



2023 SECOND QUARTER REPORT

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

**For the Six Months Ended June 30, 2023
(UNAUDITED)**

FILO CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
THREE AND SIX MONTHS ENDED JUNE 30, 2023
(Amounts in Canadian Dollars unless otherwise indicated)

This management's discussion and analysis ("MD&A") of Filo Corp. ("Filo" or the "Company") should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and six months ended June 30, 2023 and related notes therein ("2023 Financial Statements"). The financial information in this MD&A is reported in Canadian dollars unless otherwise indicated and is partly derived from the Company's unaudited condensed interim consolidated financial statements prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). The effective date of this MD&A is August 10, 2023. Additional information about the Company and its business activities is available on SEDAR+ at www.sedarplus.ca and the Company's website www.filocorp.com.

The Company's common shares trade on the Toronto Stock Exchange under the symbol "FIL", the NASDAQ First North Growth Market under the symbol "FIL" and on the OTCQX under the symbol "FLMMF".

Effective June 23, 2023, the Company's name was changed to Filo Corp., formerly Filo Mining Corp., to better align with the Company's strategic vision. Some of the statements in this MD&A are forward-looking statements that are subject to risk factors set out in the cautionary note contained herein.

CORE BUSINESS AND STRATEGY

Filo is a mineral exploration company, focused on its 100% controlled Filo del Sol project ("Filo del Sol" or the "Filo del Sol Project"), which is comprised of two adjacent land holdings: the Filo del Sol property located in San Juan Province, Argentina, and the Tamberias property, located in Region III, Chile. The Filo del Sol Project is located between the prolific Maricunga and El Indio gold belts, two major mineralized trends that contain such deposits as Caspiche, La Coipa, Veladero, and El Indio. The region is an established mining jurisdiction and hosts a number of large-scale mining operations. The project area is covered under the Mining Integration and Complementation Treaty between Chile and Argentina, which provides the framework for the development of cross border mining projects.

The Company's strategy is to create value for its shareholders by expanding and increasing the confidence in and continuity of the resources and reserves at the Filo del Sol Project through further exploration, and by advancing engineering and other studies that are required to prepare the Filo del Sol Project for eventual development.

Q2 2023 HIGHLIGHTS

- On June 14, 2023 the Company closed a non-brokered private placement, whereby the Company sold 6,161,138 common shares at a price of \$21.10 per common share for gross proceeds of \$130.0 million, less share issuance costs of \$0.8 million (net proceeds of \$129.2 million);
- Continued exploration success, highlighted by:
 - The release of assays from multiple holes drilled into the Aurora, Filo and Bonita Zones across large intervals with consistently strong mineralization. Several of the holes reported are entirely outside the Company's existing resource pit shell and serve to expand the size of the mineralized zones and improve the geological interpretation of the deposit;
 - A magnetotelluric geophysical survey was completed and supports the interpretation of a geological connection between Aurora and Bonita. Modelling of the survey data shows a zone of elevated conductivity trending north-northeast along the length of the Filo del Sol and Aurora Zones and continuing strongly as far as holes FSDH060 and FSDH075 at the Bonita Zone. Combined with the geology seen in recent holes, this provides strong evidence that the system is continuous along at least 3.5km and that the Bonita Zone is the northern part of the system, rather than a separate zone;

- Drilling results continue to demonstrate growth of the Aurora Zone towards the Bonita Zone. Multiple holes are currently drilling which will provide critical information on the potential continuity of mineralization between these two zones;
- Results from the first two holes drilled into the Gemelos target. Despite low grades of gold and copper encountered, results indicate a high-sulphidation epithermal system. The Gemelos alteration zone is roughly equivalent in size to the Filo del Sol alteration zone and remains a high potential target warranting additional exploration;
- Results from the second hole drilled into the Flamenco target, an area over 3 kilometers to the south of the Aurora Zone. The hole was collared 723m southwest of FSDH077, the first Flamenco hole which was reported in the Company's news release dated March 16, 2023. This hole expanded the area of moderate grade mineralization intersected in hole FSDH077 and continued to support Flamenco as a high-quality exploration target which requires significant additional exploration; and
- The Aurora Zone, the Bonita Zone, and the high-grade Breccia 41 area remain open to expansion in several directions and drilling to further define them is ongoing;
- On June 19, 2023 Filo's inaugural Sustainability Summary Report was published and is available on our website. The report outlines Filo's Sustainability Framework and commitments to guide the company moving forward, discloses Filo's baseline data and provides transparency to our stakeholders. The report also highlights the positive work and activities the Company has already undertaken on our sustainability journey.

Q2 2023 DRILLING AND ASSAY RESULTS

Drilling and assay results disclosed by the Company during and subsequent to the first two quarters of 2023 are summarized in the following table:

Hole-ID	From (m)	To (m)	Length (m)	Cu (%)	Au (g/t)	Ag (g/t)	CuEq ¹ (%)
FSDH068A	18.0	1,794.0	1,776.0	0.45	0.30	4.0	0.70
incl.	54.0	94.0	40.0	0.65	0.92	8.1	1.39
incl.	394.0	1,514.0	1,120.0	0.59	0.38	5.3	0.92
incl.	574.0	1,298.2	724.2	0.69	0.45	6.8	1.08
FSDH069A	138.0	1,434.5	1,296.5	0.60	0.38	13.9	1.00
incl.	404.0	435.0	31.0	0.00	0.27	127.0	
and incl.	498.0	1,096.0	598.0	0.92	0.57	19.3	1.51
incl.	792.0	886.0	94.0	1.78	1.37	26.3	3.01
FSDH070A	282.0	1,338.5	1,056.5	0.54	0.38	4.0	0.86
incl.	369.7	1,040.0	670.4	0.63	0.41	5.3	0.97
incl.	540.0	712.0	172.0	0.75	0.47	5.9	1.15
FSDH071	292.0	1,320.0	1,028.0	0.78	0.47	6.7	1.16
incl.	408.0	580.0	172.0	1.44	0.82	12.6	2.14
incl.	514.0	574.0	60.0	2.18	1.64	16.9	3.53
incl.	776.0	1,013.5	237.5	1.04	0.68	6.0	1.49
FSDH072	484.0	1,712.0	1,228.0	0.55	0.33	4.4	0.83
incl.	650.0	1,472.0	822.0	0.68	0.42	4.4	1.02
incl.	998.0	1,328.0	330.0	0.88	0.61	2.3	1.35
FSDH073	404.5	1,388.4	983.9	0.62	0.32	4.0	0.89
incl.	600.0	1,214.0	614.0	0.74	0.41	3.2	1.06
incl.	756.0	1,028.0	272.0	0.92	0.52	3.2	1.33
FSDH074	278.0	1,300.0	1,022.0	0.49	0.19	4.4	0.66
incl.	644.0	1,160.0	516.0	0.61	0.21	3.2	0.79

Hole-ID	From (m)	To (m)	Length (m)	Cu (%)	Au (g/t)	Ag (g/t)	CuEq ¹ (%)
incl.	840.0	1,092.0	252.0	0.65	0.23	3.6	0.85
FSDH075	197.1	1,562.0	1,364.9	0.31	0.12	2.9	0.42
incl.	197.1	268.0	70.9	0.33	0.19	15.4	0.60
and incl.	796.0	1,562.0	766.0	0.40	0.13	1.3	0.51
incl.	910.4	1,202.0	291.6	0.52	0.18	1.2	0.66
FSDH076	180.0	1,543.0	1,363.0	0.48	0.35	3.9	0.77
incl.	496.0	850.9	354.9	0.63	0.40	10.0	1.01
and incl.	952.0	1,120.0	168.0	0.52	0.48	1.1	0.88
and incl.	1264.0	1,490.0	226.0	0.55	0.42	1.2	0.87
FSDH077	192.0	194.0	2.0	0.05	10.35	0.5	
plus	404.0	920.2	516.2	0.11	0.11	0.9	0.20
FSDH079	68.0	76.0	8.0	0.25	0.40	8.9	0.61
FSDH080	122.0	1,347.5	1,225.5	0.39	0.29	8.9	0.67
incl.	122.0	1,058.0	936.0	0.42	0.33	11.3	0.77
incl.	122.0	216.0	94.0	1.02	0.42	5.8	1.38
incl.	126.0	148.0	22.0	2.25	0.35	1.0	2.51
and incl.	494.0	882.0	388.0	0.39	0.36	20.7	0.83
FSDH081	192.0	242.0	50.0	0.16	0.13	7.2	0.32
FSDH082	No significant values						
FSDH083	418.7	1,549.8	1,131.1	0.43	0.15	2.8	0.57
incl.	560.0	672.0	112.0	0.52	0.17	6.2	0.70
and incl.	970.0	1,180.0	210.0	0.61	0.22	2.1	0.80
FSDH085	18.0	26.0	8.0	0.98	3.15	433.8	7.09
plus	320.0	1,199.0	879.0	0.32	0.13	6.0	0.47
incl.	658.0	1,114.4	456.4	0.38	0.14	5.8	0.53
incl.	658.0	667.0	9.0	0.33	0.07	156.8	1.76

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

As of the date of this MD&A, additional holes have been completed with assays pending, which include:

- **FSDH084**
- **FSDH087**

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

OUTLOOK

Drilling continues to be the Company's primary focus with nine drill rigs at site. Drilling will remain a mix of both large and small step-outs to the north and south of the Aurora Zone, as well as resource definition drilling within it. The Company continues to maintain a strong focus on improving drill productivity through a variety of initiatives and is continuing its drilling and field operations throughout the South American winter.

Data collected from the current campaign is being used to develop a comprehensive geological model which will guide further exploration and form the basis of an eventual update to the Mineral Resource estimate. The Company is continuing preliminary metallurgical testwork on the sulphide mineralization, as well as environmental and social baseline programs in support of future project permitting.

The Company's plans and timelines are subject to equipment and staff availability, along with being able to operate safely and effectively throughout the winter and in accordance with the Company's health and safety protocols.

BHP ANTI-DILUTIVE TOP-UP RIGHTS AND SHAREHOLDING

On February 7, 2023, the Company closed a non-brokered private placement to BHP Western Mining Resources International Pty Ltd, a wholly owned subsidiary of BHP Group Limited (collectively, "BHP"), whereby the Company issued 43,711 common shares to BHP for gross proceeds of C\$1,084,907 (the "Anti-dilution Top-Up").

