months ended March 31, 2020 (2019 – loss of \$0.9 million), and the ongoing translation of the Company's Argentine subsidiary into the Canadian dollar presentation currency following July 1, 2018, as mentioned above. A detailed discussion regarding the application of hyper-inflationary accounting has been provided in the notes to the condensed interim consolidated financial statements.

## LIQUIDITY AND CAPITAL RESOURCES

(In thousands \$)		March 31, 2020		December 31, 2019
Cash	\$	6,601	\$	4,043
Working capital		(27,200)		(20,872)

During the three months ended March 31, 2020, the Company used \$11.7 million (2019 – \$9.3 million) in operating activities. The increase from the prior period is the result of the Company having increased its focus on the Josemaria Project in order to complete the Feasibility Study. During the three months ended March 31, 2020, the Company obtained \$13.5 million from financing activities (2019 – \$15.5 million), which consists primarily of funds drawn on the Company's outstanding debentures. The prior period included \$19.7 million raised via private placement and \$1.0 million of inflows related to the exercise of Company stock options, offset by a net \$5.1 million outflow related to the repayment of outstanding debentures. During the three months ended March 31, 2020, the Company used \$4,493 to acquire fixed assets, whereas during the prior period the Company used \$0.9 million to acquire mineral properties and fixed assets.

During 2019, to support the advancement of the Josemaría Project, the Company arranged two new debenture credit facilities totaling US\$30 million with Zebra and Lorito and began drawing on the available debenture facilities to provide additional sources of financing to further advance its project and operations. No interest is payable in cash during the term of these debenture facilities. During the three months ended March 31, 2020, the Company issued 806,138 (2019 – 78,271) shares as consideration for the funds drawn on the facilities, with an additional 393,354 common shares issuable as at March 31, 2020, resulting in \$0.6 million in finance costs recognized for the three months ended March 31, 2020 (2019 – \$0.1 million). Lorito reports its security holdings in the Company as a joint actor with Zebra, and they collectively held more than 36% of the Company's issued and outstanding common shares as at March 31, 2020. US\$1.5 million remains undrawn on those facilities as of the date of this MD&A.

The Company does not currently generate income from operations. The Company anticipates that it will need further funding in order to advance the Josemaría Project, and for general corporate and working capital purposes. The Company is currently evaluating potential additional sources of financing. Historically, capital requirements have been primarily funded through equity financing, joint ventures, disposition of mineral properties and investments, and the use of credit facilities with related parties. While management is confident that additional sources of funding will be secured to fund planned expenditures, factors that could affect the availability of financing include the progress and results of ongoing exploration and project evaluation activities at the Company's mineral properties, the state of international debt and equity markets, and investor perceptions and expectations of the global copper, gold, and/or silver markets, all of which may be impacted by the ongoing COVID-19 pandemic. There can be no assurance that such financing will be available in the amount required at any time or for any period or, if available, that it can be obtained on terms satisfactory to the Company. If necessary, the Company may explore opportunities to revise the due dates of its liabilities, and/or settle its liabilities through the issuance of common shares and other equity instruments. On April 30, 2020, the Company amended the terms of the 2018 Facility to extend the maturity date from May 5, 2020 to December 12, 2020. On an ongoing basis, the Company's planned initiatives and other work programs may be postponed, or otherwise revised, as necessary.

## RELATED PARTY TRANSACTIONS

### a) Related party services and balances

NGEx Minerals Ltd. ("NGEx Minerals") was incorporated on February 21, 2019 under the laws of CBCA as a wholly-owned subsidiary of the Company prior to the spin out of NGEx Minerals which was completed on July 17, 2019. The Company formalized a cost sharing arrangement with NGEx Minerals and Filo Mining Corp. ("Filo Mining"; collectively "Related Parties"), whereby the Related Parties provide executive management and personnel services to the Company ("Related Party Services"), while the Company provides financial management and administrative services to Filo Mining and NGEx Minerals ("Josemaria Services"). These transactions are in the normal course of operations.

On June 30, 2019, the Company finalized an arrangement with Filo Mining to extend the minimum period of use of the Company's Batidero Camp facility up to March 31, 2021 which right is automatically renewed unless terminated upon one year's prior notice in exchange for cash consideration of \$382,670.

Other than those related party transactions identified elsewhere in these condensed interim consolidated financial statements, the related party transactions are as follows:

	Three months ended March 31,	
	2020	2019
Income from Josemaria Services provided:		
Filo Mining	\$ 129,185	\$ 101,007
NGEx Minerals	42,159	-
Total	171,344	\$ 101,007
Costs of Related Party Services received:		
Filo Mining	\$ (320,448)	\$ (295,019)
NGEx Minerals	(41,104)	-
Total	\$ (361,552)	\$ (295,019)

The amounts due from/to Related Parties by the Company, and the components of the consolidated statement of financial position in which they are included, are as follows:

	March 31, 2020	December 31, 2019
Due from Filo Mining	\$ 12,511	\$ 220,366
Due from NGEx Minerals	12,448	102,676
	\$ 24,959	\$ 323,042
	March 31, 2020	December 31, 2019
Due to Filo Mining	\$ (189)	\$ (196,489)
Due to NGEx Minerals	-	(16,849)
	\$ (189)	\$ (213,338)



## **b) Key management compensation**

Key management personnel have authority and responsibility for overseeing, planning, directing and controlling the activities and consist of the Board of Directors and members of the executive management team. Total compensation expense for key management personnel inclusive of costs of key management personnel services received from its Related Parties, and the composition thereof, is as follows:

	<b>Three months ended March 31,</b>	
	<b>2020</b>	<b>2019</b>
Salaries and other payments	\$ 476,250	\$ 790,500
Employee benefits	4,276	14,074
Director fees	-	47,750
Share-based compensation	445,799	344,917
	<b>\$ 926,325</b>	<b>\$ 1,197,241</b>

## **CRITICAL ACCOUNTING ESTIMATES**

The preparation of the consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and expenditures on the financial statements. 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. Please refer to the Critical Accounting Estimates section in Note 6 of the 2019 Financial Statements or the 2019 MD&A for a detailed description of the Company's critical accounting estimates.

## **FINANCIAL INSTRUMENTS**

The Company classifies its financial instruments at amortized costs or fair value through profit and loss ("FVTPL"). The Company's financial instruments consist of cash and cash equivalents, receivables and other assets, investments, share consideration receivable, trades payable and accrued liabilities, debentures, and other liabilities. The carrying value of these financial instruments approximates their fair value due to the short-term nature of these instruments. The fair value of investments is determined directly by reference to quoted market prices in active markets. The Company's financial instruments are exposed to certain financial risks, including credit, liquidity and market risks.

