NGEX RESOURCES INC

MARCH 31, 2015

NGEx RESOURCES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2015

This MD&A focuses on significant factors that have affected NGEx Resources Inc. (the "Company" or "NGEx") and its subsidiaries and such factors that may affect its future performance. The MD&A should be read in conjunction with the unaudited condensed consolidated financial statements for the three months ended March 31, 2015 and the December 31, 2014 year end audited consolidated financial statements and the related notes therein. The financial information in this MD&A is derived from the Company's consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All dollar amounts are expressed in Canadian dollars, unless otherwise indicated.

The effective date of this MD&A is May 7, 2015.

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.

Additional information about the Company and its business activities is available on SEDAR at www.sedar.com and at the Company's website www.ngexresources.com.

CORE BUSINESS AND STRATEGY

The Company is principally engaged in the acquisition, exploration, and development of precious and base metal properties located in Chile, Argentina, and Canada. The Company's common shares are listed on the Toronto Stock Exchange (the "TSX") and NASDAQ OMX Stockholm ("Nasdaq Stockholm") under the symbol "NGQ".

NGEx has built a strong portfolio of exploration stage copper-gold projects in Chile, Argentina, and Canada. The Company has a strong management team and board with extensive experience in Chile, Argentina, and Canada and an appropriate mix of geological, engineering, financial, and business skills to advance its projects and to generate value for its shareholders.

The Company's principal projects are the Los Helados and Josemaria Projects which are advanced exploration stage copper-gold projects located in Chile and Argentina respectively as well as Filo del Sol located in Argentina which is in the resource definition stage. The Company's long term view of the copper market is positive with the expectation that over time tightening mine supply and growing demand, especially from developing countries, will contribute to stronger prices and will require the development of new greenfield mining projects. The Company's strategy is to create value for its shareholders by expanding and increasing the quality of its resources as well as by advancing the engineering and other studies that are required to prepare its projects for eventual development by the Company and its partners or by third parties. The Company intends to increase shareholder value through successful exploration and to eventually convert its exploration successes into tomorrow's development projects positioning the Company as a top tier copper industry investment.

HIGHLIGHTS AND SIGNIFICANT EVENTS

- On February 19, 2015, the Company announced the results from the first eight holes of the drill program at the Filo del Sol Project which included 72 metres of 339 g/t silver.

- On April 10, 2015, the Company completed the sale of its 60% interest in the Assean Lake claims in Manitoba to VMS Ventures Inc. ("VMS") for a cash payment of $15,000 and an initial tranche 600,000 common shares of VMS. An additional 1,200,000 shares are payable upon achievement of project milestones.

- On April 16, 2015 the Company announced the results from the remaining fourteen holes drilled at the Filo del Sol Project. Highlights included 42 Metres of 1.13 g/t Gold and 145.6 g/t Silver. The drill holes completed this year continue to extend the high-grade silver resource announced on December 2, 2014 and confirm that this resource is part of a much larger mineralized system.

QUALIFIED PERSONS

Technical disclosure for the Company's projects included in this MD&A, with the exception of the technical disclosure related to ongoing engineering studies, has been reviewed and approved by Bob Carmichael P. Eng. (BC). Mr. Carmichael is NGEx's Vice-President of Exploration and a Qualified Person ("QP") under National Instrument 43-101 Standards of Disclosure for Mineral Projects (NI 43-101). Technical disclosure related to the engineering studies has been reviewed and approved by Anthony George P. Eng. (BC). Mr. George is the Company's Project Manager and a Qualified Person under National Instrument 43-101 Standards of Disclosure for Mineral Projects (NI 43-101).

Los Helados Project, Chile

Los Helados is a large copper-gold porphyry deposit located approximately 125 kilometres southeast of the city of Copiapo in Region III of Chile. Los Helados is subject to a Joint Exploration Agreement with Pan Pacific Copper Co., Ltd. (the "PPC JEA") in which the Company holds a 60% interest and Pan Pacific Copper Co., Ltd. ("PPC") holds a 40% interest. Each party funds its pro-rata share of exploration expenditures. PPC is a Japanese mining and smelting company that is owned by JX Nippon Mining and Metals (66%) and Mitsui Mining and Smelting (34%).

On October 20, 2014, the Company announced the results of a Preliminary Economic Assessment (the "PEA") completed on the Los Helados Project, together with an updated Mineral Resource Estimate. The proposed project concept is to develop an underground mine using block cave mining methods, followed by (Semi-Autogenous Grinding) SAG milling and conventional sulphide flotation producing a high grade clean copper concentrate expected to contain low levels of impurities.

For more detailed information on the PEA and the Resource Estimate refer to the National Instrument 43-101 Technical Report titled "*Los Helados Cu-Au Deposit, Atacama Region III, Chile, NI43-101 Technical Report on Preliminary Economic Assessment*" dated October 1, 2014 which can be found on SEDAR (www.sedar.com) and on the Company's website (www.ngexresources.com). The PEA was prepared by AMEC International Ingeniería y Construcción Limitada ("AMEC") of Santiago, Chile, under the direction of Anthony George, Project Manager (NGEx Resources).

Mineral Resource Estimate

Los Helados has a current Mineral Resource at a base case 0.33% copper equivalent ("CuEq") cutoff, as follows:

- 2,099 million tonnes at a grade of 0.38% copper, 0.15 g/t gold, and 1.37 g/t silver for a copper equivalent grade of 0.48% (17.6 billion pounds of copper, 10.1 million ounces of gold, and 92.5 million ounces of silver) in the Indicated Resource category; and
- 827 million tonnes at a grade of 0.32% copper, 0.10 g/t gold, and 1.32 g/t silver for a copper equivalent grade of 0.39% (5.8 billion pounds of copper, 2.7 million ounces of gold, and 35.1 million ounces of silver) in the Inferred Resource category.

