



885 W Georgia Street
Suite 2000
Vancouver, BC
Canada V6C 3E8

Tel 604 689 7842
Fax 604 689 4250

ngexresources@namdo.com
ngexresources.com

NEWS RELEASE

NGEX FILES NOTICE OF ANNUAL MEETING AND SPECIAL MEETING FOR PROPOSED SPIN-OUT OF LOS HELADOS AND EXPLORATION PORTFOLIO

May 14, 2019: NGEx Resources Inc. (TSX: NGQ) (OMX: NGQ) ("NGEx" or the "Company") is pleased to report that, further to its news release dated April 17, 2019, the Company has filed its Notice of Annual Meeting (the "Annual Meeting") of shareholders and Special Meeting (the "Special Meeting" and together with the Annual Meeting, the "Meeting") of shareholders and optionholders of the Company (together, the "NGEx Securityholders"), and the related Management Information Circular (the "Circular"), which describes, amongst other things, annual business matters, and its intention to spin out its Los Helados Project and exploration portfolio into a wholly-owned subsidiary of NGEx, 11264796 Canada Inc. ("Spinco"), through a Plan of Arrangement under the Canada Business Corporations Act (the "Arrangement").

The Arrangement is designed to deliver greater value to shareholders by unlocking the value of the Los Helados Project moving forward. In parallel, the Company believes that additional value will be created at NGEx as the Company transitions into a well defined, single purpose vehicle focused on advancing the development of the Josemaría Project in San Juan, Argentina. The Arrangement is anticipated to provide greater market awareness of the Company, Spinco, and their respective assets, and offer both the Company and Spinco increased flexibility to advance their respective assets without unnecessary dilution to the other.

The board of directors of NGEx Resources Inc. (the "Board") has determined that the Arrangement is fair and reasonable to the Securityholders and in the best interests of NGEx and recommends that the Securityholders vote in favour of the Arrangement. Each director and officer of NGEx who owns NGEx common shares and/or NGEx Options (as defined below) has indicated his or her intention to vote his or her NGEx common shares and NGEx Options in favour of the Arrangement. In addition, the Company has received a fairness opinion from its financial advisor, Evans & Evans, Inc., that the terms of the Arrangement are fair, from a financial point of view, to the NGEx shareholders. The Board notes that the Arrangement is expected to allow NGEx to be able to concentrate its efforts on advancing to the next stage in its development by completing a feasibility study of its Josemaría Project and Spinco will be able to concentrate its efforts on the Los Helados Project and early stage exploration properties in Chile and Argentina.

The Circular, which sets out the terms of the Arrangement, together with the Notice and related proxy documents for the Meeting scheduled for June 19, 2019, will be mailed to all NGEx Securityholders of record as of May 3, 2019 (the record date for the Meeting) and is available under NGEx's profile on SEDAR at www.sedar.com and has also been filed on the Company's web site at www.ngexresources.com.

Technical Report

Concurrently with the filing of the Circular, NGEx announces that an updated National Instrument 43-101 ("NI 43-101") Technical Report (the "Technical Report") for the Los Helados Project has been completed and filed on SEDAR.

The Technical Report titled “Technical Report on the Los Helados Porphyry Copper-Gold Deposit, Chile” dated April 26, 2019, with an effective date of May 27, 2017, was prepared by Fionnuala Devine, M. Sc., P.Geo., of Merlin Geosciences Inc., Gino Zandonai, JMSc. (CSM), CP, and Giovanni Di Prisco, PhD., P. Geo., of Terra Mineralogical Services Inc., all of whom are Qualified Persons as defined by NI-43-101 and are independent of the Company and Spinco. The Technical Report is available for review under the Company's profile on SEDAR at www.sedar.com and on the Company's website at www.ngexresources.com.

The Transaction

The Arrangement will include a transfer of the Los Helados Project and exploration assets, along with approximately \$7.3 million in cash, to Spinco. Pursuant to the Arrangement, NGEx intends to distribute 100% of the common shares of Spinco it receives to NGEx shareholders on a pro rata basis. NGEx shareholders will be entitled to receive one common share of Spinco for every two common shares of NGEx held as of the effective date of the Arrangement, expected to be in early July, 2019. There will be no change in shareholders' holdings in NGEx as a result of the Arrangement.

Each outstanding stock option of NGEx (an “NGEx Option”) will be deemed to be exchanged for a fully-vested replacement stock option of NGEx (an “NGEx Replacement Option”) and one-half of one (0.5) fully-vested stock option of Spinco (a “Spinco Option”), and the exercise prices for the NGEx Replacement Options and the Spinco Options will be adjusted to reflect the relative value of the shares.

The Arrangement will be subject to Toronto Stock Exchange (“TSX”), regulatory and court approval, as well as approval by not less than two-thirds of the votes cast at the Special Meeting by NGEx Securityholders voting as a single class.

In connection with the Arrangement, the Company proposes to change its name to “Josemaria Resources Inc”, and Spinco to change its name to “NGEx Resources Inc.”

The Board of Spinco will consist of Adam I. Lundin, Neil O’Brien, Cheri L. Pedersen, David F. Mullen, William A. Rand, and Dr. Wojtek A. Wodzicki. Mr. Rand will become chairman of Spinco. The management team of Spinco will consist of Dr. Wojtek Wodzicki as CEO, Ms. Joyce Ngo as Interim CFO and Mr. Bob Carmichael as VP Exploration. Changes and additions to the management team will be made as needed following completion of the Arrangement.