The Anti-dilution Top-Up was undertaken pursuant to the terms of the March 11, 2022 private placement (the "Private Placement"), whereby BHP was granted certain anti-dilutive rights, allowing BHP to top-up and maintain its pro rata ownership interest in the Company from time to time (see news releases dated February 28, 2022 and March 11, 2022).

BHP also participated in the Company's \$130 million private placement, completed on June 14, 2023, acquiring 7,779,558 common shares, increasing their ownership of Filo to approximately 6%.

RESULTS FROM OPERATIONS

Filo is an exploration company and, as such, its net losses are largely driven by its exploration and project investigation activities. There is no expectation of generating operating profits until it develops a commercially viable mineral deposit.

Key financial results for the last eight quarters are provided in the table below.

Three Months Ended	Jun-23	Mar-23	Dec-22	Sep-22	Jun-22	Mar-22	Dec-21	Sep-21
Exploration costs (\$000's)	35,879	34,309	25,604	19,915	22,136	14,869	10,328	8,696
Operating loss (\$000's)	39,430	39,254	28,608	26,238	23,666	17,013	12,037	11,835
Net loss (\$000's)	29,664	29,914	21,008	20,040	13,513	14,400	8,053	9,142
Net loss per share, basic and diluted (\$)	0.24	0.24	0.17	0.16	0.11	0.12	0.07	0.08

Costs increased during the three and six months ended June 30, 2023 as compared to the same periods in 2022 with increased drilling and related activities being undertaken by the Company. Other relevant factors, such as the financial position of the Company, other corporate initiatives, and the scope of planned exploration/project work, could affect the level of exploration activities, operating loss, and net loss in any particular period.

For the three and six months ended June 30, 2023, Filo incurred net losses of \$29.7 million and \$59.6 million, respectively (2022 – \$13.5 million and \$27.9 million) including operating losses of \$39.4 million and \$78.7 million (2022 – \$23.7 million and \$40.7 million) and net gains of \$9.0 million and \$17.3 million from the use of marketable securities (2022 – \$10.6 million and \$12.6 million). Exploration and project investigation costs are generally the most significant expenses for the Company and for the three and six months ended June 30, 2023, they accounted for approximately 91% and 89% of the operating losses, respectively (2022 – 94% and 91%). The Company expenses its exploration costs through the consolidated statement of comprehensive loss, except for mineral property option payments and mineral property acquisition costs, which are capitalized.

Exploration and project investigation expenses for the three and six months ended June 30, 2023 were \$35.9 million and \$70.2 million, respectively, which increased relative to expenses of \$22.1 million and \$37.0 million incurred in the comparative periods in 2022. The period-over-period increase is primarily the result of a larger drilling program being underway. The Company drilled 9,247m and 18,396m during the three and six months ended June 30, 2023, respectively, compared to 6,435m and 10,485m drilled in the comparative periods in 2022, increases of 44% and 75%. In addition, during the three and six months ended June 30, 2023, the Company's Chilean land access routes to the Filo del Sol Project were open, which was not the case in 2022, resulting in higher roadwork costs.

Detailed categories of exploration and project investigation expenses for the three and six months ended June 30, 2023 and 2022 are as follows:

	Three months ended June 30,		Six months ended June 30,	
	2023	2022	2023	2022
Land holding and access costs	\$ 37,565	\$ 17,137	\$ 62,397	\$ 157,699
Drilling, fuel, camp costs and field supplies	17,806,571	12,826,697	34,588,112	20,384,545
Roadwork, travel and transport	5,105,890	3,247,244	9,774,425	5,293,329
Conceptual and engineering studies	2,970,832	38,535	4,346,387	38,535
Consultants, geochemistry and geophysics	1,134,526	390,893	2,584,138	679,595
Environmental and community relations	620,990	636,178	1,315,822	948,276
VAT and other taxes	5,761,531	3,659,084	12,123,319	6,551,677
Office, field and administrative salaries, overhead and other administrative costs	2,007,611	887,433	4,404,029	1,971,707
COVID-19-related health and safety	(48)	271,630	2,557	657,437
Share-based compensation	433,260	160,696	986,974	321,343
	\$ 35,878,728	\$ 22,135,527	\$ 70,188,160	\$ 37,004,143

Excluding share-based compensation expense, general and administration costs for the three and six months ended June 30, 2023 totalled \$1.8 million and \$4.0 million, respectively (2022 – \$0.7 million and \$1.6 million). The increases are due primarily to higher general office and public company maintenance costs, such as stock exchange and regulatory fees and insurance costs. Salaries and benefits increased by \$0.5 million and \$1.7 million during the three and six months ended June 30, 2023, respectively, due primarily to executive and head office personnel additions, plus short-term bonus incentives paid in March 2023, which were not similarly incurred during the three and six months ended June 30, 2022.

Total share-based compensation expense for the three and six months ended June 30, 2023, was \$2.2 million and \$5.4 million, respectively (2022 – \$1.0 million and \$2.4 million). Share based compensation is a non-cash cost which reflects the amortization of the estimated fair value of share options over their vesting period. The fair value of share options is calculated using the Black-Scholes pricing model, which relies heavily on the Company's share price and historical share price volatility. Due to the material increase in the Company's share price and volatility since 2021, the calculated fair value of the Company's share options has increased considerably, resulting in a higher share option value and resultant share-based compensation expense being recognized. The actual future value to the option holders may differ materially from these estimates as it depends on the trading price of the Company's shares if and when the options are exercised. In addition, as the granting of options and their vesting is at the discretion of the Board, the related expense is unlikely to be uniform across quarters or financial years.

Interest income has increased to \$0.8 million and \$1.5 million for the three and six months ended June 30, 2023, respectively (2022 –\$0.4 million and \$0.5 million), which is due to the significant increase in the Company's average cash balance, combined with increases in the interest rates offered by the Canadian financial institutions with which the Company holds funds.

During the three and six months ended June 30, 2023, the Company recognized net monetary gains of \$0.2 million and \$0.4 million, respectively (2022 – loss of \$0.4 million and gain of \$0.1 million) in relation to the application of hyperinflationary accounting for the Company's Argentinian subsidiary. The monetary gains and losses recognized are the result of changes in the Argentinian price indices and changes to the Company's net monetary position during the three and six months ended June 30, 2023. Further discussion regarding the application of hyperinflationary accounting has been provided in the note 3 to the 2023 Financial Statements.

From time to time, the Company acquires and transfers marketable securities as a mechanism to facilitate intragroup funding transfers between its Canadian headquarters and its Argentinian operating subsidiary. Accordingly, for the three and six months ended June 30, 2023, the Company recognized gains of \$9.0 million and \$17.3 million, respectively (2022 – \$10.6 million and \$12.6 million) on the use of marketable securities for such purposes, which represents the net benefit of having used this funding mechanism over traditional methods. The period-over-period increase is primarily the result of increased funding provided to the Argentinian subsidiary to facilitate the Company's expanded drilling program.

Other foreign exchange for the three and six months ended June 30, 2023 totalled losses of \$0.2 million and 0.3 million, respectively (2022 – \$0.5 million and \$0.4 million), which is the result of the appreciation of the Canadian dollar, the Company's functional currency, relative to the US dollar from the time of when the US dollars were purchased and June 30, 2023.

In other comprehensive income, the Company reported foreign exchange translation losses of \$103,441 and \$46,114 for the three and six months ended June 30, 2023, respectively (2022 – \$495,978 and \$240,078) on translation of subsidiary company accounts from their respective functional currencies to the Canadian dollar presentation currency. The foreign exchange translation gains reported in the current period are primarily the result of fluctuations of the Canadian dollar relative to the Chilean peso over the respective periods. For the three and six months ended June 30, 2023, the impact of hyperinflation amounted to gains of \$1.4 million and \$2.3 million, respectively (2022 – \$0.6 million and \$0.4 million) which consists of adjustments recognized on the continuing inflation of opening non-monetary balances during the period and the ongoing translation of the Company's Argentinian subsidiary into the Canadian dollar presentation currency.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2023, the Company had cash and cash equivalents of \$165.5 million and net working capital of \$140.8 million, compared to cash and cash equivalents of \$74.9 million and net working capital of \$60.3 million as at December 31, 2022. The increase in the Company's cash and cash equivalents and net working capital is due the non-brokered private placement completed in June 2023 which resulted in net proceeds of \$129.2 million, plus the net \$1.1 million BHP Top-Up and \$4.2 million in gross proceeds received by the Company in relation to the exercise of stock options during the six months ended June 30, 2023. These cash inflows were offset by funds used in operations and for general corporate purposes, plus amounts used in the acquisition of mineral properties and equipment and facilities for the Filo del Sol Project.

The Company will continue to deploy the majority of its treasury to fund ongoing advancement of the Filo del Sol Project, and to a lesser extent, for working capital and general corporate purposes.

The Company does not currently generate income from operations. The Company has sufficient working capital for the Company to fund operations for the near term. However, the Company will need further funding to support the advancement of the Filo del Sol Project towards development and to meet general corporate and working capital requirements. Historically, capital requirements have been funded through equity financing. While management is confident that additional sources of funding will be secured to fund potential future expenditures, factors that could affect the availability of financing include the progress and results of ongoing project exploration and evaluation activities at the Company's Filo del Sol Project, the state of international debt and equity markets, investor perceptions and expectations of the global copper, gold, and/or silver markets. Based on the amount of funding raised, the Company's planned initiatives and other work programs may be postponed, or otherwise revised, as necessary.

RELATED PARTY TRANSACTIONS

Under the normal course of operations, the Company may undertake transactions or hold balances with related parties. During the three and six months ended June 30, 2023, the Company engaged with NGEx Minerals Ltd. ("NGEx Minerals"), a related party to the Company by way of directors, officers and shareholders in common.

Related party services

The Company has an ongoing cost sharing arrangement with NGEx Minerals. Under the terms of this arrangement, the Company provides management, technical and/or administrative services (collectively, "Management Services") to NGEx Minerals and vice versa. These transactions were incurred in the normal course of operations, and are summarized as follows:

	Three months ended		Six months ended	
	June 30,		June 30,	
	2023	2022	2023	2022
Management Services to NGEx Minerals	134,414	205,268	\$ 283,853	\$ 394,346
Management Services from NGEx Minerals	(80,645)	(86,606)	(187,225)	(174,668)

Related party balances

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

	Related Party	June 30,	December 31,
		2023	2022
Receivables and other assets	NGEx Minerals	\$ 102,135	\$ 186,449
Accounts payable and accrued liabilities	NGEx Minerals	(75,117)	(112,163)

Camp usage agreement

On June 26, 2019, the Company, through a wholly-owned subsidiary, entered into a transaction with a wholly-owned subsidiary of Josemaria whereby the Company extended its right to use Josemaria's Batidero Camp in Argentina.