Copper Equivalent (CuEq) is calculated using US$3.00/lb copper, US$1,300/oz gold and US$23/oz Ag, and includes a provision for selling costs and metallurgical recoveries corresponding to three zones which vary with depth. The formulas used are: CuEq% = Cu% + 0.6264*Au (g/t) + 0.0047*Ag (g/t) for the Upper Zone (surface to ~ 250m); Cu% + 0.6366*Au (g/t) + 0.0077*Ag (g/t) for the Intermediate Zone (~250m to ~600m); Cu% + 0.6337*Au (g/t) + 0.0096*Ag (g/t) for the Deep Zone (> ~600m).

Mineral Resources are reported within a block cave underground mining shape based on US$13.07/tonne operating costs and including a provision for capital expenditure. The base case cutoff grade of 0.33% CuEq was derived through an economic evaluation of several block cave shapes developed over a range of different cutoff grades and is the cutoff grade which results in a zero NPV.

Subset of Mineral Resources within PEA Mine Plan

The diluted subset of the Mineral Resource estimate that was used as the basis for the mine plan for the PEA as follows:

- Indicated Mineral Resource subset is 753 Mt at 0.59% CuEq average grade (0.46% Cu, 0.18 ppm Au and 1.56 ppm Ag).
- Inferred Mineral Resource subset is 1.9 Mt at 0.43% CuEq average grade (0.32% Cu, 0.16 ppm Au and 1.31 ppm Ag).

The Mineral Resource estimate for the Los Helados Project has an effective date of September 19, 2014 and was prepared by Gino Zandonai, B.Sc., M.Sc. Registered Member of the Comision Calificadora de Competencias en Recursos y Reservas Mineras (Chilean Mining Commission), Senior Associate of Behre Dolbear International Ltd. in accordance with NI 43-101. Mr. Zandonai is the Qualified Person for the estimate and is independent of the Company. For more information about the current resource estimate refer to the technical report *"Los Helados Cu-Au Deposit Atacama Region III, Chile, NI 43-101 Technical Report on Preliminary Economic Assessment"*, dated November 25, 2014.

It should be noted that the Mineral Resource estimate presented here is not a Mineral Reserve, and does not have demonstrated economic viability. While the Company strongly believes that the Mineral Resource warrants additional study to determine the development potential, there can be no guarantee that any or all of the Mineral Resource will ultimately be determined to be economically viable.

Activities in the Current Quarter

Engineering Studies

On October 20, 2014, the Company announced the results of a PEA completed on the Los Helados Project. The study defines a robust resource which forms a strong base for a mining and processing solution, indicating that Los Helados has the potential to become a large, low cost mine producing a quality precious metal-rich concentrate. Further studies are in progress during the next 12 months which will focus on opportunities to improve project returns by seeking ways to reduce initial capital costs through realizing potential synergies with other deposits in the region, as well as opportunities to optimize the grade mined during the early years of production, reduce the time to ramp up to full production, increase the tonnage mined, and potentially to improve metallurgical recoveries. Work is ongoing and a variety of potential development scenarios continue to be considered.

Field work resumed in the first quarter of 2015 with a total of 2,210 metres drilled. Three holes were completed during the quarter. Drilling was focused on converting a portion of the Indicated Resource to Measured as well as geotechnical drilling in the volume of the conceptual block cave. Baseline environmental programs, including a review of areas for potential infrastructure are ongoing. Field and desktop work in support of the environmental studies were carried out during the current quarter.

Josemaria Project, Argentina

Josemaria is a large copper/gold porphyry project located in San Juan Province, Argentina. The Josemaria deposit is located 11 kilometres southeast of Los Helados. The project is being explored under a Joint Exploration Agreement with Japan Oil, Gas and Metals National Corporation ("JOGMEC") in which the Company holds a 60% interest and JOGMEC holds a 40% interest. Each party funds its pro-rata share of expenditures.

Mineral Resource Estimate

Josemaria has a current Mineral Resource at a base case 0.30% copper equivalent* ("CuEq") cutoff, as follows:

Sulphide Resource (0.3% CuEq* cutoff):

- 789 million tonnes at a grade of 0.35% copper and 0.24 g/t gold for a copper equivalent grade of 0.53% (6.1 billion pounds of copper and 6.1 million ounces of gold) in the Indicated Resource category; and,
- 315 million tonnes at a grade of 0.28% copper and 0.17 g/t gold for a copper equivalent grade of 0.41% (1.9 billion pounds of copper and 1.7 million ounces of gold) in the Inferred Resource category.

Plus: Oxide Resource (0.2 g/t Au cutoff):

- 45 million tonnes at a grade of 0.14% copper and 0.32 g/t gold (463 thousand ounces of gold) in the Indicated Resource category; and,
- 3 million tonnes at a grade of 0.05% copper and 0.33 g/t gold (30 thousand ounces of gold) in the Inferred Resource category.

*CuEq - Copper Equivalent is calculated using US$3.00/lb copper, US$1,400/oz gold and US$23/oz Ag, with no provision for metallurgical recoveries. The formula used is CuEq% = Cu% + 0.6806*Au (g/t) + 0.011*Ag (g/t).

