NexGen Mining Incorporated

A Montana Corporation
3983 S. McCarran Blvd, Ste 458
Reno, NV 89502
775-250-0577
NXGMinc.com
marc@nxgminc.com

Annual Report

For the period ending December 31, 2023 **(the "Reporting Period")**

Outstanding Shares
The number of shares outstanding of our Common Stock was:

32,767,949 as of December 31, 2023

32,767,949 as of December 31, 2022

Shell Status
Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: X

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: X

Change in Control
Indicate by check mark whether a Change in Control[4] of the company has occurred during this reporting period:

Yes: ☐ No: X

[4] "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

The name of the issuer is NexGen Mining Incorporated

NexGen Mining Incorporated ("the Company") acquired Helena Silver Mines, Inc and changed the name to Consolidated Goldfields Corporation effective July 17, 2006. The Company changed the name to Brilliant Sands Incorporated effective on March 16, 2015. The Company then changed the name to NexGen Mining Incorporated on January 2, 2018.

Current State and Date of Incorporation or Registration: State of Montana on May 25, 1888
Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:
N/A

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

N/A

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

N/A

Address of the issuer's principal executive office:

3983 S. McCarran Blvd Ste 458
Reno, NV 89502

Address of the issuer's principal place of business:
X *Check if principal executive office and principal place of business are the same address:*

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: X Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Odyssey Trust Company
Phone: 403.850.8226
Email: jvillareal@odysseytrust.com
Address: Stock Exchange Tower 1230
300 5th Avenue SW
Calgary, AB T2P 3C4

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol: NXGM
Exact title and class of securities outstanding: Common
CUSIP: 65343N108
Par or stated value: $0.001
Total shares authorized: 200,000,000 as of date: December 31, 2023
Total shares outstanding: 32,767,949 as of date: December 31, 2023
Total number of shareholders of record: 647 as of date: December 31, 2023

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

N/A

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security: Preferred
Par or stated value: $0.10
Total shares authorized: 15,000,000 as of date: December 31, 2023
Total shares outstanding: 0 as of date: December 31, 2023
Total number of shareholders of record: 0 as of date: December 31, 2023

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

N/A

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. **For common equity, describe any dividend, voting and preemption rights.**

   The holders of Common Stock shall have and possess all rights as shareholders of the Corporation. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. Dividends on the Common Stock may be declared by the Board of Directors and paid out of any funds legally available therefor at such times and in such amounts as the Board of Directors shall determine.

2. **For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

The designations, preferences, limitations, restrictions, and relative rights of the Preferred Stock, and variations in the relative rights and preferences as between different series shall be established in accordance with the Montana Business Corporation Act by the Board of Directors of the Corporation. Except for such voting powers with respect to the election of directors or other matters as may be stated in the resolutions of the Board of Directors creating any series of Preferred Stock, the holders of any such series shall have no voting power. Dividends on Preferred Stock must be declared by the Board of Directors.

3. **Describe any other material rights of common or preferred stockholders.**

N/A

4. **Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

N/A

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities ***in the past two completed fiscal years and any subsequent interim period****.*

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:
No: ☐ Yes: X (If yes, you must complete the table below)

Shares Outstanding Opening Balance: Date December 31, 2021 Common: 32,602,949 Preferred: 0			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g., new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.**	**Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided**	**Restricted or Unrestricted as of this filing.**	**Exemption or Registration Type.**
01/14/22	New issuance	165,000 (1)	Common	$0.06	No	Flinchtech Solutions LLC Heather Flinchpaugh	Marketing Services	Restricted	Rule 144
01/11/24	New issuance	150,000 (2)	Common	$0.04	No	Gordon Holmes	Consulting Services	Restricted	Rule 144
______	______	______	______	______	______	______	______	______	______
Shares Outstanding on Date of This Report: Ending Balance: Date April 15, 2024 Common: 32,917,949 Preferred: 0									

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*******Control persons for any entities in the table above must be disclosed in the table or in a footnote here.***

Use the space below to provide any additional details, including footnotes to the table above:

(1)Flinchtech Solutions, LLC was issued 165,000 common shares of stock in consideration of payment of accrued past due invoices and early termination of a marketing support agreement.

(2)Gordon Holmes was issued 150,000 common shares of stock in consideration of payment of outstanding fees from a terminated Consulting Agreement from 2015.

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: X Yes: ☐ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
______	______	______	______	______	______	______	______
______	______	______	______	______	______	______	______
______	______	______	______	______	______	______	______
______	______	______	______	______	______	______	______

******Control persons for any entities in the table above must be disclosed in the table or in a footnote here.***

Use the space below to provide any additional details, including footnotes to the table above:

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.
Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Please see Management's Discussion and Analysis of the Company for the periods ended December 31, 2023 and 2022, attached hereto. The Management's Discussion and Analysis are hereby incorporated by reference into this Annual Report.

B. List any subsidiaries, parent company, or affiliated companies.

The Company had a wholly-owned subsidiary, Consolidated Goldfields LLC, a Nevada Limited Liability Company which was dissolved on January 29, 2018.

C. Describe the issuers' principal products or services.

Please see Management's Discussion and Analysis of the Company for the periods ended December 31, 2023 and 2022, attached hereto. The Management's Discussion and Analysis are hereby incorporated by reference into this Annual Report.

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties.

Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

Please see Management's Discussion and Analysis of the Company for the periods ended December 31, 2023 and 2022, attached hereto. The Management's Discussion and Analysis are hereby incorporated by reference into this Annual Report.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities.
If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Marc J. Andrews	President/CEO/Director – Shareholder	Incline Village, Nevada	100,000	Common	Less than 1%	
Kim Neal	VP Finance/Secretary – Shareholder	Fernley, Nevada	258,335	Common	Less than 1%	
Feisal Somji	Owner of more than 5% - Former Chairman of the Board – Shareholder - Resigned on September 27, 2019	Calgary, Alberta	9,575,002	Common	29%	

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

N/A

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

   N/A

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

   N/A

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

   N/A

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

   N/A

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

   N/A

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

   The Company has a lawsuit pending in the Second Judicial District Court of the State of Nevada in and for the County of Washoe against JMX, LLC, Don Gunn, Mark Kucher and Thomas Mancuso, former Managing Director, for breach of contract and fiduciary duties relating to the Letter of Intent dated October 6, 2020. The lawsuit was filed on April 16, 2021 and a trial date has been set for May 2024.

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.
Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Douglas M. Berman
Firm: Law Office of Douglas M. Berman, PLLC
Address 1: 4925 Greenville Ave., Suite 200
Address 2: Dallas, TX 75206
Phone: 214.562.7069
Email: doug@dougbermanlaw.com

Accountant or Auditor

Name: Delaine Gruber
Firm: Assure CPA, LLC
Address 1: 7307 N. Division, Suite 222
Address 2: Spokane, WA 99208
Phone: 509.535.3503
Email: delaine@assure.cpa

Investor Relations

Name: N/A
Firm:
Address 1:
Address 2:
Phone:
Email:

All other means of Investor Communication:

X (Twitter): N/A
Discord: N/A
LinkedIn N/A
Facebook: N/A
[Other] N/A

Other Service Providers
Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: N/A
Firm:
Nature of Services:
Address 1:
Address 2:
Phone:
Email:

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name:	Kim Neal
Title:	VP Finance, Secretary
Relationship to Issuer:	Officer

B. The following financial statements were prepared in accordance with:

☐ IFRS
X U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name:	Kim Neal
Title:	VP Finance, Secretary
Relationship to Issuer:	Officer

Describe the qualifications of the person or persons who prepared the financial statements:[5] Ms. Neal was appointed to Vice President Finance in September 2012 and has more than 30 years of experience in accounting including 23 years in the gold mining industry.

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

<u>Financial Statement Requirements</u>:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

10) Issuer Certification

[5] The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Marc J. Andrews certify that:

1. I have reviewed this Disclosure Statement for NexGen Mining Incorporated;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 15, 2024

/s/ Marc J. Andrews

President & CEO

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Kim Neal certify that:

1. I have reviewed this Disclosure Statement for NexGen Mining Incorporated;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

April 15, 2024

/s/ Kim Neal

VP Finance, Secretary

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

NexGen Mining Incorporated

Financial Statements

For the Years Ended December 31, 2023 and 2022

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the board of directors of NexGen Mining Incorporated

Opinion on the Financial Statements

We have audited the accompanying balance sheets of NexGen Mining Incorporated ("the Company") as of December 31, 2023 and 2022 and the related statements of operations, stockholders' equity and cash flows for the years then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022 and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The Company's Ability to Continue as a Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has accumulated losses since inception and has negative working capital. These factors raised substantial doubt about its ability to continue as a going concern. Management's plans in regard to this matter is also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/Assure CPA, LLC

We have served as the Company's auditor since 2011.

Spokane, Washington
April 15, 2024

NEXGEN MINING INCORPORATED
BALANCE SHEETS

	December 31, 2023	December 31, 2022
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 2,158	$ 1,847
Prepaids and other assets	3,380	2,750
Deposit	5,000	5,000
Total Current Assets	10,538	9,597
OTHER ASSETS		
Investment in equity securities	618	4,861
Total Other Assets	618	4,861
TOTAL ASSETS	$ 11,156	$ 14,458
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	$ 61,727	$ 175,351
Accrued payroll liabilities	463,141	266,574
Notes payable, related party	556,529	185,000
Accrued interest, related party	23,209	4,286
Payables to related parties	-	7,783
Total Current Liabilities	1,104,606	638,994
TOTAL LIABILITIES	1,104,606	638,994
COMMITMENTS AND CONTINGENCIES (Notes 4 and 9)		
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, $.10 par value, 15,000,000 authorized; no shares issued and outstanding	-	-
Common stock, $0.001 par value, 200,000,000 shares authorized; 32,767,949 and 32,767,949 shares issued and outstanding, respectively	32,768	32,768
Additional paid in capital	7,553,443	7,553,443
Accumulated deficit	(8,679,661)	(8,210,747)
Total Stockholders' Equity (Deficit)	(1,093,450)	(624,536)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 11,156	$ 14,458

The accompanying notes are an integral part of these financial statements

NEXGEN MINING INCORPORATED
STATEMENTS OF OPERATIONS

	For the year ended December 31, 2023	For the year ended December 31, 2022
OPERATING EXPENSES		
Exploration expense	$ 5,253	$ 5,253
Payroll and related expenses	211,697	217,955
Professional fees and consulting	197,967	376,855
General and administrative	19,622	14,311
Loss (gain) on mineral properties and interests (Note 4)	(5,000)	4,000
TOTAL OPERATING EXPENSES	429,539	618,374
LOSS FROM OPERATIONS	(429,539)	(618,374)
OTHER INCOME (EXPENSE)		
Interest expense	(26,132)	(4,286)
Loss on equity securities	(4,243)	(7,032)
Loss on extinguishment of accounts payable	(9,000)	-
TOTAL OTHER INCOME (EXPENSE)	(39,375)	(11,318)
NET LOSS	$ (468,914)	$ (629,692)
NET LOSS PER COMMON SHARE, BASIC AND DILUTED	$ (0.01)	$ (0.02)
WEIGHTED AVERAGE NUMBER OF COMMON STOCK SHARES OUTSTANDING, BASIC AND DILUTED	32,767,949	32,761,620