The agreement may be terminated with one year's prior notice by Josemaria, and in the absence of such notice the agreement may be renewed for another year at the Company's election. On March 9, 2023, Filo provided formal notice of renewal for the period through April 1, 2024.

Key management compensation

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

	Three months ended		Six months ended	
	June 30,		June 30,	
	2023	2022	2023	2022
Salaries	\$ 475,000	\$ 267,500	\$ 950,000	\$ 535,000
Short-term employee benefits	2,416	7,699	28,047	15,418
Directors fees	130,868	59,283	204,642	114,533
Stock-based compensation	1,600,389	797,069	4,015,224	1,903,211
Incentive bonuses	-	-	622,750	-
	\$ 2,208,673	\$ 1,131,551	\$ 5,820,663	\$ 2,568,162

SIGNIFICANT ACCOUNTING POLICIES

The Company's significant accounting policies are described in Note 3 the audited consolidated financial statements for year ended December 31, 2022, as filed on SEDAR+ at www.sedarplus.ca.

CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

The preparation of the consolidated financial statements in accordance with IFRS, such as the underlying condensed interim consolidated financial statements for the three and six months ended June 30, 2023, requires management to make estimates, assumptions and judgements that affect the reported amounts of assets, liabilities and expenditures. These estimates, assumptions and judgements are based on management's best knowledge of the relevant facts and circumstances taking into account previous experience. Actual results could differ and such differences could be material. Estimates, assumptions and judgements are reviewed on an ongoing basis and are based on historical experience and other facts and circumstances. Revisions to estimates, assumptions and judgements and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. Information about estimates, assumptions, judgements and other sources of estimation uncertainty as at June 30, 2023 that have a risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next year are provided below:

Valuation of mineral properties

The Company carries the acquisition costs of its mineral properties at cost less any provision for impairment. At each reporting period, management applies judgement in assessing whether there are any indicators of impairment relating to mineral properties. If any such indicator exists, then an impairment test is performed by management, which also requires the Company to make significant judgments and estimates. Information considered by management in assessing indicators of impairment may include the period for which the entity has the right to conduct its exploration and project investigation activities, including expected renewals, whether substantive expenditure on further exploration and project investigation of mineral properties is budgeted, the evaluation of the results of exploration and project investigation activities up to the reporting date and other information that may indicate that the carrying value of mineral properties may not be recovered in full from successful development or sale of the asset. The judgments and estimates mentioned above are subject to various risks and uncertainties, which may ultimately have an effect on the expected recoverability of the carrying values of the mineral properties.

The Company has determined that no indicators of impairment exist for its mineral properties as of June 30, 2023.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, receivables and other assets, and trade payables and accrued liabilities. The carrying values of the Company's financial instruments are considered to be reasonable approximations of fair value due to their anticipated short-term nature.

As at June 30, 2023, the Company's financial instruments are exposed to the following financial risks, including credit, liquidity and currency risks:

- (i) Credit risks associated with cash are 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.
- (ii) Liquidity risks associated with the inability to meet obligations as they become due are minimized through the management of its capital structure and by maintaining good relationships with significant shareholders and creditors. The Company also closely monitors and reviews its costs to date and actual cash flows on a monthly basis.

The maturities of the Company's financial liabilities as at June 30, 2023, are as follows:

	Total	Less than 1 year	1-5 years	More than 5 years
Accounts payable and accrued liabilities	\$ 25,669,700	\$ 25,669,700	\$ -	\$ -
Total	\$ 25,669,700	\$ 25,669,700	\$ -	\$ -

- (iii) Foreign currency risk can arise when the Company or its subsidiaries transact or have net financial assets or liabilities which are denominated in currencies other than their respective functional currencies.

At June 30, 2023, the Company's largest foreign currency risk exposures existed at the level of its Canadian headquarters, where the Company held a net financial asset position denominated in US dollars having a Canadian dollar equivalent of approximately \$49.7 million. A 10% change in the foreign exchange rate between the US dollar and the Canadian dollar, the functional currency of Filo, would give rise to an increase/decrease of less than \$5.0 million in financial position/comprehensive loss.

OUTSTANDING SHARE DATA

As at August 10, 2023, the Company had 130,665,801 common shares outstanding and 5,012,832 share options outstanding under its share-based incentive plan.

FINANCIAL INFORMATION

The Company's next scheduled financial report will be for the three and nine months ended September 30, 2023, which is expected to be published on or around November 10, 2023.

DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure controls and procedures ("DC&P")

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

There have not been any material changes in the Company's DC&P during the three and six months ended June 30, 2023.

Internal controls over financial reporting ("ICFR")

The Company's ICFR are designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with IFRS. The Company's ICFR include policies and procedures that: pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of assets; provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with IFRS; that receipts and expenditures are being made only in accordance with authorization of management and directors of the Company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the financial statements. Any system, no matter how well conceived or operated, has inherent limitations. Therefore, even those systems determined to be

effective can provide only reasonable, not absolute, assurance with respect to financial statement preparation and presentation and will not prevent all, or detect all, misstatements and frauds. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any control system also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

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

There have not been any material changes in the Company's internal controls during the three and six months ended June 30, 2023 that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

RISKS AND UNCERTAINTIES

The operations of the Company are speculative due to the high-risk nature of its business, which includes the acquisition, financing, exploration, development and operation of mineral and mining properties. There are a number of factors that could negatively affect the Company's business and the value of its common shares, and these risk factors could materially affect the Company's future operations and financial position and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

Significant risk factors have been identified by the Company and are listed below. Further discussion and additional risk factors are also available in the Company's most recent annual information form, as filed on SEDAR+ at www.sedarplus.ca. The following information pertains to the outlook and conditions currently known to the Company that could have a material impact on the financial condition of the Company. Other factors may arise that are not currently foreseen by management of the Company that may present additional risks in the future. Current and prospective security holders of the Company should carefully consider these risk factors, as they could materially affect the Company's future operations and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

Exploration and Development Risk

Mining exploration, development and operations generally involve a high degree of risk that cannot be eliminated, and which can adversely impact the Company's success and financial performance. Exploration for and development of mineral deposits involves a high degree of risk and few properties that are explored are ultimately developed into producing mines.

Discovery of mineral deposits is dependent upon a number of factors, not the least of which are the technical skills of the exploration personnel involved and the capital required for the programs. The cost of conducting programs may be substantial and the likelihood of success is difficult to assess. There is no assurance that the Company's mineral exploration activities will result in any discoveries of new bodies of commercial ore. There is also no assurance that even if commercial quantities of ore are discovered that a new ore body would be developed and brought into commercial production. The commercial viability of a mineral deposit once discovered is dependent upon a number of factors, some of which are discussed elsewhere in this MD&A, and include the particular attributes of the deposit (such as size, grade, metallurgy, expected recovery rates of metals from the ore and proximity to infrastructure and labour), the interpretation of geological data obtained from drilling and sampling, feasibility studies, the ability to acquire and access land, the availability and cost of water and power, anticipated climatic conditions; cyclical metal prices; fluctuations in inflation and currency exchange rates, higher

input commodity and labour costs, commodity price fluctuations, government regulations, including regulations relating to prices, taxes, royalties, land tenure and use, allowable production, importing and exporting of minerals, and environmental protection. Most of the above factors are beyond the control of the Company. Development projects will also be subject to the successful completion of final feasibility studies, issuance of necessary permits and other governmental approvals and receipt of adequate financing, as major expenses are typically required to locate and establish Mineral Reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. The exact effect of these factors cannot be accurately predicted, but the combination of any of these factors may adversely affect the Company's business.

The Company's operations are subject to all of the hazards and risks normally encountered in the exploration and development of copper, gold, and silver projects and properties, including unusual and unexpected geologic formations, seismic activity, rock slides, ground instabilities or failures, mechanical failures, precipitation, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of facilities, damage to life or property, environmental damage and possible legal liability.

As appropriate, the Company may seek to mitigate its exploration risk by diversifying its portfolio, or through the establishment of joint ventures and option agreements with third parties.

Mineral Reserves and Mineral Resources Estimates

The Company's reported Mineral Reserves and Mineral Resources are estimations only. No assurance can be given that the estimated Mineral Reserves and Mineral Resources are accurate or that the indicated level of copper, gold, silver or any other mineral will be recovered or produced. Actual mineralization or formations may be different from those predicted. It may take many years from the initial phase of drilling before production is possible and during that time the economic feasibility of exploiting a discovery may change. Market price fluctuations of copper, gold and silver and certain other metals, as well as increased production and capital costs or reduced recovery rates, may render the Company's Mineral Reserves uneconomic to develop. Moreover, short-term operating factors relating to the Mineral Reserves, such as the need for the orderly development of ore bodies, the processing of new or different ore grades, the technical complexity of ore bodies, unusual or unexpected geological formations, ore dilution or varying metallurgical and other ore characteristics may cause Mineral Reserves to be reduced. Estimated Mineral Reserves may have to be recalculated based on fluctuations in the price of metals, or changes in other assumptions on which they are based. Any of these factors may require the Company to reduce its Mineral Reserves and Mineral Resources, which could have a negative impact on the Company's business.

Failure to obtain or maintain necessary permits or government approvals or changes to applicable legislation could also cause the Company to reduce its reserves. In addition, changes to mine plans could cause the Company to reduce its Mineral Reserves. There is also no assurance that the Company will achieve indicated levels of copper, gold or silver recovery or obtain the prices assumed in determining such Mineral Reserves.

Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability and there is no assurance that they will ever be mined or processed profitably. Due to the uncertainty which may attach to Mineral Resources, there is no assurance that all or any part of Measured or Indicated Mineral Resources will ever be converted into Mineral Reserves; and no assurance that all or any part of an Inferred Mineral Resources exists or is economically or legally mineable.