The Mineral Resource estimate for the Josemaria Project has an effective date of September 27, 2013 and was prepared by Gino Zandonai, B.Sc., M.Sc. Registered Member of the Comision Calificadora de Competencias en Recursos y Reservas Mineras (Chilean Mining Commission), Senior Associate of Behre Dolbear International Ltd. in accordance with NI 43-101. Mr. Zandonai is the Qualified Person for the estimate and is independent of the Company. To put the Josemaria resource into its full context the reader is encouraged to read the Technical Report dated November 13, 2013 and amended March 24, 2014 and titled *"Second Updated Mineral Resource Estimate for the Josemaria Property San Juan Province Argentina*". This report describing the details of the resource estimate is available under the Company's profile on SEDAR www.sedar.com. While the Company strongly believes that the Mineral Resource warrants additional study to determine the development potential, there can be no guarantee that any or all of the Mineral Resource will ultimately be determined to be economically viable.

Engineering Studies

Metallurgical test work and baseline environmental programs continued during the first quarter of 2015. Field work in support of the environmental program was carried out during the first quarter. The Company is considering a scoping level study to evaluate the potential for a combined Los Helados-Josemaria operation.

Filo del Sol Property, Chile and Argentina

The Filo del Sol Project straddles the international border between San Juan Province, Argentina and Region III, Chile. The Filo del Sol Project is comprised of adjacent mineral titles in Chile and Argentina which are 100% controlled by the Corporation through direct ownership or option agreements.

Filo del Sol is a high sulphidation epithermal copper-gold-silver system associated with a porphyry copper-gold system. Filo del Sol is a very large mineralized system, with dimensions based on wide spaced drill holes, of at least 3.7 kilometres in a north-south direction and 1 kilometre in an east-west direction. Overlapping mineralizing events, combined with weathering effects, have created several different styles of mineralization at Filo del Sol, including copper-gold porphyry, structurally-controlled gold, manto-style high-grade silver (+/- copper) and high-grade supergene copper enrichment.

Mineral Resource Estimate

On December 3, 2014 the Company announced the initial resource estimate for the deposit. The current Mineral Resource for the Filo del Sol deposit, at a 0.30% CuEq** cutoff grade is as follows:

- 280.5 million tonnes at a grade of 0.38% copper, 0.32 g/t gold, 9.7 g/t silver and 54 ppm molybdenum for a copper equivalent grade of 0.66% (2.3 billion pounds of copper, 2.9 million ounces of gold, and 87.8 million ounces of silver) in the Inferred Resource category.

**Copper equivalent (CuEq) assumes metallurgical recoveries of 84% for copper, 70% for gold, 77% for silver and 60% for molybdenum based on similar deposits, as no metallurgical testwork has been done on Filo del Sol mineralization, and metal prices of US$3/lb copper, US$1300/oz gold, US$23/oz silver and US$12/lb molybdenum. The CuEq formula is: CuEq=Cu+Ag*0.0102+Au*0.5266+Mo*0.0003.

This resource remains open to expansion in all directions.

The resource estimate was completed by James N. Gray, P.Geo. of Advantage Geoservices Ltd., an Independent Qualified Person as defined by National Instrument 43-101. Further details of the estimation methods and procedures are described in the Technical Report *"Initial Mineral Resource Estimate for the Filo del Sol Property, Region III of Atacama, Chile and San Juan Province, Argentina"* dated December 14, 2014 which is available under the Company's profile at www.sedar.com or on the Company's website.

Activities in the Current Quarter

A total of 7,060 metres of drilling was completed in 22 holes during the 2014/2015 program which finished on March 4, 2015. All of these holes were reverse circulation (RC) drilling, with the exception of a single diamond drill hole which was abandoned at 156 metres depth. A total of 4,137 metres in 17 holes was completed during the first quarter. On February 19, 2015, the Company announced the results from the first eight holes of the drill program at the Filo del Sol Project which included 72 metres of 339 g/t silver. The results of the remaining 14 drill holes were announced on April 16, 2015 and included 42 metres of 1.13 g/t gold and 145.6 g/t silver.

In addition to the drilling, a new surface geological map was produced based on extensive fieldwork during the quarter and the area covered by surface geochemical sampling was extended. The results of the work completed this year supports the Company's view that the current Filo del Sol resource is part of a much larger mineralized system with significant exploration upside.

Other Chilean and Argentinean Projects

The Company holds a number of early stage exploration projects in Chile and Argentina. Work on these projects is currently on hold while the Company focuses its efforts on Los Helados, Josemaria, and Filo del Sol.

NORTH AMERICAN PROJECTS

GJ Project, British Columbia, Canada

The GJ Project is located in northern British Columbia covers an area of about 150 square kilometres and covers a number of significant mineral showings, including the Donnelly, GJ and North zones. The GJ project is the subject of a NI 43-101 technical report entitled "Technical Report on the GJ Copper-Gold Porphyry Project Laird Mining Division British Columbia, Canada" dated April 30, 2007. The Report is available under the Corporation's profile on SEDAR www.sedar.com.

The project has a Measured and Indicated resource of 153.3 million tonnes grading 0.32% copper and 0.37 g/t gold, at a cutoff grade of 0.20% copper which contains 1.09 billion pounds of copper and 1.82 million ounces of gold. The resource estimate was prepared by Qualified Person Mr. Gary Giroux P.Eng. and is filed on SEDAR under the Company's profile.

The Company has optioned the GJ Project to Teck Resources Limited ("Teck"). Teck completed the initial earn-in requirements by spending $12 million by December 31, 2014 and has exercised its option to acquire a 51% interest in the GJ Project. The Company and Teck are reviewing alternatives including selling or partnering the GJ Project.

Assean Lake, Manitoba, Canada

On April 10, 2015, the Company completed the sale of its 60% interest in the Assean Lake claims in Manitoba to VMS Ventures Inc. ("VMS"). In accordance with the terms of the agreement, the Company received a cash payment of $15,000 and 600,000 common shares of VMS. In addition, the Company will receive:

- Upon the earliest to occur of the completion of a preliminary economic assessment, a prefeasibility study or a feasibility study, a further 600,000 common shares of VMS; and
- Upon the commencement of commercial production from Assean Lake, a further 600,000 common shares of VMS.