### Credit risk

Credit risk is the risk that a counterparty to a financial instrument will cause a financial loss for the Company by failing to discharge its obligations. Credit risks associated with cash and cash equivalents is minimal as the Company deposits the majority of its cash with a large Canadian financial institution that has been accorded a strong investment grade rating by a primary rating agency. Credit risks associated with receivables and other assets and share consideration receivable are minimal as the Company manages these amounts so as not to have material balances outstanding for long periods of time. Credit

risks associated with investments are minimal as the Company does not hold its investments for long periods of time.

#### Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities, which is minimized through the management of its capital structure. The Company closely monitors and reviews its costs incurred and actual cash flows against the approved budget on a monthly basis to ensure the Company's access to funds is adequate to support the Company's operations on an ongoing basis. The maturities of the Company's financial liabilities as at March 31, 2020 are as follows:

	Total	Less than 1 year	1 to 5 years	More than 5 years
Trade payables and accrued liabilities	\$ 13,769,095	\$ 13,769,095	\$ -	\$ -
Other liabilities	231,022	231,022	-	-
Debentures	44,619,189	21,247,233	23,371,956	-
<b>Total</b>	<b>\$ 58,619,306</b>	<b>\$ 35,247,350</b>	<b>\$ 23,371,956</b>	<b>\$ -</b>

#### Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market prices. Market prices comprise two types of risk: currency risk and price risk. Financial instruments affected by market risk include cash and cash equivalents, receivables and other assets, investments, share consideration receivable, trades payable and accrued liabilities, debentures, and other liabilities.

#### *Currency risk*

Currency risk is the risk that the value of financial assets and liabilities may change due to changes in the value of two different currencies. The Company is exposed to currency risks as its parent is headquartered in Canada and its day-to-day transactions take place in Canadian dollars, while its foreign operations are conducted in Argentina, and the Company also holds significant debentures denominated in the United States dollar. While the Company has not used any hedging strategies to manage its exposure to currency fluctuations, management strives to minimize currency risk by sending its cash to its foreign operation as required.

Based on the Company's net exposures at March 31, 2020, a 10% depreciation or appreciation in the Argentina peso or United States dollar relative to the Canadian dollar would have resulted in an approximate \$0.6 million and \$4.3 million increase or decrease in the Company's comprehensive loss / net loss, respectively.



The impact of the Company's exposure to currency risk is apparent in five sections of the Company's Consolidated Statements of Comprehensive Loss:

*Statement of Loss*

- Unrealized foreign exchange (gain) / loss – where changes in United States dollar-denominated monetary items are translated prior to realization;
- Foreign exchange and trading gains realized on equity investments – contains a component of foreign-exchange impacts realized on equity instruments when traded;
- (Gain) / loss on net monetary position – where hyperinflationary changes recorded with respect to the Company's net-monetary position in Argentina are recognized;

*Statement of Comprehensive (Income) Loss*

- Foreign currency translation adjustment – where changes in Argentina peso-denominated monetary items are translated prior to realization; and
- Impact of hyperinflation – where changes recorded with respect to the impact of the hyperinflationary environment of Argentina on non-monetary items are recognized.

*Price risk*

Price risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market prices. From time to time, as part of the funding process to its subsidiary, the Company holds equity instruments for periods of three to five business days with the intention of trading. During these holding periods, the Company is exposed to changes in share prices which result in gains or losses being recognized in profit and loss. The Company does not hold significant numbers of equity instruments at period end and therefore has no significant exposure to price risk as at March 31, 2020.

## RECENT ACCOUNTING PRONOUNCEMENTS

The IASB and IFRIC have issued standards and amendments or interpretations to existing standards that were not yet effective and not applied as at March 31, 2020. There are currently no new standards or interpretations that are expected to be applicable for the Company for the annual period beginning on or after January 1, 2021

## OUTSTANDING SHARE DATA

As at the date of this MD&A, the Company had 251,967,816 common shares outstanding and 11,862,000 share options outstanding under its stock-based incentive plans.

## DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

### *Disclosure controls and procedures*

Disclosure controls and procedures 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 ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow timely decisions regarding required disclosure.

The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with International Financial Reporting Standards. The Company's internal controls over financial reporting 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; that receipts and expenditures are being made only in accordance with authorization of management and directors of the Company; and that provide reasonable assurance regarding prevention or timely detection of unauthorized acquisitions, 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 has used 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 internal control over financial reporting.

There has not been any material changes in the Company's disclosure controls and procedures and the internal control over financial reporting that occurred during the three months ended March 31, 2019 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## RISKS AND UNCERTAINTIES

The Company and its business are subject to a number of risks and other uncertainties, which should be taken into account in assessing the Company's activities, and include, but are not necessarily limited to, those discussed in the "Risk Factors" section of the 2019 AIF. There have been no material changes in the risks and uncertainties affecting the Company since the filing of the Company's most recent 2019 AIF, except as discussed at the start of this document with respect to COVID-19.

## QUALIFIED PERSON

The technical information in this MD&A has been reviewed and approved by Mr. 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.

## FINANCIAL INFORMATION

The report for the six months ended June 30, 2020 is expected to be published on or about August 12, 2020.

## OFF BALANCE SHEET AGREEMENTS

During the first three months of 2020 and the fiscal 2019 year, there were no material off-balance sheet transactions which have not been recorded in the Company's financial statements. The Company has not entered into any specialized financial arrangements to minimize its currency risk.

## CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION AND 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"). The forward-looking statements and information contained in this MD&A are 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, this forward-looking information can frequently, but not always, be identified by use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events, conditions or results "will", "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative connotations thereof. All such forward-looking information is based on the opinions and estimates of the relevant management as of the date such statements are made and are subject to important risk factors and uncertainties, many of which are beyond the Company's ability to control or predict.