Permitting

The Company's development and exploration activities are subject to permitting requirements in both Argentina and Chile. In particular, comprehensive environmental assessments will be necessary for the Filo del Sol Project in Argentina in order to obtain the necessary approval for each of the Filo del Sol Project stages, which assessment will be conducted in compliance with Argentinian regulations. Project development will also require an environmental impact assessment study in Chile. Following the receipt of environmental approvals, additional permits, licences, authorizations, and certificates will be required to proceed to project construction, including, for example, mining water and fuel delivery, sewage water treatment, hazardous waste plans, drilling and closure

plans. Failure to obtain required permits and/or to maintain compliance with permits once obtained could result in injunctions, fines, suspension or revocation of permits and other penalties.

There can be no assurance that the Company will obtain all such permits and/or achieve or maintain full compliance with such permits at all times. Activities required to obtain and/or achieve or maintain full compliance with such permits can be costly and involve extended timelines.

Previously issued permits may be suspended or revoked for a variety of reasons, including through government or court action. Failure to obtain and/or comply with required permits can have serious consequences, including: damage to the Company's reputation, stopping the Company from proceeding with the exploration and development of a project, negatively impacting further development of a mine, and increasing the costs of development and litigation or regulatory action against the Company, and may materially adversely affect the Company's business, results of operations or financial condition.

Infrastructure

Development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power and water supplies are important determinants that affect costs. The Company's ability to obtain a secure supply of power and water at a reasonable cost depends on many factors, including: global and regional supply and demand; political and economic conditions; problems that can affect local supplies; delivery; and relevant regulatory regimes. Unusual or infrequent weather phenomena, sabotage or government, and other interference in the maintenance or provision of such infrastructure could adversely affect the activities and profitability of the Company.

Establishing such infrastructure will require significant resources, identification of adequate sources of raw materials and supplies and necessary cooperation from national and regional governments, none of which can be assured. There is no guarantee that the Company will secure these power, water and access rights going forward or on reasonable terms.

Title Risk

The Company has investigated its right to explore and exploit its properties and, to the best of its knowledge, those rights are in good standing. The results of the Company's investigations should not be construed as a guarantee of title. Other parties may dispute the title to a property, or the property may be subject to prior unregistered agreements or liens and transfers or land claims by aboriginal, native, or indigenous peoples. The title may be affected by undetected encumbrances or defects or governmental actions. The Company has not conducted surveys of all its properties, and the precise area and location of claims or the properties may be challenged, and no assurances can be given that there are no title defects affecting such properties. The rules governing mining concessions in Chile and Argentina are complex and any failure by the Company to meet requirements would have a material adverse effect on the Company. Any defects in the title to the Company's properties could have a material and adverse effect on the Company.

No assurance can be given that applicable governments will not revoke or significantly alter the conditions of the applicable exploration and mining authorizations nor that such exploration and mining authorizations will not be challenged or impugned by third parties. Although the Company has not had any problem renewing its licenses in the past there is no guarantee that it will always be able to do so. Inability to renew a license could result in the loss of any project located within that license.

The Company is earning an interest in the Tamberias property through an option agreement requiring property payments and acquisition of title to the properties is completed only when the option conditions have been met. If the Company does not satisfactorily complete these option conditions in the period laid out in the option agreements, the Company's title to the related property will not vest and the Company will have to write down its previously capitalized costs related to that property.

Ability to Operate Year-round

During 2022, the Company commenced year-round operations at the Filo del Sol Project. Risks and uncertainties

associated with the Company's ability to successfully operate year-round include, but are not limited to, the nature, duration or extent of weather and other natural events and the availability of personnel, logistical support and key contractors to provide services in challenging winter conditions.

There can be no assurances that the Company's preparation and winterization efforts adequately anticipated, and safeguarded against, all the challenges of conducting exploration programs during the South American winter in the high Andes.

Dependence on Single Project

The Filo del Sol Project is currently the Company's sole project and therefore, any adverse development with respect to the Filo del Sol Project will have a material adverse effect on the Company.

Economic and Political Instability in Argentina

The Filo del Sol Project is predominantly located in San Juan Province, Argentina. There are risks relating to an uncertain or unpredictable political and economic environment in Argentina. During an economic crisis in 2001 to 2003 and again in 2014 and 2020, Argentina defaulted on foreign debt repayments and on the repayment on a number of official loans to multinational organizations. In addition, the government has renegotiated or defaulted on contractual arrangements. The current government, which took office in December 2019, has reinstated currency controls previously lifted by the opposition government, which, among other impacts, restricts the ability of companies and its citizens to obtain foreign currency including, US\$, in each case requiring Central Bank approval (resulting in, at times, a limitation on the ability of multi-national companies to distribute dividends abroad in foreign currency including, US\$). The current government has also reversed certain corporate tax rate reductions previously introduced by the previous opposition government. While the political environment in Argentina continues to develop, and the status of currency controls and restrictions remains fluid, past actions indicate that the Argentinean government may from time to time alter or impose additional requirements or policies that may adversely affect the Company's activities in Argentina or in its ability to attract joint venture partners or obtain financing for its projects in the future. In addition, economic instability in Argentina may negatively impact the timeliness or recoverability of amounts collectible from the government of Argentina. There may be material adverse consequences with respect to the Company and its operations as a result of political or economic instability in Argentina.

Foreign Operations Risk

The Company conducts exploration activities in foreign countries, including Argentina and Chile. Each of these countries exposes the Company to risks that may not otherwise be experienced if all operations were located in Canada. The risks vary from country to country and can include, but are not limited to, civil unrest or war, terrorism, illegal mining, changing political conditions, fluctuations in currency exchange rates, expropriation or nationalization without adequate compensation, changes to royalty and tax regimes, high rates of inflation, labour unrest and difficulty in understanding and complying with the regulatory and legal framework respecting ownership and maintenance of mineral properties, as well as the revocation or suspension of previously issued mining permits. Changes in mining or investment policies or shifts in political attitudes may also adversely affect the Company's existing assets and operations. Real and perceived political risk may also affect the Company's ability to finance exploration programs and attract joint venture or option partners, and future mine development opportunities. Chile is typically viewed as a favourable mining jurisdiction; however, certain Canadian issuers have recently experienced regulatory action with regards to Chilean operations, specifically with respect to increased permitting timelines.

Numerous countries have introduced changes to mining regimes that reflect increased government control or participation in the mining sector, including, but not limited to, changes of law affecting foreign ownership, mandatory government participation, taxation and royalties, exploration licensing, export duties, and repatriation of income or return of capital. There can be no assurance that industries, which are deemed of national or strategic importance in countries in which the Company has assets, including mineral exploration, will not be nationalized. There is a risk that further government limitations, restrictions or requirements, not presently foreseen, will be implemented. Changes in policy that alter laws regulating the mining industry could have a

material adverse effect on the Company. There can be no assurance that the Company's assets in these countries will not be subject to nationalization, requisition or confiscation, whether legitimate or not, by an authority or body.

In addition, in the event of a dispute arising from foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada. The Company also may be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity. It is not possible for the Company to accurately predict such developments or changes in laws or policy or to what extent any such developments or changes may have a material adverse effect on the Company.

Non-compliance with applicable laws, regulations and permitting requirements (including allegations of such) may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed or causing the withdrawal of permits or mining licenses, and the imposition of corrective measures requiring material capital expenditure or remedial action resulting in materially increased cost of compliance, reputational damage and potentially impaired ability to secure future approvals and permits. The Company may be required to compensate third parties for loss or damage and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Environmental and Socio-Political Risks

Present or future laws and regulations with respect to environmental protection standards or corporate social responsibility may affect the Company's operations. Environmental legislation is evolving in a manner that requires stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The Company is currently engaged in exploration with limited environmental impact. Future environmental costs may increase due to changing requirements or costs associated with exploration and the developing, operating and closing of mines, as well as with respect to changing requirements for disclosure and compliance. The Company is subject to environmental regulation in the various jurisdictions in which it operates. Failure to comply with these laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may also be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Furthermore, environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties.

Programs may also be delayed or prohibited in some areas due to technical factors, new legislative constraints, social opposition or local government capacity or willingness to issue permits to explore in a timely manner. In parts of Argentina, there is environmental opposition to both mineral exploration and mining. Accordingly, there may be a certain degree of anti-mining sentiment that could potentially affect the risk of successfully exploring and developing the Company's assets in those provinces.

In Chile, a newly elected government is discussing changes to its constitution which may include changes to the current environmental and socio-political landscape in that country. Additionally, the Chilean Congress is also considering legislation designed to protect the country's glaciers. No changes have yet been made to the constitution and any proposed legislation has not yet been approved; however, depending on its final language, these changes could affect the Company's ability to develop the Tamberias property.

Climate Change and Carbon Pricing

Climate change continues to be a top priority for many countries and jurisdictions around the world and governments and regulators continue to implement and develop new rules and regulations to control carbon gas or "green-house" gas emissions attributable to climate change. As part of their efforts to shift to lower-carbon

economies, governments have implemented carbon pricing, a mechanism that harnesses market forces to address climate change by creating financial incentives to lower emissions. Some of these mechanisms include the implementation of taxes on fuel sales, emissions trading schemes, and fossil fuel extraction fees, all of which are expected to play an ongoing role in global efforts to address climate change. The cost of compliance with various climate change regulations will ultimately be determined by the regulations themselves and by the markets that evolve for carbon credits and offsets and, as a result, the financial impact, if any, on the Company's operations cannot yet be fully understood.

The potential physical impacts of climate change due to extreme weather events on the Company's operations are also highly uncertain and may be particular to the unique geographic circumstances associated with the Company's projects and operations. Due to changes in global climate conditions, many scientists predict an increase in the frequency of extreme weather events such as severe and unpredictable rain and snowfall precipitation, winds, floods, droughts, and other types of extreme weather conditions and events. Such events could disrupt the Company's operations and development activities; impact the Company's equipment and infrastructure; impede access to the Company's projects and properties; or threaten the health and safety of the Company's employees and contractors.

Negative Operating Cash Flow

The Company is an exploration stage company and has not generated cash flow from operations. The Company is devoting significant resources to the exploration and acquisition of its properties; however, there can be no assurance that it will generate positive cash flow from operations in the future. The Company expects to continue to incur negative consolidated operating cash flow and losses until such time as it achieves commercial production at a particular project. The Company currently has negative cash flow from operating activities.