The Company's interest in the Assean Lake claims were written off to nil in the financial statements in previous years.

SELECTED QUARTERLY INFORMATION

Financial Data for 8 Quarters								
Three Months Ended	**Mar-15**	**Dec-14**	**Sep-14**	**Jun-14**	**Mar-14**	**Dec-13**	**Sep-13**	**Jun-13**
(In thousands $ except for per share amounts)								
Exploration and project investigation, net of recoveries	12,367	6,900	1,837	2,300	8,221	2,339	1,505	3,385
Net loss from continuing operations	(12,568)	(7,770)	(1,834)	(4,354)	(9,358)	(3,186)	(2,066)	(5,994)
Net income (loss) from discontinued operations	-	(18)	(5)	(10)	(3)	96	(106)	(25)
Net loss	(12,568)	(7,788)	(1,839)	(4,364)	(9,361)	(3,090)	(2,172)	(6,019)
Basic and diluted loss per share from continuing operations (i)	(0.07)	(0.04)	(0.01)	(0.03)	(0.05)	(0.02)	(0.01)	(0.04)
Basic and diluted loss per share from discontinued operations (i)	-	(0.00)	(0.00)	(0.00)	(0.00)	0.00	(0.00)	(0.00)
Total basic and diluted loss per share (i)	(0.07)	(0.04)	(0.01)	(0.03)	(0.05)	(0.02)	(0.01)	(0.04)

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

QUARTERLY ANALYSIS

Net loss, quarter over quarter, is affected by the level of exploration and project investigation expenses incurred and write-off/down of mineral properties interests and will vary accordingly. Net loss is also impacted by the recognition of share-based payments in each quarter which depends on options granted and vested. Exploration and project investigation expenditures are affected to some extent by seasonal factors, exploration results, share-based payments and availability of funds.

Both exploration and project investigation expenses and net loss from continuing operations for the first quarter ended March 31, 2015 increased when compared to the first quarter ended March 31, 2014. This is due to expenditures at the Filo del Sol Project. Effective September 1, 2014, the Company acquired the 40% interest in the Filo del Sol Project held by PPC. Therefore, during the three months ended March 31, 2015, the Company funded 100% of expenditures at the Filo del Sol Project. In addition, the Company incurred drilling expenditures at the Los Helados Project during the first quarter of 2015 which was offset by reduced activity at the Josemaria Project. During the three months ended March 31, 2014, the Company recognized 60% of the expenditures at the Filo del Sol Project since PPC funded 40% of the expenditures.

The Company also recognized a foreign exchange gain of $0.8 million on its U.S. dollar-denominated cash during the three months ended March 31, 2015 from the strengthening of the U.S. dollar against the Canadian dollar compared to a foreign exchange loss of $0.6 million during the three months ended March 31, 2014. This offset a portion of the increased in exploration and project investigation expenditures.

The exploration activities in Africa were accounted for as discontinued operations in 2012 with the Company's decision to divest its non-core African properties and the eventual sale of Hambok mineral property in Eritrea to Bisha Mining Share Company during the year.

RESULTS OF OPERATIONS

The Company's net loss for the three months ended March 31, 2015 was $12.6 million or $0.07 per share as compared to a loss of $9.4 million or $0.05 share for 2014. The quarterly variances are discussed in greater detail in the previous section.

The Company's business is driven by seasonal trends through increased exploration activity during the summer months in South America as well as the achievement of project milestones such as the achievement of various technical, environmental, socio-economic and legal objectives, including obtaining the necessary permits, preparation of engineering designs, as well as receipt of financings to fund these objectives.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2015, the Company had cash and working capital of $15.0 million and $5.0 million, respectively, as compared to cash and working capital of $28.5 million and $17.7 million, respectively, at December 31, 2014. The decrease in cash and working capital is primarily a result of exploration expenditures incurred and general and administrative expenses.

Net cash used in operating activities was $14.9 million for the three months ended March 31, 2015 and consisted primarily of the loss from operations of $12.6 million, which included exploration expenditures of $12.4 million and was adjusted for the impact of non-cash items and changes in non-cash working capital items.

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 it will be able to meet commitments, continue operations, realize assets and discharge liabilities in the normal course of business for the foreseeable future, further funding is required in order for the Company to meet its existing obligations, commitments and fund ongoing exploration. Factors that could affect the availability of financing include the progress and results of our exploration properties, the state of international debt and equity markets, investor perceptions and expectations and the global financial and copper markets. Historically, operating, capital and exploration requirements have been funded primarily from equity financing, joint ventures, disposition of mineral properties and investments. There can be no assurance that such financing will be available to the Company in the amount required at any time or for any period or, if available, that it can be obtained on satisfactory terms. Based on the amount of funding raised, the Company's exploration program may be tailored accordingly.

OUTLOOK

At Los Helados, the completion of the PEA helped identify a number of opportunities to potentially improve the project economics. These include:

- Exploring regional synergies for capital and operating cost reductions;
  - Through potential synergies and cooperative development plans with other regional operators to utilize spare capacity of process plants and infrastructure, including desalination plants, water pipeline routes and ports;
  - A scoping study on the potential to develop a combined Los Helados-Josemaria operation;
  - Through expanding the resource base within our regional land package which includes the Josemaria and Filo del Sol Projects – all within 20 kilometres of the Los Helados deposit;
- Extending the life of mine and project cash-flow of the Los Helados resource through the application of a variable cut-off grade which has the potential to add tonnage to the proposed mine plan;
- Increasing metallurgical recoveries with further test work and optimization;
- Reviewing the suitability of High Pressure Grinding Roll technology (HPGR) which has the potential to reduce overall power use and costs; and
- Delineating more or higher-grade feed material for the process plant through continued exploration.