All statements other than statements of historical fact may be forward-looking information. Forward-looking information is necessarily based on estimates and assumptions that are inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: risks and uncertainties relating to, among other things, the impact of COVID-19 on the Company's operations, the inherent uncertainties regarding mineral resource and reserve estimates and cost estimates, changes in commodity and metal

prices, currency fluctuation, financing, unanticipated resource and reserve grades and recoveries, infrastructure, results of exploration activities, cost overruns, availability of materials and equipment, timeliness of government approvals, granting of permits, anticipated use of proceeds from financings, the ability of the Company to satisfy the conditions of the terms and conditions of the debentures issued pursuant to the 2018, 2019 and Lorito Facilities, including repayment thereof upon their respective maturity dates and the issuance of Common Shares thereunder and the timing and success in obtaining requisite regulatory (including TSX) approvals, taxation, anticipated synergies not being realized, 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 more fully described under "Risks Factors", and elsewhere, in the Company's 2019 Annual Information Form, which is available under the Company's profile at [www.sedar.com](http://www.sedar.com). These risks and uncertainties, as well as other factors, 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 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 information should not be unduly relied upon. This statement and information speaks as of the date of the MD&A. In particular, this MD&A contains forward-looking statements or information with respect to the availability of working capital for Josemaria Resources; ability to obtain financing; the expected timing for, completion of a Feasibility Study and advancement of the Josemaria Project; work programs and studies; the potential development of the Josemaria Project; the results of the Josemaria PFS and after-tax net present value; terms and conditions of the debenture credit facilities; the Company's expectations and estimates with respect to mineral reserves, resources and cost estimates and other assumptions used in the Josemaria PFS; the assumptions used in the updated mineral resources estimates for the Josemaria deposits; exploration and development expenditures; the timing and nature of any potential development scenarios; opportunities to improve project economics; estimations for copper and other commodity prices, mineral resources, costs, success of exploration activities; adding to mineral resources through exploration; permitting time lines; ability to obtain surface and water rights and property interests; currency exchange rate fluctuations; operations in a hyperinflationary economy; requirements for additional capital; government regulation of mining activities; environmental risks; unanticipated reclamation expenses; title disputes or claims; limitations on insurance coverage; and other risks and uncertainties.

The forward-looking information contained in this MD&A are made as at the date of this MD&A and Josemaria does not undertake any obligations to publicly update and/or revise any of the included forward-looking information, whether as a result of additional information, future events and/or otherwise, except as may be required by applicable securities laws. Forward-looking information is provided for the purpose of providing information about management's current expectations and plans and allowing investors and others to get a better understanding of the Company's operating environment. Forward-looking information is based on certain assumptions that the Company believes are reasonable, including that the current price of and demand for commodities will be sustained or will improve, the supply of commodities will remain stable, that the general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms and that the Company will not experience any material labour dispute, accident, or failure of plant or equipment. These factors are not, and should not be construed as being, exhaustive. Although the Company has attempted to identify important factors that would cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated, or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such

statements. All of the forward-looking information contained in this MD&A 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.

Josemaria Resources Inc. (formerly "NGEx Resources Inc.")  
Condensed Interim Consolidated Statements of Financial Position (Unaudited)  
(All amounts expressed in Canadian Dollars, unless otherwise indicated)

	<i>Note</i>	March 31, 2020	December 31, 2019
<b>ASSETS</b>			
Current assets:			
Cash and cash equivalents		\$ 6,600,769	\$ 4,043,451
Investments		62,852	97,076
Share consideration receivable		657,874	625,531
Receivables and other assets		726,159	974,864
		8,047,654	5,740,922
Receivables and other assets		231,510	164,035
Equipment and other fixed assets	5	2,393,993	2,218,399
Mineral properties	6	11,581,118	10,608,482
<b>TOTAL ASSETS</b>		<b>\$ 22,254,275</b>	<b>\$ 18,731,838</b>
<b>LIABILITIES</b>			
Current liabilities:			
Trade payables and accrued liabilities		\$ 13,769,095	\$ 6,865,519
Debentures	11	21,247,233	19,519,311
Other liabilities	7	231,022	228,686
		35,247,350	26,613,516
Non-current liabilities			
Other liabilities		-	74,473
Debentures	11	23,371,956	8,398,623
<b>TOTAL LIABILITIES</b>		<b>58,619,306</b>	<b>35,086,612</b>
<b>EQUITY</b>			
Share capital	8	225,212,299	224,619,229
Contributed surplus		12,800,551	12,241,319
Deficit		(273,528,894)	(250,570,275)
Accumulated other comprehensive loss ("AOCI")		(848,987)	(2,645,047)
<b>TOTAL EQUITY</b>		<b>(36,365,031)</b>	<b>(16,354,774)</b>
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>\$ 22,254,275</b>	<b>\$ 18,731,838</b>

Subsequent events (Notes 1, 11)

Nature of operations and liquidity risk (Note 1)

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

ON BEHALF OF THE BOARD:

/s/Ashley Heppenstal  
Director

/s/Adam I. Lundin  
Director

Josemaria Resources Inc. (formerly "NGEx Resources Inc.")  
Condensed Interim Consolidated Statements of Comprehensive Loss (Unaudited)  
(All amounts expressed in Canadian Dollars, unless otherwise indicated)

	<i>Note</i>	Three months ended March 31,	
		2020	2019
<b>Expenses</b>			
Exploration and project investigation	10	19,354,748	14,069,605
General and Administration ("G&A"):			
Salaries and benefits	12	994,489	975,616
Share-based compensation	9	478,752	393,804
Management fees		107,188	62,100
Professional fees		63,431	152,087
Travel		22,783	25,944
Promotion and public relations		278,707	63,121
Regulatory, transfer agent and administration		120,776	106,441
<b>Operating loss</b>		<b>21,420,874</b>	<b>15,848,718</b>
<b>Other items</b>			
Financing costs	11	593,070	-
Interest (income) expense, net		(10,113)	11,394
Unrealized foreign exchange (gain)/loss		2,967,859	(47,290)
Accretion of share consideration receivable		(32,343)	(23,291)
Foreign exchange and trading gains realized on equity investments	4	(2,037,028)	(96,281)
Other income		(57,756)	(19,841)
(Gain)/loss on net monetary position	3	114,056	(371,245)
<b>Net Loss</b>		<b>22,958,619</b>	<b>15,302,164</b>
<b>Other Comprehensive (income) loss</b>			
Items that may be reclassified subsequently to net loss:			
Foreign currency translation adjustment		(110,573)	17,986
Impact of hyperinflation	3	(1,685,487)	945,871
<b>Comprehensive loss</b>		<b>\$ 21,162,559</b>	<b>\$ 16,266,021</b>
<b>Basic and diluted loss per common share</b>		<b>\$ 0.09</b>	<b>\$ 0.06</b>
<b>Weighted average common shares outstanding</b>		<b>250,803,769</b>	<b>241,740,603</b>