The Company's exploration projects have no operating history upon which to base estimates of future cash flows. Substantial expenditures are required to develop mineral projects. It is possible that actual costs and future economic returns may differ materially from Filo's estimates. There can be no assurance that the underlying assumed levels of expenses for any project will prove to be accurate. Further, it is not unusual in the mining industry for new mining operations to experience unexpected problems during start-up, resulting in delays and requiring more capital than anticipated. There can be no assurance that Filo's projects will move beyond the exploration stage and be put into production, achieve commercial production or that Filo will produce revenue, operate profitably or provide a return on investment in the future. Mineral exploration involves considerable financial and technical risk. There can be no assurance that the funds required for exploration and future development can be obtained on a timely basis. There can be no assurance that Filo will not suffer significant losses in the near future or that Filo will ever be profitable.

Uncertainty of Long-term Funding and Dilution of Shareholders' Interests in the Company

The exploration and development of mineral properties requires a substantial amount of capital and may depend on the Company's ability to obtain financing through joint ventures, debt financing, equity financing or other means. General market conditions which may be impacted by geopolitics or international conflict, volatile metals prices, a claim against the Company, a significant disruption to the Company's business, or other factors may make it difficult to secure the necessary financing in the long term. There is no assurance that the Company will be successful in obtaining required financing as and when needed on acceptable terms. Failure to obtain any necessary additional financing may result in delaying or indefinite postponement of exploration or development or even a loss of property interest. If the Company needs to raise additional funds, such financing may substantially dilute the economic and voting rights of the Company's shareholders and reduce the value of their investment. Since the Company's capital needs depend on market conditions and other factors beyond its control, it cannot predict or estimate the amount, timing or nature of any such future offering of securities. Thus, holders of Common Shares of the Company bear the risk of any future offerings reducing the market price of the Common Shares and diluting their shareholdings in the Company.

Metal Price Risk

The Company's portfolio of properties and investments have exposure to predominantly copper, gold, and silver prices. Commodity prices fluctuate widely and are affected by numerous factors beyond the Company's control, such as the sale or purchase of metals by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the US\$ and foreign currencies, global and regional supply and demand, and the political and economic conditions of major metals-producing and metals-consuming countries throughout the world. The prices of these metals greatly affect the value of the Company, the price of the Common Shares and the potential value of its properties and investments. This, in turn, greatly affects its ability to form joint ventures, option agreements and the structure of any joint ventures formed. This is due, at least in part, to the underlying value of the Company's assets at different metals prices.

Tax, Royalties and Other Charges

The Company runs its business in different countries and strives to run its business in as tax efficient a manner as possible. The Company is potentially subject to taxes (including income taxes and mineral taxes), various fees and royalties imposed by various levels of government across the jurisdiction in which it operates. The laws imposing these taxes, fees and royalties and the manner in which they are administered may in the future be changed or interpreted in a manner that materially and adversely affects our business, financial position and results of operations. Repatriation of earnings to Canada from other countries may be subject to withholding taxes or restricted by currency controls. The Company has no control over withholding tax rates.

Health and Safety Hazards

Mining exploration and operations involve health and safety hazards that could adversely affect the Company's reputation, business and future operations. By nature, exploration and mining activities present a variety of hazards and associated health and safety risks. Workers involved in the Company's operations are subject to many inherent health and safety risks and hazards, including, but not limited to, rock falls, slides or bursts, equipment or structural fires, falls of ground, floods, chemical and biological hazards, mineral dusts, atmospheric hazards including low oxygen levels, gases and fumes, high altitude work, use of explosives, noise, electricity, fixed and moving equipment, civil disturbances and criminal activity, which could result in occupational illness or health issues, personal injury, and loss of life, and/or facility and workforce evacuation. Even though robust health and safety controls and risk mitigation measures are in place across the Company's sites, health and safety incidents may occur. The overall management of health and safety is governed in accordance with the requirements of the Company's Responsible Mining Development Policy. While significant effort is made to control and eliminate potential health and safety risks, these risks cannot be eliminated and may adversely affect the Company's reputation, business, and future operations. Incidents resulting in serious injury or death, or those having a negative impact on surrounding communities (real or perceived) could result in litigation, civil or criminal sanctions, regulatory action (including, but not limited to suspension of operations and/or fines and penalties), increased community tensions, or otherwise adversely affect the Company's reputation and ability to meet its objectives.

Pandemic Virus Outbreaks

Over the last three years the COVID-19 pandemic has negatively impacted and increased volatility of global financial markets and may continue to do so. The economic viability of the Company's long-term business plan is impacted by its ability to obtain financing, and global economic conditions impact the general availability of financing through public and private debt and equity markets, as well as through other avenues.

The health and safety of the stakeholders remain the Company's top priority, and pursuant to its COVID-19 operating protocol, the Company's camp facilities and offices have implemented travel restrictions, surveillance, monitoring and response plans to reduce the risk of COVID-19 exposure and outbreak, including health screening of personnel when appropriate.

As the Company continues to monitor developments with respect to COVID-19, both globally and within its operating jurisdictions, it will remain adaptive and will implement any such changes to its COVID-19 protocol, or

its business in general, as may be deemed appropriate to mitigate any potential impacts to its business and its Stakeholders. Such changes, may include, but are not limited to, reduced operations, temporary closures of the Company's project site or offices, and deviations from the timing and nature of previous operating plans. Moreover, sustained COVID-19 outbreaks have resulted in operational and supply chain delays and disruption as a result of governmental regulation and preventative measures being implemented worldwide, including in Argentina. The Company could also be required to close, curtail or otherwise limit its operating activities as a result of the implementation of any such governmental regulation or preventative measures in the jurisdictions in which the Company operates, or as a result of sustained COVID-19 outbreaks at its project site or facilities. Any such closures or curtailments could have an adverse impact on the business of the Company.

In addition to the current COVID-19 pandemic, another emerging infectious disease or the threat of outbreaks of viruses or other contagions or epidemic diseases could have a material adverse effect on the Company by causing operational and supply chain delays and disruptions, labour shortages and shutdowns, social unrest, breach of material contracts and customer agreements, government or regulatory actions or inactions, changes in tax laws, payment deferrals, increased insurance premiums, decreased demand for base and precious metals, declines in the price of base and precious metals, delays in permitting or approvals, governmental disruptions, capital markets volatility, or other unknown but potentially significant impacts. In addition, governments may impose strict emergencies measures in response to the threat or existence of an infectious disease, which could have a material adverse effect on the Company's business.

OFF-BALANCE SHEET ARRANGEMENTS

During the six months ended June 30, 2023, there were no material off-balance sheet transactions which have not been recorded in the Company's consolidated financial statements. The Company has not entered into any specialized financial arrangement to minimize its currency risk.

QUALIFIED PERSON

The scientific and technical disclosure for the Filo del Sol Project included in this MD&A have been reviewed and approved by Bob Carmichael, P. Eng. (BC) and/or Jamie Beck, B.A.Sc., P.Eng. Mr. Carmichael is Filo's Vice-President of Exploration and a Qualified Person under National Instrument 43-101 Standards of Disclosure for Mineral Projects. ("NI 43-101"). Mr. Beck is Filo's President and Chief Executive Officer and is also a Qualified Person under NI 43-101.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements made and information contained herein in the MD&A constitutes "forward-looking information" and "forward-looking statements" within the meaning of applicable securities legislation (collectively, "forward-looking information" or "forward-looking statements") concerning the business, operations, financial performance and condition of Filo. The forward-looking information contained in this MD&A is based on information available to the Company as of the date of this MD&A. Except as required under applicable securities legislation, the Company does not intend, and does not assume any obligation, to update this forward-looking information. Generally, any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance, (often, but not always, identified by words or phrases such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "projects", "estimates", "budgets", "scheduled", "forecasts", "assumes", "intends", "strategy", "goals", "objectives", "potential", "possible", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events, conditions or results "will", "may", "could", "would", "should", "might" or "will be taken", "will occur" or "will be achieved" or the negative connotations thereof and similar expressions) are not statements of historical fact and may be forward-looking statements.

All statements other than statements of historical fact may be forward-looking statements. Forward-looking information is necessarily based on estimates and assumptions that are inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: risks and uncertainties relating to, among other things, the inherent uncertainties regarding Mineral Resource estimates, cost estimates, changes in commodity prices, currency fluctuation, financings, unanticipated

resource grades, infrastructure, results of exploration activities, cost overruns, availability of materials and equipment, timeliness of government approvals, taxation, political risk and related economic risk and unanticipated environmental impact on operations as well as other risks, and uncertainties and other factors, including, without limitation, those referred to in the "Risks and Uncertainties" section of the MD&A and in the Company's most recent 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 information.

The Company believes that the expectations reflected in the forward-looking statements and information included in this MD&A are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements and information should not be unduly relied upon. This statement and information is as of the date of the MD&A. In particular, this MD&A contains forward-looking statements or information pertaining to the assumptions used in the PFS for the Filo del Sol Project, the assumptions used in the Mineral Reserves and Resources estimates for the Filo del Sol Project, including, but not limited to, geological interpretation, grades, metal price assumptions, metallurgical and mining recovery rates, geotechnical and hydrogeological conditions, as applicable; ability to develop infrastructure; assumptions made in the interpretation of drill results, geology, grade and continuity of mineral deposits; expectations regarding access and demand for equipment, skilled labour and services needed for exploration and development of mineral properties; and that activities will not be adversely disrupted or impeded by exploration, development, operating, regulatory, political, community, economic and/or environmental risks. In addition, this MD&A may contain forward-looking statements or information pertaining to: the potential exploration results or anticipated outcomes of infill or step-out drilling planned at Filo del Sol; exploration and development plans and expenditures, including but not limited to its plans to add rigs its ongoing drilling campaign, the sequencing or prioritization of drill targets, and a transition to year-round operations; the ability of the Company's COVID-19 operating protocol to continue to meet government mandated health and safety guidelines enabling it to conduct its field programs as planned; the ultimate size and scope of its field programs and the Company's ability to achieve the objectives thereof; the size and scope of its field programs and the Company's ability to achieve the objectives thereof; the impact of the Company's winterization efforts at Filo del Sol, and whether such efforts will enable year-round operations and have adequately anticipated the challenges of winter operation, including but not limited to weather and potential supply chain disruptions; the anticipated use of proceeds from the Private Placement; the timing or results of an upgrade to the Mineral Resources estimate at Filo del Sol, including the inputs used therein; opportunities to improve project economics; the success of future exploration activities; potential for resource expansion; potential for the discovery of new mineral deposits; ability to build shareholder value; expectations with regard to adding to Mineral Reserves or Resources through exploration; expectations with respect to the conversion of inferred resources to an indicated resources classification; ability to execute the planned work programs; estimation of commodity prices, Mineral Reserves and Resources, estimations of costs, and permitting timelines; ability to obtain surface rights and property interests; currency exchange rate fluctuations; requirements for additional capital; government regulation of mining activities; environmental risks; unanticipated reclamation expenses; title disputes or claims; limitations on insurance coverage; and other risks and uncertainties.