Work on these opportunities will continue for the rest of the year and the results are expected to be incorporated into a possible scoping level study to evaluate the potential for a combined Los Helados-Josemaria operation. Baseline environmental programs will continue.

The results of the drilling completed at Filo del Sol will be incorporated into an updated resource estimate. The results of the surface mapping and geochemical sampling and the drilling will be interpreted over the coming quarter and used to generate additional drill targets to be tested in the future.

CRITICAL ACCOUNTING ESTIMATES

The preparation of consolidated financial statements in accordance with IFRS requires the Company's management to make certain critical accounting estimates, judgments and assumptions about future events that effect the amounts reported in the consolidated financial statements and related notes to the financial statements. It also requires management to exercise judgment in applying the Company's accounting policies. These judgments, estimates and assumptions are based on management's best knowledge of the relevant facts and circumstances taking into account previous experience, but actual results may differ from amounts included in the financial statements.

For a complete discussion of critical accounting estimates, refer to the Company's annual 2014 Management Discussion and Analysis.

OUTSTANDING SHARE DATA

As at the date of this MD&A, the Company had 187,712,994 common shares outstanding and 4,715,000 share options outstanding under its stock-based incentive plans.

FINANCIAL INSTRUMENTS

The Company classifies its financial instruments as either held-to-maturity, available-for-sale, held for trading, loans and receivables or other financial liabilities. The Company's financial instruments consist of cash and cash equivalents, receivables and others, investments, due from joint exploration partners, trade payable and accrued liabilities, due to related parties and due to joint exploration partners. With the exception of investments, the carrying value of its financial investments approximates their fair value due to their immediate or short-term maturity. The fair value of investments is determined directly by reference to quoted market prices in active markets.

MANAGEMENT'S RESPONSIBILTY FOR THE FINANCIAL STATEMENTS

The Audit Committee is responsible for reviewing the contents of this document along with the interim quarterly financial statements to ensure the reliability and timeliness of the Company's disclosure while providing another level of review for accuracy and oversight. There have been no changes in the Company's disclosure controls and procedures during the three months ended March 31, 2015.

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 and 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.

Management, including the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures. As of December 31, 2014, the Chief Executive Officer and Chief Financial Officer have each concluded that the Company's disclosure controls and procedures, as defined in NI 52-109 - Certification of Disclosure in Issuer's Annual and Interim Filings, are effective to achieve the purpose for which they have been designed.

Internal Control over financial reporting

Internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS. Management is also responsible for the design of the Company's internal control over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

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 and 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.

Management, including the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of the Company's internal controls over financial reporting. As of December 31, 2014, the Chief Executive Officer and Chief Financial Officer have each concluded that the Company's internal controls over financial reporting, as defined in NI 52-109 - Certification of Disclosure in Issuer's Annual and Interim Filings, are effective to achieve the purpose for which they have been designed.

Because of their inherent limitations, internal controls over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As required under Multilateral Instrument 52-109, management advises that there have been no changes in the Company's internal control over financial reporting that occurred during the most recent interim period, beginning January 1, 2015 and ending March 31, 2015, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

RISKS AND UNCERTAINTIES

There have been no material changes in the risks and uncertainties affecting the Company that were discussed in the Company's 2014 annual MD&A filed February 18, 2015.

FINANCIAL INFORMATION

The report for the three and six months ended June 30, 2015 is expected to be published on August 7, 2015.

OFF-BALANCE SHEET AGREEMENTS

The Company has no off-balance sheet arrangements.

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. Generally, these forward-looking statements or information can frequently, but not always, be identified by use of forward-looking terminology such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "planned", "budget", "scheduled", "possible", "project" or variations of such words and phrases, or statements that certain actions, events, conditions or results "will", "may", "could", "would" or "should" occur or achieved.

The forward-looking statements and information are based on the opinions and estimates of management as of the date such statements and information are made and they are subject to a number of known and unknown risks, uncertainties and other factors, including, without limitation, those referred to in the "Risks and Uncertainties" section of the MD&A, the Company's Annual Information Form under the heading "Risks Factors" and elsewhere, which may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements or 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 speaks as of the date of the MD&A. In particular, this MD&A contain forward-looking statements or information pertaining to the following: the Company's exploration and development expenditures, cost estimates and other assumptions used in the Los Helados PEA, programs and objectives, mineral resources estimates, geology, size, grade and continuity of mineral deposits, exploration/drill results and budgets; impact of metal prices and foreign currency fluctuations; uncertain political and economic environments; changes in laws or policies; delays or the inability to obtain the necessary government permits; the need to obtain financing and uncertainty as to the availability and terms of future financing; uncertainties involved in dispute or litigation and other risks and uncertainties.

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 reserves and mineral resources described can be profitably produced in the future.

Cautionary Note to United States Investors Concerning Estimates of Measured, Indicated and Inferred Resources: This MD&A" may use the terms "Measured", "Indicated" and "Inferred" Resources. United States investors are advised that while such terms are recognized and required by Canadian regulations, the United States Securities and Exchange Commission does not recognize them. "Inferred Mineral Resources" have a great amount of uncertainty as to their existence, and as to their economic and legal feasibility.

It cannot be assumed that all or any part of an Inferred Mineral Resource will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred Mineral Resources may not form the basis of feasibility or other economic studies. United States investors are cautioned not to assume that all or any part of Measured or Indicated Mineral Resources will ever be converted into Mineral Reserves. United States investors are also cautioned not to assume that all or any part of an Inferred Mineral Resource exists, or is economically or legally mineable.