The accompanying notes are an integral part of these financial statements

NEXGEN MINING INCORPORATED
STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

	Common Stock								
	Shares		Amount		Additional Paid in Capital		Accumulated Deficit		Total Stockholders' Equity (Deficit)
Balance, December 31, 2021	32,602,949	$	32,603	$	7,543,708	$	(7,581,055)	$	(4,744)
Issuance of common stock for:									
Accounts payable	165,000		165		9,735		-		9,900
Net loss	-		-		-		(629,692)		(629,692)
Balance, December 31, 2022	32,767,949		32,768		7,553,443		(8,210,747)		(624,536)
Net loss	-		-		-		(468,914)		(468,914)
Balance, December 31, 2023	32,767,949	$	32,768	$	7,553,443	$	(8,679,661)	$	(1,093,450)

The accompanying notes are an integral part of these financial statements

NEXGEN MINING INCORPORATED
STATEMENTS OF CASH FLOWS

		Year Ended		
		December 31, 2023		**December 31, 2022**
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net Loss	$	(468,914)	$	(629,692)
Adjustments to reconcile net loss to net cash provided (used) by operating activities:				
Loss (gain) on mineral property and interests		(5,000)		4,000
Loss on equity securities		4,243		7,032
Loss on extinguishment of accounts payable		9,000		-
Changes in operating assets and liabilities				
Decrease (increase) in:				
Prepaids and other assets		(630)		(2,750)
Accounts payable and accrued liabilities		(122,624)		139,630
Accrued payroll liabilities		196,567		152,649
Accrued interest		25,452		4,286
Payables to related parties		(7,783)		7,783
Net cash used by operating activities		(369,689)		(317,062)
CASH FLOWS FROM INVESTING ACTIVITIES:				
Proceeds from mineral properties - Four Mile		5,000		20,000
Net cash provided by investing activities		5,000		20,000
CASH FLOWS FROM FINANCING ACTIVITIES:				
Proceeds from notes payable, related parties		365,000		185,000
Proceeds from note payable		15,000		10,035
Payments on note payable		(15,000)		(10,035)
Net cash provided by financing activities		365,000		185,000
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		311		(112,062)
Cash and cash equivalents at beginning of year		1,847		113,909
Cash and cash equivalents at end of year	$	2,158	$	1,847
Supplemental cash flow information:				
Interest paid in cash	$	646	$	-
Noncash investing and financing activities:				
Accrued interest payable converted to notes payable, related party	$	6,529	$	-
Common stock issued for accounts payable	$	-	$	9,900

The accompanying notes are an integral part of these financial statements

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

NexGen Mining Incorporated (hereinafter "NXGM" or "the Company") was incorporated as Helena Silver Mines in May 1888 under the laws of the State of Montana. In July 2006, Helena Silver Mines Inc. completed a share acquisition agreement with Dome Copper, Inc. Effective June 15, 2016, the Company dissolved Dome Copper, Inc. The acquisition was accounted for as a reverse merger with Helena Silver Mines, Inc. being the accounting acquirer and Dome Copper, Inc. surviving as a wholly owned subsidiary. At the time of the acquisition, the name of the Company was changed to Consolidated Goldfields Corporation. On January 12, 2015, the Company held a Special Meeting of Stockholders to change the name of the Company to Brilliant Sands Incorporated which became effective on March 16, 2015. On December 29, 2017, the Company held a Special Meeting of Stockholders to change the name of the Company to NexGen Mining Incorporated which became effective on January 2, 2018.

The Company is a company engaged in the acquisition, exploration and development of mining properties. The Company's year-end is December 31.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

<u>Basis of Presentation</u>
The financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

<u>Going Concern</u>
The accompanying financial statements have been prepared under the assumption that the Company will continue as a going concern. The Company has incurred losses since its inception, has negative working capital, and does not have sufficient cash to fund normal operations and meet obligations for the next 12 months without deferring payment on certain current liabilities and/or raising additional funds. The Company currently has no historical recurring source of revenue and has negative working capital and an accumulated deficit at December 31, 2023. The Company's ability to continue as a going concern is dependent on its ability to raise capital to fund its future exploration and working capital requirements or its ability to profitably execute its business plan. These factors raise substantial doubt as to whether the Company can continue as a going concern. The Company's plans for the long-term return to and continuation as a going concern include the profitable exploitation of its properties and financing the Company's future operations through sales of its common stock and/or debt. The financial statements do not include any adjustments that might be necessary should the Company be unable to continuing as a going concern.

<u>Use of Estimates</u>
The preparation of financial statements in conformity with generally accepted accounting principles requires management to make complex and subjective estimates and assumptions that affect the reported amounts in the Company's financial statements and notes thereto for items such as long-lived assets, the valuation of investments of equity securities, and determination of deferred income taxes. On a regular basis, management evaluates these estimates and assumptions. Actual results may differ materially from these estimates.

The Company believes the estimates used are reasonable and appropriate based on current facts and circumstances. It is possible, however, that other parties applying reasonable judgment to the same facts and circumstances could develop different estimates. Additionally, changes in actual experience or changes in other qualitative factors could cause estimates to fluctuate.

Cash and Cash Equivalents

The Company considers all highly liquid investments and short-term debt instruments with original maturities of three months or less when purchased to be cash equivalents.

Earnings Per Share

Basic earnings per share is computed by dividing the net loss by the weighted average number of shares outstanding during the year. The Company's stock options (see Note 6) were excluded from the computation of diluted earnings per share for the years ended December 31, 2023 and 2022 because they were anti-dilutive.