Forward-looking information is based on certain assumptions that the Company believes are reasonable, including that the current price of and demand for commodities will be sustained or will improve, the supply of commodities will remain stable, that the general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms and that the Company will not experience any material labour dispute, accident, or failure of plant or equipment. These factors are not, and should not be construed as being, exhaustive. Although the Company has attempted to identify important factors that would cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated, or intended. There can be no assurance that such statements will prove to be accurate, as the Company's actual results and future events could differ materially from those anticipated in such statements, as a result of the factors discussed in the "Risk and Uncertainties" section of this MD&A, and elsewhere, and in the "Risk Factors" section of the Company's most recent Annual Information Form, which is available under the Company's profile on SEDAR+ at www.sedarplus.ca. All of the forward-looking information contained in this document is qualified by these cautionary statements. Readers are cautioned not to place undue reliance on forward-looking information due to the inherent uncertainty thereof.

Statements relating to "Mineral Resources" are deemed to be forward looking information, as they involve the implied assessment, based on certain estimates and assumptions, that the Mineral Resources described can be profitably produced in the future.

Filo Corp.
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
(Unaudited)

	<i>Note</i>	June 30, 2023	December 31, 2022
ASSETS			
Current assets			
Cash and cash equivalents		\$ 165,416,501	\$ 74,915,331
Receivables and other assets	4	1,100,890	831,388
		166,517,391	75,746,719
Non-current assets			
Equipment and facilities	5	1,270,631	480,760
Mineral properties	6	10,961,897	9,736,629
		12,232,528	10,217,389
TOTAL ASSETS		178,749,919	85,964,108
LIABILITIES			
Current liabilities			
Trade payables and accrued liabilities		25,669,700	15,450,886
TOTAL LIABILITIES		25,669,700	15,450,886
SHAREHOLDERS' EQUITY			
Share capital	7	424,538,620	287,955,759
Contributed surplus		18,801,271	15,499,303
Deficit		(291,651,281)	(232,073,903)
Accumulated other comprehensive income (loss)		1,391,609	(867,937)
TOTAL SHAREHOLDERS' EQUITY		153,080,219	70,513,222
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 178,749,919	\$ 85,964,108

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

On behalf of the Board:

/s/Joyce Ngo
Director

/s/James Beck
Director

Filo Corp.
Condensed Interim Consolidated Statements of Comprehensive Loss
(Expressed in Canadian Dollars)
(Unaudited)

		Three months ended		Six months ended	
	<i>Note</i>	2023	June 30, 2022	2023	June 30, 2022
Expenses					
Exploration and project investigation	<i>9</i>	\$ 35,878,728	\$ 22,135,527	\$ 70,188,160	\$ 37,004,143
General and administration:					
Salaries and benefits		922,536	376,053	2,495,441	760,695
Share-based compensation	<i>8</i>	1,788,309	880,341	4,452,675	2,069,713
Management fees		73,905	49,725	177,110	99,450
Professional fees		142,595	51,730	226,733	80,371
Travel		54,395	6,413	85,140	40,861
Promotion and public relations		177,084	48,054	459,788	109,743
Office and general		392,156	118,381	598,521	513,909
Operating loss		39,429,708	23,666,224	78,683,568	40,678,885
Other (income) and expenses					
Interest income		(836,592)	(398,924)	(1,574,643)	(476,806)
Net monetary loss (gain)	<i>3</i>	(189,902)	358,881	(443,805)	(89,747)
Gain on use of marketable securities	<i>12</i>	(8,957,703)	(10,625,910)	(17,338,523)	(12,632,418)
Other foreign exchange loss		221,393	515,655	254,166	435,930
Other recoveries		(3,385)	(2,597)	(3,385)	(2,597)
Net loss		29,663,519	13,513,329	59,577,378	27,913,247
Other comprehensive loss					
Items that may be reclassified subsequently to net loss:					
Foreign currency translation adjustment		103,441	495,978	46,114	240,078
Impact of hyperinflation	<i>3</i>	(1,424,008)	(588,908)	(2,305,660)	(435,408)
Comprehensive loss		\$ 28,342,952	\$ 13,420,399	\$ 57,317,832	\$ 27,717,917
Basic and diluted loss per common share					
		\$ 0.24	\$ 0.11	\$ 0.48	\$ 0.23
Weighted average common shares outstanding					
		125,052,244	121,548,910	124,196,836	119,092,011

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

Filo Corp.
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

		Six months ended	
	<i>Note</i>	2023	June 30, 2022
Cash flows used in operating activities			
Net loss for the period		\$ (59,577,378)	\$ (27,913,247)
Items not involving cash			
Share-based compensation	<i>8</i>	5,439,649	2,391,056
Net monetary loss		1,252,968	748,679
Unrealized foreign exchange loss		254,166	-
Depreciation	<i>5</i>	35,588	6,234
Net changes in working capital and other items:			
Receivables and other		(328,056)	80,540
Trade payables and accrued liabilities		13,990,896	8,508,617
		(38,932,167)	(16,178,121)
Cash flows from (for) financing activities			
Proceeds from option exercises	<i>8</i>	4,172,752	2,501,186
Proceeds from equity financings, gross	<i>7</i>	131,084,919	99,737,749
Share issuance costs	<i>7</i>	(812,491)	-
		134,445,180	102,238,935
Cash flows for investing activities			
Acquisition of equipment and facilities	<i>5</i>	(795,984)	(82,111)
Mineral properties and related expenditures		(989,436)	(1,118,190)
		(1,785,420)	(1,200,301)
Effect of exchange rate change on cash and cash equivalents		(3,226,423)	(1,646,424)
Increase (decrease) in cash and cash equivalents during the period		90,501,170	83,214,089
Cash and cash equivalents, beginning of the period		74,915,331	19,416,984
Cash and cash equivalents, end of the period		\$ 165,416,501	\$ 102,631,073

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

Filo Corp.
Condensed Interim Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)
(Unaudited)

	<i>Note</i>	Number of Shares	Share Capital	Contributed Surplus	Deficit	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance, January 1, 2022		115,042,939	\$ 180,266,718	\$ 8,544,029	\$ (163,112,572)	\$ (2,101,005)	\$ 23,597,170
Shares issued pursuant to the Private Placement	7	6,270,000	100,006,500	-	-	-	100,006,500
Share issuance costs	7	-	(268,751)	-	-	-	(268,751)
Share-based compensation	8	-	-	2,391,056	-	-	2,391,056
Shares issued pursuant to stock option exercises	8	925,000	3,790,333	(1,289,147)	-	-	2,501,186
Net loss and other comprehensive loss		-	-	-	(27,913,247)	195,330	(27,717,917)
Balance, June 30, 2022		122,237,939	\$ 283,794,800	\$ 9,645,938	\$ (191,025,819)	\$ (1,905,675)	\$ 100,509,244
Balance, January 1, 2023		123,084,818	\$ 287,955,759	\$ 15,499,303	\$ (232,073,903)	\$ (867,937)	\$ 70,513,222
Shares issued pursuant to the Private Placements	7	6,204,849	131,084,919	-	-	-	131,084,919
Share issuance costs	7	-	(812,491)	-	-	-	(812,491)
Share-based compensation	8	-	-	5,439,649	-	-	5,439,649
Shares issued pursuant to stock option exercises	8	1,376,134	6,310,433	(2,137,681)	-	-	4,172,752
Net loss and other comprehensive loss		-	-	-	(59,577,378)	2,259,546	(57,317,832)
Balance, June 30, 2023		130,665,801	\$ 424,538,620	\$ 18,801,271	\$ (291,651,281)	\$ 1,391,609	\$ 153,080,219

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

Filo Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2023 and 2022
(Expressed in Canadian Dollars, unless otherwise stated)
(Unaudited)

1. NATURE OF OPERATIONS

Filo Corp. (the "Company" or "Filo") was incorporated on May 12, 2016 under the Canada Business Corporations Act. Effective June 23, 2023, the Company's name was changed to Filo Corp., formerly Filo Mining Corp., to better align with the Company's strategic vision. The Company's principal business activities are the exploration and development of the Filo del Sol and Tamberias properties, which are comprised of adjacent mineral titles in San Juan Province, Argentina and Region III, Chile. Its registered office is located at Suite 2200, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8, Canada. The Company's common shares trade on the Toronto Stock Exchange under the symbol "FIL". In addition, the Company's common shares trade on the NASDAQ First North Growth Market under the symbol "FIL" and on the OTCQX under the symbol "FLMMF".

2. BASIS OF PRESENTATION

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting of International Financial Reporting Standards*, as issued by the International Accounting Standards Board ("IFRS"). Accordingly, certain disclosures included in the annual financial statements prepared in accordance with IFRS have been condensed or omitted, and these condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2022. In preparation of these condensed interim consolidated financial statements, the Company has consistently applied the same accounting policies as disclosed in Note 3 to the audited consolidated financial statements for the year ended December 31, 2022.

These condensed interim consolidated financial statements were authorized for issuance by the Board of Directors of the Company on August 10, 2023.

3. HYPERINFLATION

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

The Company recognized gains within other comprehensive income of \$1,424,008 and \$2,305,660, respectively, for the three and six months ended June 30, 2023 (2022 – gains of \$588,908 and \$435,408) in relation to the impact of hyperinflation. This is primarily the result of continued inflation in Argentina and depreciation of the Argentinian Peso relative to the Canadian dollar from the time that funding was provided to the Argentinian operating subsidiary, during the three and six months ended June 30, 2023, to the end of the period.

As a result of changes in the Retail Price Index (*Indicio de Precios al Consumidor*, "IPC") and changes to the Company's net monetary position, during the three and six months ended June 30, 2023, the Company recognized net monetary gains of \$189,902 and \$443,805, respectively (2022 – loss of \$358,881 and gain of \$89,747), to adjust transactions recorded during the period into a measuring unit current as of June 30, 2023.