The forward-looking statements and information contained herein are based on a number of material assumptions, including, but not limited to, assumptions regarding general business and economic conditions, metal prices, timing and receipt of government permits, success of exploration/drill results, ability to carry out the Company's exploration activities as planned, sufficiency of Company's funds to perform the planned activities, financial markets, accuracy of the Company's resource and reserves estimates (including with respect to size, grade and recoverability) and geological, operational and price assumptions on which these are based, and our ongoing relations with joint exploration partners.

The list of assumptions and factors are not and should not be construed as exhaustive. Events or circumstances beyond the Company's control could cause actual results to vary materially.

Readers are encouraged to see our Annual Information Form for the year ended December 31, 2014 filed on SEDAR for additional information on risks, uncertainties and other factors relating to forward-looking information and statements. There can be no assurance that such forward-looking statements or information will prove to be accurate. Accordingly, readers should not place undue reliance on forward-looking information or statements, which speak only as of the date the statements were made. The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. The Company does not undertake or assume any obligations to update or revise any forward-looking statements and information after the date of this MD&A, except as required by applicable laws.

NGEx Resources Inc.
Condensed Interim Consolidated Balance Sheets
(All amounts expressed in Canadian Dollars, unless otherwise indicated.)
(Unaudited)

		March 31, 2015		December 31, 2014
ASSETS				
Current assets:				
Cash and cash equivalents	$	14,954,880	$	28,480,133
Investments		255,000		353,000
Receivables and other assets		1,107,611		1,537,022
		16,317,491		30,370,155
Equipment		150,839		163,658
Mineral properties (Note 3)		19,541,740		18,129,239
Other non-current assets		8,000		8,000
TOTAL ASSETS	$	36,018,070	$	48,671,052
LIABILITIES				
Current liabilities:				
Trade payables and accrued liabilities (Note 3)	$	5,497,839	$	5,769,438
Due to joint exploration partners		5,799,459		6,852,012
TOTAL LIABILITIES		11,297,298		12,621,450
EQUITY				
Share capital (Note 4)		250,063,406		250,063,406
Reserved for issuance		1,284		1,284
Contributed surplus (Note 5)		8,219,204		8,006,453
Cumulative deficit		(229,052,578)		(216,484,370)
Accumulated other comprehensive loss		(4,510,544)		(5,537,171)
TOTAL EQUITY		24,720,772		36,049,602
TOTAL LIABILITIES AND EQUITY	$	36,018,070	$	48,671,052

Going concern (Note 1)
Subsequent Events (Note 9)

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

ON BEHALF OF THE BOARD:

/s/William A. Rand
Director

/s/Wojtek A. Wodzicki
Director

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

	For the Three Months Ended March 31, 2015	2014
Expenses		
Exploration and project investigation (Note 6)	12,367,242	8,221,197
General and Administration:		
Salaries and benefits (Note 7)	223,628	244,138
Share-based compensation (Note 5)	163,723	115,438
Management fees	135,000	135,000
Professional fees	138,042	89,192
Travel	57,176	28,818
Promotion and public relations	127,143	198,692
Office and general	147,505	120,056
Operating loss	13,359,459	9,152,531
Other (income) expenses		
Interest income	(14,740)	(12,914)
Foreign exchange (gain) / loss	(786,511)	570,237
Unrealized loss / (gain) on investments	10,000	(352,000)
Net loss from continuing operations	12,568,208	9,357,854
Net loss from discontinued operations	-	2,734
Net loss	$ 12,568,208	$ 9,360,588
Other comprehensive loss		
Items that may be reclassified subsequently to net loss		
Net change in fair value of available-for-sale securities	88,000	20,000
Foreign currency translation adjustment	(1,114,627)	554,474
Comprehensive loss	$ 11,541,581	$ 9,935,062
Basic and diluted loss per common share		
Continuing operations	$ 0.07	$ 0.05
Discontinued operations	$ 0.00	$ 0.00
	$ 0.07	$ 0.05
Weighted average common shares outstanding	187,712,994	168,869,765

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

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

	For the Three Months Ended March 31, 2015	2014
Cash flows used in operating activities		
Net loss for the period	$ (12,568,208)	$ (9,360,588)
Items not involving cash and cash equivalents:		
Depreciation	14,905	53,561
Share-based compensation	212,751	133,236
Unrealized foreign exchange gain	(452,697)	-
Unrealized loss / (gain) on investments	10,000	(352,000)
Net changes in working capital items:		
Receivables and other	321,711	546,849
Trade payables and accrued liabilities	(753,275)	2,151,190
Due to joint exploration partners	(1,655,412)	(3,530,155)
	(14,870,225)	(10,357,907)
Cash flows from financing activities		
Proceeds from exercise of stock options	-	321,849
Cash flows used in investing activities		
Mineral properties and related expenditures	(383,430)	(358,879)
Effect of exchange rate change on cash and cash equivalents	1,728,402	(102,315)
Decrease in cash and cash equivalents during the period	(13,525,253)	(10,497,252)
Cash and cash equivalents, beginning of period	28,480,133	21,259,598
Cash and cash equivalents, end of period	$ 14,954,880	$ 10,762,346