Investments

The appropriate classification of the Company's investments is determined at the time of purchase and re-evaluated at each reporting date. The Company's investments are currently comprised of equity securities and are carried at fair value with the change in fair value recognized in earnings. Gains and losses on the sale of securities are recognized on a specific identification basis.

Fair Value Measurements

When required to measure assets or liabilities at fair value, the Company uses a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used. The Company determines the level within the fair value hierarchy in which the fair value measurements in their entirety fall. The categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Level 1 uses quoted prices in active markets for identical assets or liabilities, Level 2 uses significant other observable inputs, and Level 3 uses significant unobservable inputs. The amount of the total gains or losses for the period are included in earnings that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at the reporting date. The Company's investments in equity securities (see Note 3) are adjusted to fair value on a recurring basis.

Financial Instruments

The Company's carrying value of cash and cash equivalents, investments in equity securities, and notes payable related party is approximate their fair value at December 31, 2023 and 2022.

Mineral Exploration and Development Costs

All exploration expenditures are expensed as incurred. Once proven and probable mineral reserves are established, expenditures to develop new mines, to define further mineralization in existing ore bodies, and to expand the capacity of operating mines, are capitalized and amortized on a unit of production basis over the reserves.

Mineral Properties and Interests

The Company capitalizes costs for acquiring mineral interests, development costs and expenditures costs to maintain mineral rights and leases as incurred. Should a property reach the production stage, these capitalized costs would be amortized using the units-of-production method based on periodic estimates of ore reserves.

Management reviews and evaluates the carrying value of its mineral properties and interests for impairment upon the occurrence of events or changes in circumstances that indicate that the related carrying amounts may not be recoverable. If indications exist, tests for recoverability of mineral properties and interests is performed based on the estimated undiscounted future cash flows that will be generated the value associated with mineral interests. If estimated undiscounted cash flows are less than the carrying value of a mineral property or interest, an impairment loss is recognized for the difference between the carrying value and fair value of the property.

If a mineral interest or interest is abandoned or sold, its capitalized costs are charged to operations. Consideration received by the Company pursuant to sale or mineral lease agreements is applied against the carrying value of the related mineral property or interest. When and if payments received exceed the carrying value, the excess amount is recognized as a gain in the statement of operations in the period the consideration is received.

Stock Based Compensation

For issuance of shares of the Company's common stock for services or other consideration, the shares are valued at the fair value of the Company's common stock.

For issuances of options to purchase shares of the Company's common stock, stock-based compensation is recognized in the financial statements based on the grant date fair value of the award. The fair value is determined by an option pricing model. The Company believes that this model provides the best estimate of fair value due to its ability to incorporate inputs that change over time, such as volatility and interest rates, and to allow for the actual exercise behavior of option holders. The compensation cost is recognized over the vesting period which generally equals the requisite service period. Forfeitures are recognized in the period in which they occur.

Income Taxes

The Company recognizes deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statements or tax returns. Accordingly, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted rules in effect for the year in which differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

A valuation allowance is established to reduce the deferred tax assets when the Company determines it is more likely than not that the related tax benefits will not be realized. The Company periodically reviews the valuation of deferred tax assets in light of expected future operating results.

Uncertain tax positions are evaluated in a two-step process, whereby (i) it is determined whether it is more likely than not that the tax positions will be sustained based on the technical merits of the position and (ii) for those tax positions that meet the more-likely-than-not recognition threshold, the largest amount of tax benefit that is greater than 50% likely of being realized upon ultimate settlement with the related tax authority would be recognized.

Asset Retirement Obligations and Remediation Costs

Mineral properties are subject to standards for mine reclamation that have been established by various governmental agencies. Asset retirement obligations are related to the retirement of the mine, if a reasonable estimate of fair value can be determined. These obligations are initially measured at fair value with the resulting cost capitalized at the present value of estimated reclamation costs. An asset and a related liability are recorded for the present value of these costs. The liability is accreted and the asset amortized over the life of the related asset. Adjustments are made for changes resulting from either the timing or amount of the original present value estimate underlying the obligation. If there is an impairment to an asset's carrying value and a decision is made to permanently close the property, changes to the liability are recognized and charged to the provision for closed operations and environmental matters. The Company had no asset retirement obligations or accrued remediation costs as of the years ended December 31, 2023 and 2022.

Recent Accounting Pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board that are adopted by the Company as of the specified effective date. Unless otherwise discussed, management believes that the impact of recently issued standards did not or will not have a material impact on the Company's consolidated financial statements upon adoption.

NOTE 3 – INVESTMENTS IN EQUITY SECURITIES

Prior to 2022, the Company received a total of 20,000 shares of Sky Gold Corp ("Sky Gold") common stock for the Gold Star property. The fair value of these shares, based on the trading price of Sky Gold, when received was $9,091. On January 23, 2023, Sky Gold announced a consolidation of its issued and outstanding common shares on the basis of three existing shares for one new share. As a result, the number of shares held changed from 20,000 to 6,665.

At December 31, 2023 and 2022, the Company's investment in Sky Gold was adjusted to fair value of $277 and $442, respectively. The Company recognized a loss on the change in fair value of $165 and $888, respectively, during the years ended December 31, 2023 and 2022.The fair value calculation is based on Level 1 input under the fair value hierarchy.

In 2021, the Company sold mineral property data that it held to SPC Nickel Corp. in exchange for 100,000 warrants to purchase shares of SPC Nickel Corp.'s common stock for $0.20 Canadian.