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



Josemaria Resources Inc. (formerly "NGEx Resources Inc.")  
Condensed Interim Consolidated Statements of Cash Flows (Unaudited)  
(All amounts expressed in Canadian Dollars, unless otherwise indicated)

		Three months ended March 31,	
	Note	2020	2019
<b>Cash flows used in operating activities</b>			
Net loss for the period		\$ (22,958,619)	\$ (15,302,164)
Items not involving cash and cash equivalents:			
Net monetary position	3	114,056	(371,245)
Depreciation	5	27,506	32,658
Share-based compensation	9	559,232	525,442
Debenture financing consideration	11	593,070	84,853
Unrealized foreign exchange (gain)/loss		2,967,859	(47,233)
Accretion of share consideration receivable		(32,343)	(23,291)
Other income		(67,869)	(21,546)
Fair value (gain)/loss on equity investments		34,224	(96,281)
Net changes in working capital items:			
Receivables and other		191,343	(272,031)
Trade payables and other liabilities		6,895,289	6,205,830
		(11,676,252)	(9,285,008)
<b>Cash flows from financing activities</b>			
Repayment of debentures	11	-	(5,829,720)
Funds received from debentures	11	13,530,836	720,792
Share issuance from option exercise		-	957,450
Repayment of lease liabilities	7	(6,094)	(5,142)
Private placement, net	8	-	19,655,380
		13,524,742	15,498,760
<b>Cash flows used in investing activities</b>			
Mineral properties and related expenditures		-	(328,774)
Acquisition of fixed assets	5	(4,493)	(611,038)
		(4,493)	(939,812)
<b>Effect of exchange rate change on cash and cash equivalents</b>		713,321	(876,719)
<b>Increase in cash and cash equivalents during the period</b>		2,557,318	4,397,221
<b>Cash and cash equivalents, beginning of period</b>		4,043,451	5,029,451
<b>Cash and cash equivalents, end of period</b>		\$ 6,600,769	\$ 9,426,672

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

Josemaria Resources Inc. (formerly "NGEx Resources Inc.")  
Condensed Interim Consolidated Statements of Changes in Equity (Unaudited)  
(All amounts expressed in Canadian Dollars, unless otherwise indicated)

	Number of shares issued and outstanding	Share capital	Contributed surplus	Accumulated other comprehensive loss	Accumulated Deficit	Total
<b>Balance, January 1, 2019</b>	227,916,086	\$ 246,137,481	\$ 10,894,615	\$ (3,208,950)	\$ (239,619,811)	\$ 14,203,335
Private placement, net (Note 8)	20,000,000	19,655,380	-	-	-	19,655,380
Exercise of options	1,565,000	1,307,432	(349,982)	-	-	957,450
Debenture financing consideration (Note 11)	78,271	78,271	-	-	-	78,271
Share-based compensation (Note 9)	-	-	525,442	-	-	525,442
Foreign currency translation adjustment	-	-	-	(17,986)	-	(17,986)
Impact of hyperinflation (Note 3)	-	-	-	(945,871)	-	(945,871)
Net loss for the period	-	-	-	-	(15,302,164)	(15,302,164)
<b>Balance, March 31, 2019</b>	249,559,357	\$ 267,178,564	\$ 11,070,075	\$ (4,172,807)	\$ (254,921,975)	\$ 19,153,857
<b>Balance, January 1, 2020</b>	250,336,191	\$ 224,619,229	\$ 12,241,319	\$ (2,645,047)	\$ (250,570,275)	\$ (16,354,774)
Exercise of options	-	-	-	-	-	-
Debenture financing consideration (Note 11)	806,138	593,070	-	-	-	593,070
Share-based compensation (Note 9)	-	-	559,232	-	-	559,232
Foreign currency translation adjustment	-	-	-	110,573	-	110,573
Impact of hyperinflation (Note 3)	-	-	-	1,685,487	-	1,685,487
Net loss for the period	-	-	-	-	(22,958,619)	(22,958,619)
<b>Balance, March 31, 2020</b>	251,142,329	\$ 225,212,299	\$ 12,800,551	\$ (848,987)	\$ (273,528,894)	\$ (36,365,031)

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

## **1. NATURE OF OPERATIONS AND LIQUIDITY RISK**

Josemaria Resources Inc. (formerly “NGEx Resources Inc.”) and its subsidiaries (collectively referred to as the “Company”) are principally engaged in the acquisition, exploration and development of mineral properties located in Argentina.

The Company is governed by the Canada Business Corporations Act (“CBCA”) and its registered office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8, Canada. On July 17, 2019, the Company completed the spin out of the Los Helados property and certain other exploration properties into NGEx Minerals Ltd. (“NGEx Minerals”) by a plan of arrangement under the Canada Business Corporations Act (“the Arrangement”). The Company changed its name to Josemaria Resources Inc. and began trading under the new name and ticker symbol of “JOSE” as of July 23, 2019 on the TSX and as of July 25, 2019 on the NASDAQ OMX Stockholm Stock Exchange (“OMX”).

During the first quarter of 2020 and as of the date of these financial statements, the Company continues to be affected by the novel coronavirus (“COVID-19”) pandemic that has evolved into a global crisis. The pandemic and the resultant response to combat it has resulted in the implementation by numerous governments of non-routine measures such as quarantines, travel restrictions and business closures, which are designed to contain the spread of the outbreak. These measures have negatively impacted the global economy and have led to volatile market conditions and commodity prices. The Company cannot yet determine the impact of the COVID-19 pandemic on its financial position, results of operations, cash flows for the year ending December 31, 2020 and beyond, and the advancement of the Josemaria Project. As the Company’s business plan is impacted by its ability to obtain financing through global financial markets, if the COVID-19 pandemic and/or the negative market conditions persist, the Company’s ability to access financing on favourable terms may be negatively impacted.

While the condensed interim consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its existing obligations and commitments and fund ongoing operations in the normal course of business for at least twelve months from March 31, 2020, the Company anticipates the need for further funding to support the advancement of the Josemaria Project and to meet general corporate and working capital requirements. Of note, the Company is cutting costs and continues to target completion of the Feasibility Study in 2020. The related parties who have provided debenture financing continue to be supportive shareholders and lenders to the Company, recently evidenced by the willingness to extend maturity dates on the Debentures. Subsequent to the end of the quarter, the maturity date of the \$5 million Zebra debenture was extended to December 12, 2020, aligning its maturity date with the maturity date of the \$10 million Zebra debenture (Note 11). Additionally, Lorito continues to advance funds under the \$20 million debenture, which matures on April 25, 2021, when requested. Subsequent to March 31, 2020, the Company drew US\$2 million from the debenture facilities and has US\$1.5 million remaining undrawn on those facilities.