The Company intends to apply for a listing of the common shares of Spinco on the TSX Venture Exchange (“TSX-V”). Any such listing will be subject to Spinco fulfilling all of the requirements of the TSX-V.

NGEx Board Following Completion of the Arrangement

Although the Circular contemplates the Company’s election of directors to serve and hold office in connection with the Company’s annual director elections, NGEx anticipates that upon completion of the Arrangement, the composition of the NGEx Board will be reconstituted. Specifically, it is anticipated that:

- (a) William A. Rand, David F. Mullen and Cheri L. Pedersen will resign as directors of the NGEx, and the Board will appoint C. Ashley Heppenstall, Paul Conibear and Christina Batruch to fill the vacancies created by these resignations;
- (b) the NGEx Board will, pursuant to Section 4.06 of the Corporation’s By-Laws (which permits the NGEx Board to appoint one or more additional directors), appoint two additional directors, being Adam Lundin and Pablo Mir Balmaceda; and
- (c) as a result of (a) and (b) above, following completion of the Arrangement, the NGEx Board would be comprised of the following eight (8) directors:
 - Lukas H. Lundin
 - Jack O.A. Lundin

- Wojtek A. Wodzicki
- C. Ashley Heppenstall
- Paul Conibear
- Christina Batruch
- Adam Lundin
- Pablo Mir Balmaceda

Holders of Euroclear Sweden Registered Shares

The information in this section is of significance to Shareholders who hold their securities ("**Euroclear Registered Securities**") through Euroclear Sweden AB, which securities trade on the NASDAQ OMX Stockholm. Shareholders who hold Euroclear Registered Securities are not registered holders of voting securities for the purposes of voting at the Meeting. Instead, Euroclear Registered Securities are registered under CDS & Co., the registration name of the Canadian Depository for Securities. Holders of Euroclear Registered Securities will receive a Swedish voting instruction form ("**Swedish VIF**") by mail directly from Computershare AB ("**Computershare Sweden**"). The Swedish VIF cannot be used to vote securities directly at the Meeting. Instead, the Swedish VIF must be completed and returned to Computershare Sweden, strictly in accordance with the instructions and deadlines that will be described in the instructions provided in the Swedish VIF.

About NGEx

NGEx is a Canadian mineral exploration company with exploration projects in Chile and Argentina. The Company's shares are listed on the TSX and on Nasdaq Stockholm under the symbol "NGQ". The Company's focus is on advancing the development of its two, large copper-gold deposits, Los Helados and Josemaría, located in Chile's Region III and adjacent San Juan Province, Argentina. The Company owns a 100% interest in the Josemaria project and is the majority partner and operator for the Los Helados project. Los Helados is subject to a Joint Exploration Agreement with its joint exploration partner, Pan Pacific Copper Co.

Additional Information

This information is information that NGEx is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out below, on May 14, 2019 at 3:30 p.m. Pacific Time.

On behalf of the Board,

Wojtek Wodzicki

President and CEO

For further information, please contact: Michelle Fyfe, Investor Relations Manager (604) 689-7842.

Cautionary Note Regarding Forward-Looking Statements

Certain statements made and information contained herein in the news release constitutes "forward-looking information" and "forward-looking statements" within the meaning of applicable securities legislation (collectively, "forward-looking information"). The forward-looking information contained in this news release is based on information available to the Company as of the date of this news release. 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 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 risk of the Company not obtaining court approval, NGEx Securityholder or stock exchange approvals to proceed with the Arrangement; the risk of unexpected tax consequences to the Arrangement, the risk of unanticipated material expenditures required by the Company prior to completion of the Arrangement; risks of the market valuing NGEx and Spinco in a manner not anticipated by the Company; risks relating to the benefits of the Arrangement not being realized or as anticipated, Spinco being unable to add additional properties to its portfolio, the inherent uncertainties regarding cost estimates, changes in commodity prices, currency fluctuation, financing, unanticipated resource grades, infrastructure, results of exploration activities, cost overruns, availability of materials and equipment, timeliness of government approvals, taxation, anticipated synergies not being realized, political risk and related economic risk and unanticipated environmental impact on operations, as well as other risks uncertainties and other factors, including, without limitation, those referred to in the “Risks and Uncertainties” section of the Circular and the Company’s Annual Information Form for the year ended December 31, 2018, 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 information.

The Company believes that the expectations reflected in the forward-looking information included in this news release 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 forward-looking information speaks as of the date of the news release. In particular, this news release contains forward-looking information with respect to completion of the Arrangement; the mailing of the Circular to Securityholders, the availability of working capital for both NGEx and Spinco; tax consequences of the Arrangement; benefits of the Arrangement; obtaining NGEx Securityholder, court and TSX approvals of the Arrangement; the listing of Spinco common shares on the TSX-V; the change of name of NGEx and Spinco; the composition of Spinco’s management and board of directors; the composition of the NGEx Board following completion of the Arrangement; holding the Meeting; completing the Arrangement; the effective date of the Arrangement; the potential development of the Josemaría and Los Helados Projects; acquisition of exploration properties for the Spinco exploration portfolio; completion of a feasibility study on the Josemaria Project and advancement of the Josemaria Project; and synergies with Pan Pacific Copper;

The forward-looking information contained in this news release are made as at the date of this news release and NGEx 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 news release 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.