The warrants had a fair value of $341 and $4,419 at December 31, 2023 and 2022, respectively. During the years ended December 31, 2023 and 2022, the Company recognized a loss on the change of fair value of $4,078 and $6,144, respectively. The Company estimated the fair value of warrants by using the Black Scholes option pricing model with the following range of assumptions for warrants:

	December 31, 2023	December 31, 2022
Trading price of SPC Nickel	$0.038 US	$0.044 US
Exercise price (CAD)	$0.20 CAD	$0.20 CAD
Exercise price (USD)	$0.151 USD	$0.148 USD
Dividend yield	0.00%	0.00%
Expected volatility	111.14%	110.76%
Risk-free interest rate	4.79%	4.41%
Expected life (years)	0.9	1.9

The fair value calculation is based on Level 2 inputs under the fair value hierarchy.

NOTE 4 – MINERAL PROPERTIES AND INTERESTS

Gain (loss) on mineral properties and interests for years ended December 31, 2023 and 2022 are as follows:

	December 31, 2023	December 31, 2022
Four Mile Basin	$ 5,000	$ 20,000
Pyramid Mine	-	(24,000)
	$ 5,000	$ (4,000)

Four Mile Basin
On October 24, 2018, the Company, as Lessor, entered into an Exploration and Mining Lease with La Questa International Inc. for the two unpatented Four Mile Basin claims located in Nye County, Nevada. The term of the lease is for a period of ten (10) years. The lease may be cancelable at the option of either the Company or the lessee at any time by giving thirty (30) days advanced notice.

On August 10, 2023, La Cuesta International, Inc provided a 30-day written notice to the Company that they will be terminating and canceling the Exploration and Mining Lease.

On October 26, 2023, the Company entered into an agreement with Bull Mountain Resources LLC ("BMR"), whereby BMR purchased the entire right, title and interest in and to the Four Mile Basin project for the purchase price of $5,000 which was received by the Company in November 2023. The agreement provides the Company with a 1% Net Smelter Returns Royalty ("NSR Royalty") from future production from the project, subject to a cap payment of $2,000,000.

The Four Mile Basin project has no carrying value for financial statements purposes for the years ended December 31, 2023 and 2022. During the year ended December 31, 2023, the purchase price received of $5,000 was recognized as a gain on mineral properties and interests on the statement of operations.

Pyramid Mine
The Pyramid Mine project consists of five unpatented claims encompassing 100 acres located in Churchill County, Nevada which are 100% owned by the Company. No proven or probable reserves have been identified on the property.

During October 2017, the Company was notified by the Bureau of Land Management that the Pyramid mining claims were designated as part of the Walker River Indian Reservation. All right, title, and interest in the land was conveyed to the Department of Interior, Bureau of Indian Affairs. The Company has worked with the Department of Interior to determine the new land ownership of the claims. During the year ended December 31, 2022, the Company recognized a full impairment loss of $24,000 for this property as management does not believe it will recover its carrying value.

NOTE 5 – NOTES PAYABLE

On November 22, 2022, Feisal Somji, a greater than 10% shareholder and former Chairman of the Board of the Company, loaned the Company $10,035 for legal expenses. The loan was paid in full on December 16, 2022 in the amount of $10,035.

During 2022 and 2023, the Company received $265,000 and $185,000, respectively, in loans from Electrum Copper Corporation (“Electrum”) for general corporate and legal expenses. Mr. Somji is Chairman of the Board for Electrum. The loans accrue interest at a rate of 6% per annum, compounding semiannually. The loans are payable on demand except no demand may be made prior to six months after closing of the Company’s transaction with Electrum (see Note 9) and June 2, 2024. The loans are collateralized by the Company’s Koegel Hills mineral interest. Accrued interest payable due to Electrum was $23,209 and $4,286 at December 31, 2023 and 2022, respectively. Interest expense on the Electrum loans during the years ended December 31, 2023 and 2022 was $18,923 and $4,286, respectively.

During 2023, the Company received loans from Fly R & F Consulting Ltd, a company associated with Mr. Somji, totaling $100,000 for general corporate and legal purposes. The loans bore interest at a rate of 10% per annum. In December 2023, the Company was informed the loan and related accrued interest of $106,529 had been assigned to Electrum. Accrued interest of $6,529 was added to the principal balance of the loan when assigned by Electrum.

In 2023, Paul Klemke, partner in the investment bank overseeing the merger with Electrum, loaned the Company $15,000 for legal expenses. The loan bore interest at a rate of 10% per annum. The loan was paid in full, with interest totaling $15,646 during 2023.

NOTE 6 – STOCKHOLDERS EQUITY

Preferred Stock
The Company has 15,000,000 authorized and unissued shares of preferred stock with a par value of $0.10 per share, with rights and preferences to be determined by the Company's board of directors.

Common Stock
During the year ending December 31, 2023, the Company did not issue any shares of its common stock.

During the year ended December 31, 2022, the Company issued 165,000 shares, with a fair value of $0.06 per share (total of $9,900) in exchange for an accounts payable that existed at December 31, 2021 in connection with a marketing support agreement.

Warrants
During the years ended December 31, 2023 and 2022, the Company had no outstanding warrants.

Stock options
The Company approved an Amended 2013 Stock Option and Stock Bonus Plan at its Annual Meeting on March 31, 2014. Stock options are issued for compensation and services as determined by the board of directors. Following is a summary of stock option activity for the years ended December 31, 2023 and 2022:

	Number of Shares	Weighted Average Exercise Price
Outstanding at December 31, 2021	2,858,342	$ 0.11
Granted	-	-
Exercised	-	-
Expired	-	-
Outstanding at December 31, 2022	2,858,342	$ 0.11
Granted	-	-
Exercised	-	-
Expired	(141,672)	0.98
Outstanding and exercisable at December 31, 2023	2,716,670	$ 0.07

The weighted average remaining contractual term of the options held during the year ended December 31, 2023 is 5.63 years. All of the options are fully vested. At December 31, 2023, the stock options had an intrinsic value of $17,500 based upon the quoted price of the Company's stock on that date.