The Company routinely has discussions with multiple parties regarding additional sources of financing. Historically, capital requirements have been primarily funded through equity financing, joint ventures, disposition of mineral properties and investments, and the use of credit facilities with related parties. While

**Josemaria Resources Inc. (formerly “NGEx Resources Inc.”)**  
**Notes to Unaudited Condensed Interim Consolidated Financial Statements**  
**For the three months ended March 31, 2020**  
**(All amounts expressed in Canadian Dollars, unless otherwise indicated)**

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management is confident that additional sources of funding will be secured to fund planned expenditures, factors that could affect the availability of financing include the progress and results of ongoing exploration and project evaluation activities at the Company’s Josemaria Project, the state of international debt and equity markets, investor perceptions and expectations of the global copper, gold, and/or silver markets, and the ongoing COVID-19 pandemic. If necessary, the Company may explore opportunities to revise the due dates of its liabilities, and/or settle its liabilities through the issuance of common shares and other equity instruments. Based on the amount of funding raised, the Company’s planned initiatives and other work programs may be postponed, or otherwise revised, as necessary.

## **2. BASIS OF PRESENTATION**

The condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards applicable to the preparation of interim financial statements, including International Accounting Standard 34, Interim Financial Reporting.

The condensed interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the fiscal year ended December 31, 2019. The accounting policies applied in the preparation of these unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company’s audited consolidated financial statements for the year ended December 31, 2019.

The condensed interim consolidated financial statements were approved by the Board of Directors of the Company on May 11, 2020.

## **3. ACCOUNTING FOR HYPERINFLATION**

Argentina was designated a hyper-inflationary economy as of July 1, 2018 for accounting purposes. Accordingly, IAS 29, *Financial Reporting in Hyper-Inflationary Economies*, has been applied to these condensed interim consolidated financial statements as the Company’s Argentine operating subsidiaries (the “Argentine Subsidiaries”) use the Argentine Peso as its functional currency. The financial statements are based on the historical cost approach in IAS 29.

The application of hyperinflation accounting requires restatement of the 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 (“FACPCE”).

For the three months ended March 31, 2020, the Company recognized a gain of approximately \$1,685,487 (three months ended March 31, 2019: loss of \$945,871) in relation to the impact of hyperinflation within other comprehensive income during the period.

**Josemaria Resources Inc. (formerly "NGEx Resources Inc.")**  
**Notes to Unaudited Condensed Interim Consolidated Financial Statements**  
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**(All amounts expressed in Canadian Dollars, unless otherwise indicated)**

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As a result of the change in the IPC from January 1, 2020 to March 31, 2020, the Company recognized a net monetary loss within the Argentine Subsidiaries of approximately \$114,056 for the three months ended March 31, 2020 (three months ended March 31, 2019: gain of \$371,245), to adjust transactions for the period into a measuring unit current as of March 31, 2020. The level of the IPC at March 31, 2020 was 305.6, which represents an increase of 3.3% over the IPC at December 31, 2019.

#### **4. ACCOUNTING FOR EQUITY INVESTMENTS**

From time to time, as part of the capital funding process from the Canadian parent to the Argentinian subsidiary, the Company will purchase equity instruments via a third-party investment broker. The equity instruments are transferred from the parent to the subsidiary and held for a pre-determined period, typically three to five business days, and then sold. The Company will only purchase equity instruments of highly reputable companies with high trading volumes and low volatilities. The Company conducts such transactions on an intra-period basis and does not hold the equity instruments at period end. The equity instruments are designated as held-for-trading, and as such all changes in the fair value of the underlying equity instruments are recognized through profit and loss.

Upon receipt of the transferred equity instruments by the local investment broker, the Company realizes an immediate foreign exchange impact. This foreign exchange impact is incurred directly as a result of holding equity instruments with the intention of trading, and as such the foreign exchange impact is also recognized through profit and loss.

For the three months ended March 31, 2020, the Company realized a trading loss of \$745,143 (2019 – \$nil) and a foreign exchange gain of \$2,816,395 (2019 – \$nil) as a result of holding the equity instruments for a net realized gain of \$2,071,252 (2019 – \$nil).

#### **5. EQUIPMENT AND OTHER FIXED ASSETS**

	Equipment	Leasehold improvement	Leased Assets	Other assets	Total
January 1, 2019	\$ 1,710,604	\$ 48,800	\$ -	\$ 8,000	\$ 1,767,404
Additions	741,081	-	37,274	-	778,355
Hyperinflation adjustment (Note 3)	(185,039)	-	(3,315)	-	(188,354)
Depreciation	(93,352)	(18,300)	(27,354)	-	(139,006)
December 31, 2019	\$ 2,173,294	\$ 30,500	\$ 6,605	\$ 8,000	\$ 2,218,399
Additions	4,493	-	-	-	4,493
Hyperinflation adjustment (Note 3)	198,523	-	84	-	198,607
Depreciation	(17,914)	(4,575)	(5,017)	-	(27,506)
March 31, 2020	\$ 2,358,396	\$ 25,925	\$ 1,672	\$ 8,000	\$ 2,393,993

**Josemaria Resources Inc. (formerly “NGEx Resources Inc.”)**  
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**6. MINERAL PROPERTIES**

	Josemaria (Note a)	Projects transferred to NGEx Minerals		Total
		Los Helados (Note b)	Nacimientos & others (Note c)	
January 1, 2019	\$ 11,477,570	\$ 4,040,164	\$ 494,826	\$ 16,012,560
Additions	-	328,774	406,890	735,664
Currency translation effect	-	(106,262)	63,338	(42,924)
Transferred to NGEx Minerals	-	(4,262,676)	(965,054)	(5,227,730)
Hyperinflation adjustment (Note 3)	(869,088)	-	-	(869,088)
December 31, 2019	\$ 10,608,482	\$ -	\$ -	\$ 10,608,482
Hyperinflation adjustment (Note 3)	972,636	-	-	972,636
March 31, 2020	\$ 11,581,118	\$ -	\$ -	\$ 11,581,118

**a) The Josemaria Project**

**Acquisition of mineral property interests from JOGMEC**

The Company holds a 100% interest in the Josemaria project in San Juan Province, Argentina following its acquisition of all remaining interests in the project from Japan Oil, Gas and Metals National Corporation (“JOGMEC”) on November 13, 2017 for total cash consideration of US\$21 million. US\$3 million was paid on November 2017, with the remainder of the cash consideration to be paid upon completion of the following milestones:

- US\$5 million payable upon a development and construction decision being made; and
- US\$13 million upon commencement of commercial production from the property.