The level of the IPC at June 30, 2023 was 1,709.6 (December 31, 2022 – 1,134.6), which represents an increase of approximately 51% over the IPC at December 31, 2022, and an approximate 18% increase over the average level of the IPC during the six months ended June 30, 2023.

Filo Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2023 and 2022
(Expressed in Canadian Dollars, unless otherwise stated)
(Unaudited)

4. RECEIVABLES AND OTHER ASSETS

	June 30, 2023	December 31, 2022
Current		
Taxes receivable	\$ 54,532	\$ 28,427
Other receivables	311,663	334,091
Prepaid expenses and deposits	734,695	468,870
	\$ 1,100,890	\$ 831,388

Filo Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2023 and 2022
(Expressed in Canadian Dollars, unless otherwise stated)
(Unaudited)

5. EQUIPMENT AND FACILITIES

The Company's equipment and facilities relate to mobile equipment and field facilities acquired or constructed for its Filo del Sol property in Argentina. The Company depreciates these assets over their useful lives of 10 years and classifies its depreciation expense as other administrative costs within exploration and project investigation expense (note 9).

	Works in progress		Equipment	Facilities	Total
	Equipment	Facilities			
Cost					
January 1, 2022	\$ 31,780	\$ 136,567	\$ -	\$ -	\$ 168,347
Additions	-	82,111	-	207,560	289,671
Adjustment for the impacts of hyperinflation	6,578	5,852	-	31,572	44,002
Reclassifications	-	(224,530)	-	224,530	-
December 31, 2022	\$ 38,358	\$ -	\$ -	\$ 463,662	\$ 502,020
Additions	-	-	517,700	278,284	795,984
Adjustment for the impacts of hyperinflation	7,580	-	15,160	26,521	49,261
June 30, 2023	\$ 45,938	\$ -	\$ 532,860	\$ 768,467	\$ 1,347,265
Accumulated depreciation					
January 1, 2022	\$ -	\$ -	\$ -	\$ -	\$ -
Depreciation	-	-	-	(15,632)	(15,632)
Adjustment for the impacts of hyperinflation	-	-	-	(5,628)	(5,628)
December 31, 2022	\$ -	\$ -	\$ -	\$ (21,260)	\$ (21,260)
Depreciation	-	-	(14,806)	(20,782)	(35,588)
Adjustment for the impacts of hyperinflation	-	-	(5,515)	(14,271)	(19,786)
June 30, 2023	\$ -	\$ -	\$ (20,321)	\$ (56,313)	\$ (76,634)
Net book amount					
December 31, 2022	\$ 38,358	\$ -	\$ -	\$ 442,402	\$ 480,760
June 30, 2023	45,938	-	512,539	712,154	1,270,631

Filo Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2023 and 2022
(Expressed in Canadian Dollars, unless otherwise stated)
(Unaudited)

6. MINERAL PROPERTIES

	Filo del Sol	Tamberias	Total
January 1, 2022	\$ 3,493,825	\$ 4,569,093	\$ 8,062,918
Additions	-	1,118,190	1,118,190
Adjustment for the impacts of hyperinflation	118,962	-	118,962
Effect of foreign currency translation	-	436,559	436,559
December 31, 2022	\$ 3,612,787	\$ 6,123,842	\$ 9,736,629
Additions	-	989,436	989,436
Adjustment for the impacts of hyperinflation	11,156	-	11,156
Effect of foreign currency translation	-	224,676	224,676
June 30, 2023	\$ 3,623,943	\$ 7,337,954	\$ 10,961,897

The Company's primary mineral property assets are the Filo del Sol and Tamberias properties (together, the "Filo del Sol Project"), which are comprised of adjacent mineral titles in San Juan Province, Argentina and Region III, Chile, and are 100% controlled by Filo either through direct ownership or option agreements.

Filo del Sol Property (San Juan Province, Argentina)

Sole ownership of the Filo del Sol property was acquired by Filo del Sol Exploracion S.A., a wholly owned subsidiary of the Company, in October 2014, through the acquisition of its then joint exploration partner's 40% interest in the property.

Tamberias Property (Region III, Chile)

Through its wholly owned subsidiary, Frontera Chile Limitada, the Company is party to an option agreement with Compania Minera Tamberias SCM ("Tamberias SCM") whereby the Company can earn a 100% interest in the Tamberias property by making certain scheduled option payments. In addition, Tamberias SCM will retain a 1.5% net smelter royalty, which will be paid only after the Company has recovered all its exploration and development costs.

Pursuant to a series of amendments to the terms of the remaining option payments payable under the option agreement with Tamberias SCM, the last of which was executed on May 13, 2020 (the "Option Amendments"), the remaining option payments were rescheduled and extended through to June 30, 2026. In June 2023, the Company made a US\$750,000 payment pursuant to the Option Amendments and as at June 30, 2023, the Company's total remaining option payments were as follows:

Payment by:	Amount (US\$)
June 30, 2024	950,000
June 30, 2025	1,050,000
June 30, 2026	12,000,000
TOTAL	14,000,000

Filo Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2023 and 2022
(Expressed in Canadian Dollars, unless otherwise stated)
(Unaudited)

In addition, in June 2022, the Company acquired a five-hectare claim block, which is located within the broader Tamberias property area (the "Austral Claims"). Prior to the acquisition, the Austral Claims were the only claim blocks within the Tamberias property footprint that were not owned or controlled by the Company. The Austral Claims were acquired for a purchase price of US\$400,000.

7. SHARE CAPITAL

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

On March 11, 2022, by way of a non-brokered private placement, the Company closed the sale of 6,270,000 common shares to BHP Western Mining Resources International Pty Ltd, a wholly owned subsidiary of BHP Group Limited (collectively, "BHP"), at a price of \$15.95 per common share for total proceeds of \$100 million (the "Private Placement"). Share issuance costs related to the Private Placement totaled \$268,751 and consisted of professional fees and regulatory fees. No finder's fee or commissions were payable in connection with this Private Placement.

Upon closing of the Private Placement, BHP owned approximately 5% of the Company's issued and outstanding common shares on an undiluted basis. The common shares acquired by BHP pursuant to the Private Placement were subject to a statutory four-month hold period in accordance with applicable securities regulations, which ended July 12, 2022.

In connection with the Private Placement, BHP has been granted certain participation and top-up rights (the "Top-Up Provision"), allowing BHP to maintain its ownership interest from time to time, provided that such participation rights will not apply to any portion of BHP's ownership interest in excess of a 9.9% undiluted ownership level in the Company. In addition, the Company and BHP have formed a joint advisory committee to share expertise, exploration concepts, and discuss future project development.

On February 7, 2023, the Company closed a non-brokered private placement to BHP in accordance with the Top-Up Provision, whereby the Company sold 43,711 common shares to BHP for gross proceeds of \$1,084,907, less share issuance costs of \$21,967.

On June 14, 2023 the Company closed a non-brokered private placement, whereby the Company sold 6,161,138 common shares at a price of \$21.10 per common share for gross proceeds of \$130,000,012, less share issuance costs of \$790,524 which include a 5% finder's fee in cash on a portion of the private placement. The common shares issued under the private placement are subject to a hold period expiring on October 14, 2023.

The Company will use the proceeds of the private placements to advance exploration and development of the Company's Filo del Sol Project and for working capital and general corporate purposes.

During the six months ended June 30, 2023, 1,376,134 share options were exercised (2022 – 925,000; note 8), resulting in an increase to share capital of \$6,310,433 (2022 – \$3,790,333). These exercises consisted of a cash portion of \$4,172,752 (2022 – \$2,501,186) and a contributed surplus portion of \$2,137,681 (2022 – \$1,289,147).

8. SHARE OPTIONS

a) Share option plan

The Company has a share option plan adopted by the Board of Directors on July 8, 2016 and amended May 6, 2022, which reserves an aggregate of 10% of the issued and outstanding shares of the Company for issuance upon the exercise of options granted. The granting, vesting and terms of the share options are at the discretion of the Board of Directors. The

Filo Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2023 and 2022
(Expressed in Canadian Dollars, unless otherwise stated)
(Unaudited)

majority of the Company's outstanding share options vest in thirds with one third vesting immediately upon the date of grant, and the remaining two thirds vesting each on the first and second anniversary of the date of grant.

b) Share options outstanding

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

	Number of shares issuable pursuant to share options		Weighted average exercise price per share
Balance at January 1, 2022	6,237,598	\$	3.47
Options granted	1,540,000		17.17
Exercised	(1,727,832)		2.77
Expired or forfeited	(42,400)		14.06
Balance at December 31, 2022	6,007,366	\$	7.11
Options granted	381,600		19.59
Exercised	(1,376,134)		3.03
Balance at June 30, 2023	5,012,832	\$	9.18

The weighted average share price on the exercise date for the share options exercised during the six months ended June 30, 2023 was \$22.70.

The Company uses the Black-Scholes option pricing model to estimate the fair value for all options granted and the resulting stock-based compensation. The weighted average assumptions used in this pricing model, and the resulting fair value per option, for the 381,600 share options granted during the six months ended June 30, 2023, were as follows:

	For the three months ended June 30, 2023
Risk-free interest rate	3.7%
Expected life	4.0 years
Expected volatility	66.5%
Expected dividends	Nil
Fair value per option	\$10.39

Filo Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2023 and 2022
(Expressed in Canadian Dollars, unless otherwise stated)
(Unaudited)

The following table details the share options outstanding and exercisable as June 30, 2023:

Exercise price	Outstanding options			Exercisable options		
	Options Outstanding	Weighted average remaining contractual life (Years)	Weighted average exercise price	Options exercisable	Weighted average remaining contractual life (Years)	Weighted average exercise price
\$ 1.91	1,052,333	2.1	\$ 1.91	1,052,333	2.1	\$ 1.91
\$ 2.75	1,210,000	1.3	\$ 2.75	1,210,000	1.3	\$ 2.75
\$ 8.95	889,500	3.1	\$ 8.95	593,000	3.1	\$ 8.95
\$ 11.00	15,000	2.9	\$ 11.00	15,000	2.9	\$ 11.00
\$ 12.90	5,200	3.4	\$ 12.90	5,200	3.4	\$ 12.90
\$ 15.42	80,000	4.2	\$ 15.42	26,667	4.2	\$ 15.95
\$ 16.03	226,000	4.2	\$ 16.03	75,334	4.2	\$ 16.03
\$ 16.93	915,000	4.1	\$ 16.93	305,000	4.1	\$ 16.93
\$ 19.45	210,000	3.7	\$ 19.45	140,000	3.7	\$ 19.45
\$ 19.59	376,466	4.7	\$ 19.59	125,489	4.7	\$ 19.59
\$ 20.10	33,333	4.0	\$ 20.10	22,222	4.0	\$ 20.10
	5,012,832	2.9	\$ 9.18	3,570,245	2.4	\$ 6.52

c) Share-based compensation

	Three months ended		Six months ended	
	2023	June 30, 2022	2023	June 30, 2022
Exploration and project investigation	\$ 433,260	\$ 160,696	\$ 986,974	\$ 321,343
General and administration	1,788,309	880,341	4,452,675	2,069,713
	\$ 2,221,569	\$ 1,041,037	\$ 5,439,649	\$ 2,391,056