NOTE 7 – RELATED PARTY TRANSACTIONS

In addition to related party transactions disclosed in Note 5, the following transactions have occurred:

Employment Agreements
The Company has employment agreements with executive employees that require certain termination benefits and payments in defined circumstances.

Accrued payroll and Company related taxes at December 31, 2023 and 2022 are as follows:

	2023	2022
Thomas Mancuso, former Managing Director (see Note 9)	$ 32,000	$ 32,000
Marc Andrews, President and CEO	241,750	130,000
Kim Neal, VP Finance	161,166	86,667
Payroll taxes	28,225	17,907
	$ 463,141	$ 266,574

NOTE 8 – INCOME TAXES

The Company did not record federal or state current tax provisions for the years ended December 31, 2023 or 2022 due to the Company's continued net operating loss. A reconciliation of the tax benefit that would have been recognized using the Company's statutory income tax rate for the years ended December 31, 2023 and 2022 is as follows:

	2023		2022	
Federal income tax benefit at statutory rate of 21%	$ (98,500)	(21.0)%	$ (132,200)	(21.0)%
Effect of state income taxes	(25,000)	(5.3)	(33,600)	(5.3)
Change in prior year estimates	(9,500)	(2.0)	(24,200)	(3.8)
Change in valuation allowance	114,000	24.3	190,000	30.1
	$ -	-	$ -	-

No deferred tax provision (benefit) has been recorded at December 31, 2023 or 2022 due to a full valuation allowance against the deferred tax assets. Realization of the Company's deferred tax assets depends on generating sufficient taxable income in future years in appropriate tax jurisdictions to obtain benefit from net operating loss carryforwards. Due to the uncertainty of the timing and the amount of such realization, management concluded that a full valuation allowance was required.

Significant components of the deferred tax assets and liabilities at December 31, 2023 and 2022 are as follows:

	2023	2022
Deferred tax assets:		
Net operating loss carryforward	$ 2,045,000	$ 1,928,000
Stock based compensation	23,000	126,000
Investments in equity securities	3,000	27,000
Mineral properties	2,000	-
Other	-	12,000
Total deferred tax asset	2,073,000	2,093,000
Deferred tax liability		
Mineral properties	-	(134,000)
Net deferred tax asset	2,073,000	1,959,000
Valuation allowance	(2,073,000)	(1,959,000)
	$ -	$ -

At December 31, 2023, the Company had net operating loss carry-forwards of approximately $7,800,000 for both federal and state purposes, $5,300,000 of which expire between 2027 through 2037. The remaining balance of $2,500,000 will never expire but its utilization is limited to 80% of taxable income in any future year.

The Company has no uncertain tax positions as of December 31, 2023 or 2022. If interest and penalties were to be assessed, interest would be charged to interest expense, and penalties to other operating expense. It is not anticipated that unrecognized tax benefits would significantly increase or decrease within 12 months of the reporting date. Fiscal years 2020 through 2023 remain subject to examination by state and federal tax authorities.

NOTE 9 – COMMITMENTS AND CONTINGENCIES

During June 2020, the Company entered into a Letter of Intent (“LOI”), with an unrelated third party, for a proposed land acquisition if certain milestones are met. Upon execution of the LOI the Company issued 500,000 shares of common stock with a fair value of $0.01, based on the trading price on the date of issuance, for a total consideration of $5,000. During August 2020, the Company was notified that the LOI was to be terminated immediately due to a pending lawsuit. The Company is not party nor named in the lawsuit. The Company is in the process of having the shares of common stock returned to the Company. The $5,000 deposit is classified as a deposit on the balance sheet for the years ended December 31, 2023 and 2022.

During October 2020, the Company entered into a Letter of Intent (“JMX LOI”) with JMX, LLC (“JMX”) for the Jessup Project located in Nevada. The JMX LOI expired on February 2, 2021. The Company, as plaintiff, has a lawsuit pending in the Second Judicial District Count of the State of Nevada in and for the County of Washoe against JMX, LLC, Don Gunn, Mark Kucher and Thomas Mancuso, former Managing Director for breach of contract and fiduciary duties relating to the JMX LOI. JMX has asserted counterclaims against the Company and its president alleging a conspiracy to disrupt the project. The Company believes the counterclaim is without merit and intends to vigorously defend its claim. The lawsuit is ongoing as of April 2024 with a jury trial scheduled for May 2024. The Company cannot predict the outcome of this lawsuit or estimate damages if JMX were to prevail.

In April 2024, the Company accepted an Offer of Judgement to settle with Mr. Mancuso. In consideration of the settlement, Mr. Mancuso discharged and released the Company, and waived all rights to:

- all amounts owed to him by the Company as of the date hereof, currently agreed by each of the Parties to be in the aggregate amount of $32,000,
- relinquish back to the Company all common stock shares currently owned by him totaling 1,428,599 shares,
- The Company shall duly execute and deliver that certain Stipulation and Order of Dismissal of all claims against Mancuso, with prejudice in form and substance.