In accordance with its accounting policy, the future contingent consideration to be paid upon completion of the applicable milestones will be recorded and added to the mineral property when incurred. JOGMEC retains an option to purchase up to 40% of the material produced from the mine at a price not to exceed the prevailing market price at the time the notice of exercise is given.

**Acquisition of mining concessions from Filo Mining Corp. (“Filo Mining”)**

On February 21, 2018, the Company completed the acquisition of a 100% interest in certain mining concessions (the “Primary Properties”) with an option to acquire a 100% interest in additional mining concessions (the “Additional Properties”) located in San Juan Province, Argentina from Filo Mining, a related party, to expand its Josemaria project in exchange for the following consideration:

- Providing Filo Mining with the right to use its Batidero Camp facility in Argentina for a minimum period of two years, which right is automatically renewed unless terminated upon one year’s prior notice;
- a 3% net smelter return (“NSR”) royalty on a portion of the mining concessions on properties auxiliary to the Josemaria project, 2% of which can be re-purchased by the Company at any time for \$2,000,000; and
- Cash consideration of \$64,000 which was paid upon execution of the agreement with Filo Mining.

**Josemaria Resources Inc. (formerly “NGEx Resources Inc.”)**  
**Notes to Unaudited Condensed Interim Consolidated Financial Statements**  
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**(All amounts expressed in Canadian Dollars, unless otherwise indicated)**

The mining concessions acquired from Filo Mining, including all transaction costs, have been capitalized as mineral properties. The costs of the mineral properties acquired were measured based on the fair value of the consideration given up, which includes cash and the use of the Batidero camp. Using an expected time frame of two years, management estimated the fair value of the camp use provision to be approximately \$354,000 (Note 7). This amount has been deferred on the Statement of Financial Position and recognized as income over the expected period of camp use.

**b) The Los Helados Project**

Up to July 17, 2019, the Company was the majority partner and operator for the Los Helados project, which was subject to a Joint Exploration Agreement (“JEA”) with its joint exploration partner Pan Pacific Copper Co. (“PPC”). The Company had been funding and accounting for 100% of the expenditures related to the Los Helados project following the election by PPC not to fund its share of expenditures since September 1, 2015. As at December 31, 2018, PPC’s interest in the project was diluted to 37%. In connection with the Arrangement which was completed on July 17, 2019, the Company transferred the Los Helados Project to NGEx Minerals.

**c) Naciemientos and other projects**

On May 3, 2017, the Company signed an option agreement whereby it could acquire a 100% interest in the Naciemiento Project located in San Juan Province, Argentina by making option payments totaling US\$1.65 million in cash over a four-year period on or before May 15, 2021 (the “Earn-in Date”). In order to acquire a 100% interest, the Company was required to fund US\$2.5 million in expenditures on the Naciemiento Property on or before the Earn-in Date. In connection with the Arrangement which was completed on July 17, 2019, the Company transferred the Naciemientos Project to NGEx Minerals.

**7. OTHER LIABILITIES**

		Camp use provision	Lease liability	Other liabilities
Balance, January 1, 2019	\$	191,084	\$ -	\$ 191,084
Additions		417,850	37,292	455,142
Lease payment		-	(33,378)	(33,378)
Hyperinflation adjustment (Note 3)		(136,784)	-	(136,784)
Recognition to income, net of expense		(176,578)	3,672	(172,906)
Balance, December 31, 2019	\$	295,573	\$ 7,586	\$ 303,159
Lease payment		-	(6,094)	(6,094)
Hyperinflation adjustment (Note 3)		(8,736)	-	(8,736)
Recognition to income, net of expense		(57,756)	449	(57,307)
Balance, March 31, 2020	\$	229,081	\$ 1,941	\$ 231,022
			March 31, 2020	December 31, 2019
Current			\$ 231,022	\$ 228,686
Long-term			-	74,473
Total other liabilities			\$ 231,022	\$ 303,159



Josemaria Resources Inc. (formerly "NGEx Resources Inc.")  
Notes to Unaudited Condensed Interim Consolidated Financial Statements  
For the three months ended March 31, 2020  
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## 8. SHARE CAPITAL

The Company has authorized an unlimited number of voting common shares without par value. All issued shares are fully paid.

On February 1, 2019, the Company completed private placements totaling 20,000,000 common shares of the Company for gross proceeds of \$20.0 million. Share issuance costs totaling \$0.3 million were paid in relation to the private placements. The net proceeds received by the Company on the private placements totaled \$19.7 million.

## 9. SHARE OPTIONS

### a) Share Option Plan

The Company has a rolling share option plan which reserves an aggregate of 10% of the issued and outstanding shares of the Company for issuance upon the exercise of options granted.

During the three months ended March 31, 2020, the Company granted a total of 3,922,000 (2019 – 2,480,000) share options to officers, employees, directors and other eligible participants at an exercise price of \$0.67 per share (2019 – \$1.00 per share). Share options have an expiry date of five years and vest over a period of 24 months from the date of grant.

The fair value of each option granted is estimated on the date of grant using the Black-Scholes option pricing model. The weighted average assumptions and resulting fair values for grants are as follows:

	Three months ended March 31,	
	2020	2019
Assumptions:		
Risk-free interest rate (%)	1.4	1.8
Expected life (years)	4.2	4.9
Expected volatility (%)	48.9	49.9
Expected dividend	Nil	Nil
Results:		
Weighted average fair value of options granted (per option)	\$ 0.27	\$ 0.41

Based on the valuation of \$0.27 per option granted, the Company will recognize \$1,058,285 in total expense over the vesting period of the 3,922,000 options granted during the three months ended March 31, 2020. The options vest in thirds: one-third immediately upon grant, and the remaining thirds on the first and second anniversary of the date of grant, respectively.