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

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

	Number of shares issued and outstanding	Number of shares reserved for issuance	Share capital	Reserved for issuance	Contributed surplus	Accumulated other comprehensive loss	Accumulated Deficit	Total
Balance, January 1, 2015	187,712,994	20,240	$ 250,063,406	$ 1,284	$ 8,006,453	$ (5,537,171)	$ (216,484,370)	$ 36,049,602
Share-based compensation	-	-	-	-	212,751	-	-	212,751
Change in fair value of available-for-sale securities	-	-	-	-	-	(88,000)	-	(88,000)
Foreign currency translation	-	-	-	-	-	1,114,627	-	1,114,627
Net loss for the period	-	-	-	-	-	-	(12,568,208)	(12,568,208)
Balance, March 31, 2015	187,712,994	20,240	$ 250,063,406	$ 1,284	$ 8,219,204	$ (4,510,544)	$ (229,052,578)	$ 24,720,772
Balance, January 1, 2014	168,714,559	20,240	$ 214,924,582	$ 1,284	$ 7,482,860	$ (4,654,694)	$ (193,132,284)	$ 24,621,748
Exercise of stock options	225,500	-	494,841	-	(172,992)	-	-	321,849
Share-based compensation	-	-	-	-	133,236	-	-	133,236
Change in fair value of available-for-sale securities	-	-	-	-	-	(20,000)	-	(20,000)
Foreign currency translation	-	-	-	-	-	(554,474)	-	(554,474)
Net loss for the period	-	-	-	-	-	-	(9,360,588)	(9,360,588)
Balance, March 31, 2014	168,940,059	20,240	$ 214,419,423	$ 1,284	$ 7,443,104	$ (5,229,168)	$ (202,492,872)	$ 15,141,771

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

1. NATURE OF OPERATIONS AND GOING CONCERN

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 North and South America.

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 it will be able to meet commitments, continue operations, realize assets and discharge liabilities in the normal course of business for the foreseeable future, further funding is required in order for us to meet our existing obligations, commitments and fund ongoing exploration. Factors that could affect the availability of financing include the progress and results of our exploration properties, the state of international debt and equity markets, investor perceptions and expectations and the global financial and copper markets. Historically, operating, capital and exploration requirements have been funded primarily from equity financing, joint ventures, disposition of mineral properties and investments. There can be no assurance that such financing will be available to the Company in the amount required at any time or for any period or, if available, that it can be obtained on satisfactory terms. Based on the amount of funding raised, the Company's exploration program may be tailored accordingly.

The material uncertainties described above may cast significant doubt upon the Company's ability to continue as a going concern. These consolidated financial statements do not reflect the adjustments to the carrying values of the assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumptions deemed to be inappropriate. These adjustments could be material.

The Company is governed by the Canada Business Corporations Act and its registered office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8, Canada. The Company's common shares are listed on the Toronto Stock Exchange and the NASDAQ OMX Stockholm Stock Exchange.

2. BASIS OF PRESENTATION

The condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting on a basis consistent with the accounting policies disclosed in the audited consolidated financial statements for the fiscal year ended December 31, 2014.

The interim financial statements should be read in conjunction with the most recently issued Annual Report of NGEx Resources Inc. which includes information necessary or useful to understanding the Company's businesses and financial statement presentation. In particular, the Company's significant accounting policies were presented as Note 3 to the Consolidated Financial Statements for the fiscal year ended December 31, 2014 included in that report, and have been consistently applied in the preparation of these interim financial statements.

The condensed interim consolidated financial statements are unaudited. Financial information in this report reflects any adjustments (consisting of normal recurring adjustments) that are, in the opinion of management, necessary to a fair statement of results for the interim periods in accordance with IAS 34 as issued by the International Accounting Standards Board.

These condensed interim consolidated financial statements were authorized for issuance by the Board of Directors of the Company on May 7, 2015.

(All amounts expressed in Canadian Dollars, unless otherwise stated.)

3. MINERAL PROPERTIES

The carrying value of the Company's mineral properties, capitalized at acquisition costs, is as follows:

	South America			**Canada**	**Total**
	Los Helados Joint Exploration Agreement	**Josemaria Joint Exploration Agreement**	**Filo del Sol & Tamberias**	**GJ / Kinaskan**	
January 1, 2014	**$ 2,855,387**	**$ 5,500,596**	**$ 1,945,860**	**$ 136,997**	**$ 10,438,840**
Additions	145,186	-	557,962	-	703,148
Acquisition of Filo del Sol interest from PPC (Note a)	-	-	7,845,600	-	7,845,600
Currency translation effect	(126,954)	(889,219)	157,824	-	(858,349)
December 31, 2014	**$ 2,873,619**	**$ 4,611,377**	**$ 10,507,246**	**$ 136,997**	**$ 18,129,239**
Additions	75,266	-	308,164	-	383,430
Currency translation effect	230,222	221,002	577,847	-	1,029,071
March 31, 2015	**$ 3,179,107**	**$ 4,832,379**	**$ 11,393,257**	**$ 136,997**	**$ 19,541,740**

Note a – On October 23, 2014, the Company announced the agreement to acquire the 40% interest in the Filo del Sol project held by Pan Pacific Copper Co., Ltd. ("PPC") effective September 1, 2014 for total cash consideration of US$7.0 million. The Company paid US$3.5 million in November 2014, with the remaining US$3.5 million payable by the earlier of November 1, 2015 or upon completion of an administrative restructuring of certain exploration licenses.

4. SHARE CAPITAL

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

(All amounts expressed in Canadian Dollars, unless otherwise stated.)

5. SHARE OPTIONS

a) Share Option Plan

The Company has a rolling share option plan approved and ratified by shareholders on May 5, 2014, reserving an aggregate of 10% of the issued and outstanding shares of the Company for issuance upon the exercise of options granted. Vesting and terms of the option agreement are at the discretion of the Board of Directors.

The total share-based compensation for the three months ended March 31, 2015 was $212,751 (2014 - $133,236) of which $163,723 (2014 - $115,438) has been allocated to Administration expenses, and $49,028 (2014 - $17,798) to Exploration and project investigation expenses.