On October 22, 2021, the Company entered into a Letter of Intent (“Electrum LOI”) to acquire Electrum Copper Corporation (“Electrum”) for shares of the Company’s common stock. Electrum’s chairman of the board is Feisal Somji, a greater than 10% shareholder and former Chairman of the Board of the Company. The Electrum LOI contemplates that prior to the closing of the transaction, the Company will:

- arrange for its common stock to be quoted on the OTCQX Best Market;
- complete a one-for-four reverse stock split of its issued and outstanding shares of common stock; and
- cancel all equity incentive awards or enter into agreements with holders of equity incentive awards to cancel such awards.

The Electrum LOI also contemplates that following the closing of the transaction:

- the board of directors of the Company will consist of five members, four of which will be designated by Electrum and one of which will be designated by the Company;
- the Company will appoint a President and CEO satisfactory to Electrum;
- Marc J. Andrews be appointed the Vice President of Business Development of Electrum (a role which he currently serves); and
- Kim Neal will be appointed as Controller.

The Company has since entered into four Amendments to the Electrum LOI that extend the expiration date to March 31, 2024 and provide for secured Bridge Loans totaling $300,000, (see Note 5). The Company is currently working on extending the Electrum LOI to June 30, 2024 and include additional loans made during 2023 and into 2024.

The Company is currently working on terms of the agreement and anticipates the closing of the transaction during the second quarter of 2024.

NOTE 10 – LOSS ON EXTINGUISHMENT OF ACCOUNTS PAYABLE

On January 8, 2024, the Company entered into a Payment and Termination Agreement ("Agreement") with Gordon Holmes, formerly CCP, LLC 2015, A Series dba Street Smart, to resolve outstanding fees from a consulting agreement dated April 2015. Pursuant to the agreement, the Company issued 150,000 shares of common stock on January 11, 2024 that had a fair value of $9,000 in consideration of payment. The $9,000 is included in the accounts payable and accrued liabilities at December 31, 2023.

NOTE 11 – SUBSEQUENT EVENTS

The Company has assessed the impact of subsequent events that have occurred through April 15, 2024.

In 2024, the Company anticipates receiving additional loans from Electrum, totaling approximately $120,000 for general corporate and legal expenses. The loans will accrue interest at a rate of 6% per annum, compounding semiannually.

NexGen Mining Incorporated

NexGen Mining Incorporated

Management's Discussion and Analysis
For the Years Ended December 31, 2023 and 2022

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The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of NexGen Mining Incorporated (the "Company" or "NXGM") constitutes management's review of the factors that affected the Company's financial and operating performance for the years ended December 31, 2023 and 2022 and should be read in conjunction with the audited financial statements of the Company which have been prepared in accordance with generally accepted accounting principles in the United States of America (U.S. GAAP). References to "NXGM" in the MD&A refer to the Company and its subsidiaries taken as a whole. Results are reported in US dollars, unless otherwise noted.

Further information about the Company and its operations is available on NXGM's website at www.nxgminc.com.

Forward-Looking Statements

This Annual Report includes forward-looking statements that relate to future events or our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Words such as, but not limited to, "believe," "expect," "anticipate," "estimate," "intend," "plan," "targets," "likely," "will," "would," "could," and similar expressions or phrases identify forward-looking statements.

Forward-looking statements may include statements about:

- our ability to achieve commercial production on any of our projects;
- changes in the price and availability of natural gas, diesel fuel or electricity;
- changes in prevailing economic conditions;
- unanticipated ground, grade or water conditions;
- inclement or hazardous weather conditions;
- environmental hazards;
- difficulties in obtaining or renewing environmental permits;
- industrial accidents;
- changes in laws and regulations (or the interpretation thereof) related to the mining and silica dust exposure or the environment;
- the outcome of litigation, claims or assessments, including unasserted claims;
- inability to acquire or maintain necessary permits or mining or water rights;
- facility shutdowns in response to environmental regulatory actions;
- inability to obtain necessary production equipment or replacement parts;
- reduction in the amount of water available for processing;
- technical difficulties or failures;
- labor disputes;
- late delivery of supplies;
- difficulty collecting receivables;
- inability of our customers to take delivery;
- fires, explosions or other accidents;
- cave-ins, pit wall failures or rock falls;

- our ability to borrow funds and access capital markets;
- changes in the political environment of the drilling basins in which we and our customers operate;
- anticipated trends and challenges in our business and the markets in which we operate;
- expected future financial performance;
- expectations regarding our operating expenses;
- our ability to anticipate market needs or develop new or enhanced products to meet those needs;
- our ability to expand into other sectors of the storage market, beyond protection storage;
- our ability to compete in our industry and innovation by our competitors;
- our ability to protect our confidential information and intellectual property rights;
- our ability to successfully identify and manage any potential acquisitions;
- our ability to remediate any material weakness in our internal controls identified by our independent registered public accounting firm;
- our ability to maintain or broaden our business relationships and develop new relationships with strategic alliances, suppliers, customers, distributors or otherwise; and
- our ability to manage growth.

All forward-looking statements involve risks, assumptions and uncertainties. The occurrence of the events described, and the achievement of the expected results, depend on many events, some or all of which are not predictable or within our control. Actual results may differ materially from expected results. These risks, assumptions and uncertainties are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors also could harm our results. In light of these risks, uncertainties and assumptions, the forward-looking events might not occur.