**Josemaria Resources Inc. (formerly "NGEx Resources Inc.")**  
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The total share-based compensation expenses for the three months ended March 31, 2020 totaling \$559,232 (2019 – \$525,442) were presented in the statement of comprehensive loss as follows:

	<b>Three months ended March 31,</b>	
	<b>2020</b>	<b>2019</b>
General and administration	\$ 478,752	\$ 393,804
Exploration and project investigation	80,480	131,638
	<b>\$ 559,232</b>	<b>\$ 525,442</b>

**b) Share Options Outstanding**

The following is a summary of the movements in the number of share options outstanding and their related weighted average exercise prices:

	<b>Number of share issuable pursuant to share options</b>	<b>Weighted average exercise price per share</b>
Balance, January 1, 2019	5,695,000	\$ 1.11
Granted	5,910,000	0.69
Exercised	(1,565,000)	(0.61)
Expired	(115,000)	(0.78)
Balance, December 31, 2019	9,925,000	\$ 0.76
Granted	3,922,000	0.67
Expired	(1,985,000)	(0.90)
Balance, March 31, 2020	11,862,000	\$ 0.70

The following table summarizes information about the outstanding and exercisable share options at March 31, 2020:

<b>Outstanding Options</b>			<b>Exercisable Options</b>	
	Number of options outstanding	Weighted average remaining contractual life (years)	Number of options exercisable	Weighted average remaining contractual life (years)
Exercise price				
\$ 0.67	3,922,000	4.9	1,307,333	4.9
\$ 0.61	2,505,000	4.6	835,000	4.6
\$1.01	925,000	4.4	308,333	4.4
\$ 0.65	2,405,000	3.9	1,620,000	3.9
\$ 0.81	2,105,000	2.9	2,105,000	2.9
	<b>11,862,000</b>	<b>4.2</b>	<b>6,175,666</b>	<b>3.9</b>

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## 10. EXPLORATION AND PROJECT INVESTIGATION

The Company expensed the following exploration and project investigation costs:

	Three months ended March 31,	
	2020	2019
Josemaria	\$ 19,354,748	\$ 12,500,890
Los Helados	-	1,075,203
Nacimientos	-	74,722
Other Projects	-	418,790
Expenditures	\$ 19,354,748	\$ 14,069,605

	Three months ended March 31,	
	2020	2019
Land holding costs	\$ 7,313	\$ 819,683
Drilling, fuel, camp costs and field supplies	6,404,997	3,271,285
Roadwork, travel and transport	1,326,653	856,349
Engineering studies, consultants, geochemistry and geophysics	5,799,537	4,183,630
Environmental and community relations	1,347,809	920,087
VAT, other taxes and fees	3,409,802	2,484,734
Office, field and admin salaries, overhead and other costs	517,222	907,236
Share-based compensation	80,480	131,638
Inflation adjustment (Note 3)	460,935	494,963
Expenditures	\$ 19,354,748	\$ 14,069,605

## 11. DEBENTURES

	Total
Balance, January 1, 2019	\$ 5,317,474
Funds drawn on debentures	23,150,996
Other items	(66,251)
Effect of changes in foreign exchange	(484,285)
Balance, December 31, 2019	\$ 27,917,934
Funds drawn on debentures	13,530,836
Effect of changes in foreign exchange	3,170,419
Balance, March 31, 2020	\$ 44,619,189

	2018 Facility (Note a)	2019 Facility (Note b)	Lorito Facility (Note c)	Total
Current	\$ 7,082,411	\$ 14,164,822	\$ -	\$ 21,247,233
Non-current	-	-	23,371,956	23,371,956
Total	\$ 7,082,411	\$ 14,164,822	\$ 23,371,956	\$ 44,619,189

**a) 2018 Facility**

On October 5, 2018, the Company secured a US\$5,000,000 credit facility with Zebra Holdings and Investments S.à.r.l. (“Zebra”), a related party of the Company, as evidenced by a debenture to provide additional financial flexibility to fund general corporate purposes (the “2018 Facility”). Zebra received 28,000 common shares of the Company as consideration upon execution of the 2018 Facility and is entitled to receive 500 common shares each month, for every US\$ 50,000 in principal outstanding, prorated accordingly for the number of days outstanding. On April 30, 2020, the Company amended the terms of the 2018 Facility to extend the maturity date from May 5, 2020 to December 12, 2020.

**b) 2019 Facility**

On June 12, 2019 the Company secured a US\$10,000,000 credit facility with Zebra, as evidenced by a debenture, to fund ongoing exploration at the Josemaria project and for general corporate purposes (the “2019 Facility”). Zebra received 28,000 common shares of the Company as consideration upon execution of the 2019 Facility and is entitled to receive 500 common shares each month, for every US\$ 50,000 in principal outstanding, prorated accordingly for the number of days outstanding. The 2019 Facility matures on December 12, 2020.

**c) Lorito Facility**

On October 25, 2019 the Company secured a US\$20,000,000 credit facility with Lorito Holdings and Investments S.à.r.l. (“Lorito”) as evidenced by a debenture to fund ongoing exploration at the Josemaria project and for general corporate purposes (the “Lorito Facility”). Pursuant to the terms of the Lorito Facility, Lorito received 80,000 common shares of the Company as consideration upon execution of the Lorito Facility, and is entitled to receive 800 common shares each month, for every US\$50,000 in principal outstanding, prorated accordingly for the number of days outstanding. The Lorito Facility matures on April 25, 2021.

Zebra reports its security holdings in the Company as a joint actor with Lorito and they collectively hold more than 20% of the Company’s issued and outstanding common shares as at March 31, 2020. As of March 31, 2020, the Company had drawn US\$16.5 million from the Lorito Facility and fully drawn on the amount available on the 2018 Facility and 2019 Facility. No interest is payable in cash during the term and all securities issued in conjunction with these facilities are subject to a four-month hold period under applicable securities law. The Company issued 806,138 shares to Lorito and Zebra during the three months ended March 31, 2020 (2019 – 78,271) as consideration for the funds drawn on the facilities, with an additional 393,354 common shares issuable, resulting in \$593,070 in financing costs recognized during the three months ended March 31, 2020 (2019 – \$84,853).

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## 12. RELATED PARTY TRANSACTIONS

### a) Related party services and balances

NGEx Minerals Ltd. was incorporated on February 21, 2019 under the laws of CBCA as a wholly-owned subsidiary of the Company prior to the spin out of NGEx Minerals which was completed on July 17, 2019. The Company formalized a cost sharing arrangement with NGEx Minerals and Filo Mining Corp. (“Filo Mining”; collectively “Related Parties”), whereby the Related Parties provide executive management and personnel services to the Company (“Related Party Services”), while the Company provides financial management and administrative services to Filo Mining and NGEx Minerals (“Josemaria Services”). These transactions are in the normal course of operations.

On June 30, 2019, the Company finalized an arrangement with Filo Mining to extend the minimum period of use of the Company’s Batidero Camp facility up to March 31, 2021 which right is automatically renewed unless terminated upon one year’s prior notice in exchange for cash consideration of \$382,670.