Filo Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2023 and 2022
(Expressed in Canadian Dollars, unless otherwise stated)
(Unaudited)

9. EXPLORATION AND PROJECT INVESTIGATION

All exploration and project investigation costs are related to the Filo del Sol Project. The Company expensed the following exploration and project investigation costs, all incurred in relation to the Filo del Sol Project:

	Three months ended		Six months ended	
	2023	June 30 2022	2023	June 30, 2022
Land holding and access costs	\$ 37,565	\$ 17,137	\$ 62,397	\$ 157,699
Drilling, fuel, camp costs and field supplies	17,806,571	12,826,697	34,588,112	20,384,545
Roadwork, travel and transport	5,105,890	3,247,244	9,774,425	5,293,329
Conceptual and engineering studies	2,970,832	38,535	4,346,387	38,535
Consultants, geochemistry and geophysics	1,134,526	390,893	2,584,138	679,595
Environmental and community relations	620,990	636,178	1,315,822	948,276
VAT and other taxes	5,761,531	3,659,084	12,123,319	6,551,677
Office, field and administrative salaries, overhead and other administrative costs	2,007,611	887,433	4,404,029	1,971,707
COVID-19-related health and safety	(48)	271,630	2,557	657,437
Share-based compensation	433,260	160,696	986,974	321,343
	\$ 35,878,728	\$ 22,135,527	\$ 70,188,160	\$ 37,004,143

Pursuant to statutory regulations, the Company is entitled to a refund of certain value added taxes ("VAT") paid in Argentina, however, the Company has deemed the collection of these funds to be uncertain. As such the Company writes down its outstanding VAT receivable balances and will continue to write down any increases to the VAT receivable balances in future periods. The associated expense of these write downs is recognized in exploration and project investigation as "VAT and other taxes". Should the Company receive a future refund of amounts written down, the corresponding impact will be credited against exploration and project investigation expense.

Filo Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2023 and 2022
(Expressed in Canadian Dollars, unless otherwise stated)
(Unaudited)

10. RELATED PARTY TRANSACTIONS

Under the normal course of operations, the Company may undertake transactions or hold balances with related parties. During the three and six months ended June 30, 2023, the Company engaged with NGEx Minerals Ltd. ("NGEx Minerals"), a related party to the Company by way of directors, officers and shareholders in common.

a) Related party services

The Company has an ongoing cost sharing arrangement with NGEx Minerals. Under the terms of this arrangement, the Company provides management, technical, and/or administrative services (collectively, "Management Services") to NGEx Minerals and vice versa. These transactions were incurred in the normal course of operations, and are summarized as follows:

	Three months ended		Six months ended	
	June 30,		June 30,	
	2023	2022	2023	2022
Management Services to NGEx Minerals	134,414	205,268	\$ 283,853	\$ 394,346
Management Services from NGEx Minerals	(80,645)	(86,606)	(187,225)	(174,668)

b) Related party balances

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

	Related Party	June 30,	December 31,
		2023	2022
Receivables and other assets	NGEx Minerals	\$ 102,135	\$ 186,449
Accounts payable and accrued liabilities	NGEx Minerals	(75,117)	(112,163)

c) Camp usage agreement

On June 26, 2019, the Company, through a wholly-owned subsidiary, entered into a transaction with a wholly-owned subsidiary of Josemaria whereby the Company extended its right to use Josemaria's Batidero Camp in Argentina.

The agreement may be terminated with one year's prior notice by Josemaria, and in the absence of such notice the agreement may be renewed for another year at the Company's election. On March 9, 2023, Filo provided formal notice of renewal for the period through April 1, 2024.

Filo Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2023 and 2022
(Expressed in Canadian Dollars, unless otherwise stated)
(Unaudited)

d) Key management compensation

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

	Three months ended		Six months ended	
	June 30,		June 30,	
	2023	2022	2023	2022
Salaries	\$ 475,000	\$ 267,500	\$ 950,000	\$ 535,000
Short-term employee benefits	2,416	7,699	28,047	15,418
Directors fees	130,868	59,283	204,642	114,533
Stock-based compensation	1,600,389	797,069	4,015,224	1,903,211
Incentive bonuses	-	-	622,750	-
	\$ 2,208,673	\$ 1,131,551	\$ 5,820,663	\$ 2,568,162

Filo Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2023 and 2022
(Expressed in Canadian Dollars, unless otherwise stated)
(Unaudited)

11. SEGMENTED INFORMATION

The Company is principally engaged in the acquisition, exploration and development of mineral properties in South America. The information regarding equipment and facilities, mineral properties and exploration and project investigation costs presented in Notes 5, 6, and 9, respectively, represent the manner in which management reviews its business performance. All the Company's equipment and facilities, mineral properties and exploration and project investigation costs relate to the Filo del Sol Project, which straddles the border between the San Juan Province, Argentina and Region III, Chile and is comprised of the Filo del Sol property and the Tamberias property. The net gains on the use of marketable securities are allocated to the Filo del Sol Project, as they are the result of funding provided to the Company's Argentinian subsidiary in support of the project. Materially, all the Company's administrative costs are incurred by the Canadian parent, where materially all of the Company's cash is held in the normal course of business until it is required to be deployed to the Company's South American subsidiaries in support of ongoing and planned work programs.

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

As at		Filo del Sol Project	Corporate	Total
June 30, 2023	Current assets	\$ 7,116,958	\$ 159,400,433	\$ 166,517,391
	Equipment and facilities	1,269,064	1,567	1,270,631
	Mineral properties	10,961,897	-	10,961,897
	Total assets	\$ 19,347,919	\$ 159,402,000	\$ 178,749,919
	Current liabilities	\$ 24,642,710	\$ 1,026,990	\$ 25,669,700
December 31, 2022	Current assets	\$ 4,055,924	\$ 71,690,795	\$ 75,746,719
	Equipment and facilities	480,760	-	480,760
	Mineral properties	9,736,629	-	9,736,629
	Total assets	\$ 14,273,313	\$ 71,690,795	\$ 85,964,108
	Current liabilities	\$ 14,590,638	\$ 860,248	\$ 15,450,886

Filo Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2023 and 2022
(Expressed in Canadian Dollars, unless otherwise stated)
(Unaudited)

Three months ended		Filo del Sol		Corporate		Total	
June 30,		Project					
2023	Exploration and project investigation	\$	35,878,728	\$	-	\$	35,878,728
	Gain on use of marketable securities		(8,957,703)		-		(8,957,703)
	General and administration and other items		(193,287)		2,935,781		2,742,494
	Net loss	\$	26,727,738	\$	2,935,781	\$	29,663,519
2022	Exploration and project investigation	\$	22,135,527	\$	-	\$	22,135,527
	Gain on use of marketable securities		(10,625,910)		-		(10,625,910)
	General and administration and other items		358,881		1,644,831		2,003,712
	Net loss	\$	11,868,498	\$	1,644,831	\$	13,513,329
Six months ended		Filo del Sol		Corporate		Total	
June 30,		Project					
2023	Exploration and project investigation	\$	70,188,160	\$	-	\$	70,188,160
	Gain on use of marketable securities		(17,338,523)		-		(17,338,523)
	General and administration and other items		(447,190)		7,174,931		6,727,741
	Net loss	\$	52,402,447	\$	7,174,931	\$	59,577,378
2022	Exploration and project investigation	\$	37,004,143	\$	-	\$	37,004,143
	Gain on use of marketable securities		(12,632,418)		-		(12,632,418)
	General and administration and other items		(89,747)		3,631,269		3,541,522
	Net loss	\$	24,281,978	\$	3,631,269	\$	27,913,247

12. USE OF MARKETABLE SECURITIES

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

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

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

Filo Corp.
Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2023 and 2022
(Expressed in Canadian Dollars, unless otherwise stated)
(Unaudited)

As a result of having utilized this mechanism for intragroup funding for the three and six months ended June 30, 2023, the Company realized net gains of \$8,957,703 and \$17,338,523, respectively (2022 – \$10,625,910 and \$12,632,418). The net gains for the three and six months ended June 30, 2023 were comprised of favorable foreign currency impacts of \$9,332,145 and \$18,610,375, respectively (2022 – \$11,229,000 and 13,757,375) and trading losses of \$374,442 and \$1,271,852, respectively (2022 – \$603,090 and \$1,114,957), including the impact of fees and commissions.



CORPORATE DIRECTORY

OFFICERS

Jamie Beck
President & CEO
Robert Carmichael
VP Exploration
Trevor D'Sa
VP Corporate Development & IR
Ian Gibbs
Chief Financial Officer
Arndt Brettschneider
VP Operations & Projects

DIRECTORS

Adam Lundin, Chair
Jamie Beck
Wojtek Wodzicki
Ron Hochstein
Erin Johnston
Carmel Daniele
William Lundin
Joyce Ngo
Peter O'Callaghan

AUDITORS

PricewaterhouseCoopers LLP
Vancouver, British Columbia, Canada

LEGAL COUNSEL

Cassels Brock & Blackwell LLP
Vancouver, British Columbia, Canada

CORPORATE OFFICE

Suite 2000 - 885 West Georgia Street
Vancouver, British Columbia
Canada V6C 3E8
Telephone: +1 604 689-7842
Fax: +1 604 689-4250

REGISTERED & RECORDS OFFICE

Suite 2200 - 885 West Georgia Street
Vancouver, British Columbia
Canada V6C 3E8

REGISTRAR AND TRANSFER AGENT

Computershare Trust Company of Canada
Vancouver, British Columbia
Canada

SHARE LISTINGS

TSX & Nasdaq First North
Growth Market: FIL
OTCQX: FLMMF
CUSIP No.: 31730E101
ISIN: CA31730E1016