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:

	March 31, 2015		March 31, 2014	
	Number of shares issuable pursuant to share options	**Weighted average exercise price per share**	**Number of shares issuable pursuant to share options**	**Weighted average exercise price per share**
Balance at beginning of period	4,812,500	$ 1.95	6,256,250	$ 1.76
Exercised	-	-	(225,500)	1.43
Forfeited / expired	(97,500)	2.35	(543,000)	1.52
Balance at end of period	4,715,000	$ 1.94	5,487,750	$ 1.80

Share options outstanding and exercisable at March 31, 2015 are as follows:

	Outstanding Options			Exercisable Options		
Range of exercise prices	Number of options outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price	Number of options exercisable	Weighted average remaining contractual life (years)	Weighted average exercise price
$0.50 - $1.65	1,770,000	0.37	$ 1.62	1,770,000	0.37	$ 1.62
$1.66 - $2.05	2,600,000	1.98	$ 2.02	1,014,991	1.90	$ 2.01
$2.06 - $3.42	345,000	0.99	$ 2.95	345,000	0.99	$ 2.95
	4,715,000	1.30	$ 1.94	3,129,991	0.93	$ 1.89

(All amounts expressed in Canadian Dollars, unless otherwise stated.)

6. EXPLORATION AND PROJECT INVESTIGATION

The Company expensed the following mineral properties costs, all incurred in South America, for the three months ended March 31, 2015:

	Los Helados Joint Exploration Agreement	Josemaria Joint Exploration Agreement	Filo del Sol & Tamberias	Others	Total
Gov't fees, licenses, permits, taxes, rights and land access	$ 57,371	$ 23,561	$ 148,774	$ 413,558	$ 643,264
Field related expenses	350,061	39,384	767,220	105,011	1,261,676
Camp cost	570,758	63,033	1,083,311	17,834	1,734,936
Consultants	14,237	-	80,418	-	94,655
Drilling and fuel	755,557	-	2,329,971	-	3,085,528
Geochemistry, conceptual study and geophysics	639,669	21,125	354,934	2,385	1,018,113
Road work and trenching	141,940	74,648	664,834	-	881,422
Transport and travel	157,731	6,120	430,982	44,964	639,797
Environmental & community relations	406,669	400,157	113,234	-	920,060
Value added tax	357,267	138,666	1,425,427	109,308	2,030,668
Office and general expense	-	-	-	8,095	8,095
Share-based compensation (Note 5)	12,782	3,132	29,953	3,161	49,028
Total for the period	**$ 3,464,042**	**$ 769,826**	**$ 7,429,058**	**$704,316**	**$ 12,367,242**

The Company expensed the following mineral properties costs, all incurred in South America, for the three months ended March 31, 2014:

	Los Helados Joint Exploration Agreement	Josemaria Joint Exploration Agreement	Filo del Sol & Tamberias	Others	Total
Gov't fees, licenses, permits, taxes, rights and land access	$ 60,977	$ 8,032	$ -	$ 228,834	$ 297,843
Field related expenses	30,113	173,596	407,455	64,238	675,402
Camp cost	95,191	125,618	302,654	14,522	537,985
Consultants	-	20,772	12,727	-	33,499
Drilling and fuel	6,091	725,912	1,558,572	-	2,290,575
Geochemistry, conceptual study and geophysics	275,931	346,266	199,387	6,732	828,316
Road work and trenching	-	206,549	355,986	-	562,535
Transport and travel	23,979	76,722	225,368	28,826	354,895
Environmental & community relations	314,611	229,827	198,987	-	743,425
Value added tax	26,603	520,579	1,000,811	165,521	1,713,514
Office and general expense	12,054	5,115	-	148,241	165,410
Share-based compensation (Note 5)	1,835	5,292	8,975	1,696	17,798
Total for the period	**$ 847,385**	**$ 2,444,280**	**$ 4,270,922**	**$ 658,610**	**$ 8,221,197**

(All amounts expressed in Canadian Dollars, unless otherwise stated.)

7. RELATED PARTY TRANSACTIONS

Key management compensation

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

	Three months ended March 31, 2015	2014
Salaries	$ 178,696	$ 186,250
Employee benefits	22,241	21,557
Director fees	16,750	16,750
Share-based compensation	124,485	67,938
	$ 342,172	$ 292,495

8. SEGMENTED INFORMATION

The Company is principally engaged in the acquisition, exploration and development of mineral properties in North and South America. The segments presented below together with the mineral property information presented in Note 3 and Note 6 reflects the way in which management reviews its business performance. Operating segments are reported in a manner consistent with the internal reporting provided to executive management who act as the chief operating decision-maker. The Chief Executive Officer is responsible for allocating resources and assessing performance of the operating segments.

The geographic distribution of non-current assets is as follows:

	At March 31, 2015			At December 31, 2014		
	Equipment, net	**Mineral properties**	**Others**	**Equipment, net**	**Mineral properties**	**Others**
Canada	$ 117,425	$ 136,997	$ 8,000	$ 122,000	$ 136,997	$ 8,000
South America	33,414	19,404,743	-	41,658	17,992,242	-
	$ 150,839	$ 19,541,740	$ 8,000	$ 163,658	$ 18,129,239	$ 8,000

9. SUBSEQUENT EVENTS

On April 10, 2015, the Company completed the sale of its 60% interest in the Assean Lake claims in Manitoba to VMS Ventures Inc. ("VMS") for a cash payment of $15,000 and an initial tranche 600,000 common shares of VMS. An additional 1,200,000 shares are payable upon achievement of project milestones. The Company received the cash and share consideration on April 10, 2015.

The Company's interest in the Assean Lake claims was written off to nil in the financial statements in previous years.