Other than those related party transactions identified elsewhere in these condensed interim consolidated financial statements, the related party transactions are as follows:

	<b>Three months ended March 31,</b>	
	<b>2020</b>	<b>2019</b>
Income from Josemaria Services provided:		
Filo Mining	\$ 129,185	\$ 101,007
NGEx Minerals	42,159	-
<b>Total</b>	<b>171,344</b>	<b>\$ 101,007</b>
Costs of Related Party Services received:		
Filo Mining	\$ (320,448)	\$ (295,019)
NGEx Minerals	(41,104)	-
<b>Total</b>	<b>\$ (361,552)</b>	<b>\$ (295,019)</b>

The amounts due from/to Related Parties by the Company, and the components of the consolidated statement of financial position in which they are included, are as follows:

	<b>March 31,</b>	<b>December 31,</b>
	<b>2020</b>	<b>2019</b>
Due from Filo Mining	\$ 12,511	\$ 220,366
Due from NGEx Minerals	12,448	102,676
	<b>\$ 24,959</b>	<b>\$ 323,042</b>
	<b>March 31,</b>	<b>December 31,</b>
	<b>2020</b>	<b>2019</b>
Due to Filo Mining	\$ (189)	\$ (196,489)
Due to NGEx Minerals	-	(16,849)
	<b>\$ (189)</b>	<b>\$ (213,338)</b>

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b) Key management compensation

Key management personnel have authority and responsibility for overseeing, planning, directing and controlling the activities and consist of the Board of Directors and members of the executive management team. Total compensation expense for key management personnel inclusive of costs of key management personnel services received from its Related Parties, and the composition thereof, is as follows:

	Three months ended March 31,	
	2020	2019
Salaries and other payments	\$ 476,250	\$ 790,500
Employee benefits	4,276	14,074
Director fees	-	47,750
Share-based compensation	445,799	344,917
	\$ 926,325	\$ 1,197,241

### 13. FINANCIAL INSTRUMENTS

The Company classifies its financial instruments at amortized costs or fair value through profit and loss ("FVTPL"). The Company's financial instruments consist of cash and cash equivalents, receivables and other assets, investments, share consideration receivable, trades payable and accrued liabilities, debentures, and other liabilities. The carrying value of these financial instruments approximates their fair value due to the short-term nature of these instruments. The fair value of investments is determined directly by reference to quoted market prices in active markets. The Company's financial instruments are exposed to certain financial risks, including credit, liquidity and market risks.

#### Credit risk

Credit risk is the risk that a counterparty to a financial instrument will cause a financial loss for the Company by failing to discharge its obligations. Credit risks associated with cash and cash equivalents is minimal as the Company deposits the majority of its cash with a large Canadian financial institution that has been accorded a strong investment grade rating by a primary rating agency. Credit risks associated with receivables and other assets and share consideration receivable are minimal as the Company manages these amounts so as not to have material balances outstanding for long periods of time. Credit risks associated with investments are minimal as the Company does not hold its investments for long periods of time.

#### Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities, which is minimized through the management of its capital structure (Note 1). The Company closely monitors and reviews its costs incurred and actual cash flows against the approved budget on a monthly basis to ensure the Company's access to funds is adequate to support the Company's operations on an ongoing basis.

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Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market prices. Market prices comprise two types of risk: currency risk and price risk. Financial instruments affected by market risk include cash and cash equivalents, receivables and other assets, investments, share consideration receivable, trades payable and accrued liabilities, debentures, and other liabilities.

*Currency risk*

Currency risk is the risk that the value of financial assets and liabilities may change due to changes in the value of two different currencies. The Company is exposed to currency risks as its parent is headquartered in Canada and its day-to-day transactions take place in Canadian dollars, while its foreign operations are conducted in Argentina, and the Company also holds significant debentures denominated in the United States dollar. While the Company has not used any hedging strategies to manage its exposure to currency fluctuations, management strives to minimize currency risk by sending its cash to its foreign operation as required.

Based on the Company's net exposures at March 31, 2020, a 10% depreciation or appreciation in the Argentina peso or United States dollar relative to the Canadian dollar would have resulted in an approximate \$0.6 million and \$4.3 million increase or decrease in the Company's comprehensive loss / net loss, respectively.

*Price risk*

Price risk is the risk that the fair value or future cash flows of the Company's financial instruments will fluctuate because of changes in market prices. From time to time, as part of the funding process to its subsidiary, the Company holds equity instruments for periods of three to five business days with the intention of trading. During these holding periods, the Company is exposed to changes in share prices which result in gains or losses being recognized in profit and loss. The Company does not hold significant numbers of equity instruments at period end and therefore has no significant exposure to price risk as at March 31, 2020.



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#### 14. SEGMENTED INFORMATION

The Company is principally engaged in the acquisition, exploration and development of mineral properties in South America. The segments presented in Notes 5 and 9 reflect the way in which management reviews its business performance. Following the completion of the Arrangement on July 17, 2019, the Company's primary business activity is the advancement of the Josemaria Project in San Juan, Argentina.

All of the Company's non-current assets and exploration and project evaluation costs are located and incurred within South America, whereas materially all of the Company's cash and general and administrative costs are held and incurred by the Canadian parent. Following is a summary of net losses and non-current assets by segment:

	March 31, 2020			December 31, 2019		
	Fixed assets	Mineral properties	Total	Fixed assets	Mineral properties	Total
Josemaria	\$ 2,360,068	\$ 11,581,118	\$ 13,941,186	\$ 2,179,899	\$ 10,608,482	\$ 12,788,381
Corporate	33,925	-	33,925	38,500	-	38,500
Total	\$ 2,393,993	\$ 11,581,118	\$ 13,975,111	\$ 2,218,399	\$ 10,608,482	\$ 12,826,881

	For the three months ended March 31, 2020			For the three months ended March 31, 2019		
	Exploration Expenditures	G&A and other items	Net loss for the period	Exploration Expenditures	G&A and other items	Net loss for the period
Josemaria	\$ 19,354,748	\$ -	\$ 19,354,748	\$ 12,500,890	\$ -	\$ 12,500,890
Los Helados	-	-	-	1,075,203	-	1,075,203
Other projects	-	-	-	493,512	-	493,512
Corporate	-	3,603,871	3,603,871	-	1,232,559	1,232,559
Total	\$ 19,354,748	\$ 3,603,871	\$ 22,958,619	\$ 14,069,605	\$ 1,232,559	\$ 15,302,164