Our mining, processing and production facilities are subject to risks normally encountered in the precious metal industries. These risks include:

- inability to obtain necessary production equipment or replacement parts;
- inclement or hazardous weather conditions, including flooding, and the physical impacts of climate change;
- unusual or unexpected geological formations or pressures;
- unanticipated ground, grade or water conditions;
- inability to acquire or maintain necessary permits or mining or water rights;
- labor disputes and disputes with our excavation contractors;
- late delivery of supplies;
- changes in the price and availability of fuel sources for our equipment;
- technical difficulties or failures;
- cave-ins or similar pit wall failures;
- environmental hazards, such as unauthorized spills, releases and discharges of wastes, tank ruptures and emissions of unpermitted levels of pollutants;
- industrial accidents;

- changes in laws and regulations (or the interpretation thereof) related to the mining industries, silica dust exposure or the environment;
- inability of our customers or distribution partners to take delivery;
- reduction in the amount of water available for processing;
- fires, explosions or other accidents; and
- facility shutdowns in response to environmental regulatory actions.
- sales or leasing of gold by governments and central banks;
- a low rate of inflation and a strong U.S. dollar;
- global and regional recession or reduced economic activity;
- speculative trading;
- the demand for gold for industrial uses, use in jewelry, and investment;
- high supply of gold from production, disinvestment, scrap and hedging;
- interest rates;
- sales by gold producers in forward transactions and other hedging;
- the production and cost levels for gold in major gold-producing nations; and
- the cost level (in local currencies) for gold in major consuming nations.

Any of these risks could result in damage to, or destruction of, our mining properties or production facilities, personal injury, environmental damage, delays in mining or processing, losses or possible legal liability. Any prolonged downtime or shutdowns at our mining properties or production facilities could have a material adverse effect on us.

Any drop in these mineral prices would adversely impact our future revenues, profits and cash flows. In addition, sustained low mineral prices can:

- reduce revenues further by production cutbacks due to cessation of the mining of deposits or portions of deposits that have become uneconomic at the then-prevailing prices;
- halt or delay the development of new projects;
- reduce funds available for exploration, with the result that depleted minerals are not replaced

Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other things contemplated by the forward-looking statements will not occur. Forward-looking statements in this Annual Report are based on management's beliefs and opinions at the time the statements are made. The forward-looking statements contained in this Annual Report are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this Annual Report are made as of the date of this Annual Report and we undertake no obligation to publicly update or revise any forward-looking statements to reflect new information, future events or otherwise, except as required by applicable securities laws.

Corporate Overview

We were incorporated as the Helena and Livingston Smelting and Reduction Company in the State of Montana in May 1888. We changed our name to "Helena Silver Mines, Inc." in June 1970 and to "Consolidated Goldfields Corporation" in July 2006 in connection with our acquisition of Dome Copper, Inc., a Colorado corporation engaged in the mining business. At the time of the transaction, Dome Copper had fifteen projects consisting of unpatented claims and mining leases.

From July 2006 to December 2014, we were an independent exploration stage mining company in the business of acquiring, exploring and developing mineral natural resource properties, primarily gold and silver. From February 2010 to September 2014, we had worked with another company to develop what had been our largest asset, known as the Cahuilla project, pursuant to two earn-in agreements. The agreements provided for various financial and operational milestones for the project. Over the course of the agreement, the parties met their various obligations, including the issuance of 24,300,000 of their common shares to us, and they earned the right to acquire Cahuilla. The transfer of Cahuilla project was completed in September 2014. We were also engaged in maintaining, exploring and developing its other mineral projects. We currently have five exploration stage projects in our gold and silver property portfolio.

In January 2014, we acquired the Muskox Data Inventory from Prize Mining Corporation. The Muskox Data consists of several years' worth of work on the Ni-Cu-Pd-Pt bearing Muskox Layered Intrusion in Nunavut, Canada. The Muskox intrusion is believed to be one of the most promising targets for platinum group elements. During November 2021, the Company sold 100% of the Muskox Data. The transaction included a cash payment of $75,000 and the receipt of 100,000 warrants exercisable at CDN$0.20 for a period of three years.

In December 2014, we acquired three properties in Canada and began our strategy to become a leading producer and supplier of frac sand in Canada. The transaction included an initial cash payment of approximately $43,000 and the issuance of 7,833,334 shares of our common stock, an additional 7,833,334 shares of our common stock held in escrow to be released under certain conditions, an additional cash payment of $43,000 within the 45 days after closing and an additional cash payment of CAD$175,000 to be paid concurrently with the completion of a financing transaction by us. Since our acquisition of the frac sand properties, our immediate priorities have been to finance the developments of these properties to begin the process to bring them into production. Following this transaction, we changed our name to "Brilliant Sands Incorporated" to reflect our evolution from a junior gold-silver company to a more diversified mining company with interests in other minerals.

In December 2016, the Company and 182 Alberta entered into an Exclusivity and Delineation Regarding Potential Acquisition of Frac Sand Assets with Wayfinder to analyze and assess the potential for development of the project and the potential purchase of all right, title and interest of the preliminary proponents in the project works. Upon execution of the agreement, Wayfinder paid an exclusivity fee of $100,000 to the Company and $14,848 to 182 to obtain land access rights within the project area.

In October 2017, we entered into a Purchase and Sale Agreement with Wayfinder and 182 to sell all right, title and interest of the frac sand project works for a cash payment of CAD$1,500,000 (USD$1,199,145) upon signing and the balance CAD$2,145,768 (USD$1,715,391) was paid during July 2018.

In October 2017, the Company and 182 Alberta signed a Letter Agreement to enter into a formal agreement with Wayfinder concerning the sale of both the Company's Asset and the 182 Alberta Asset. The Company agrees to distribute CAD$1,180,000 (USD$943,327) to 182 and CAD$2,465,768 (USD$1,971,209) to the Company. Following this transaction, we changed our name to "NexGen Mining Incorporated" to focus on advancing our current exploration projects in Nevada and expand our portfolio with an advanced staged precious metal project.

In October 2021, the Company entered into a letter of inter to acquire Electrum Copper Corporation for shares of the Company's common stock. Electrum is an exploration and development company and the owner of the Candela and Don Indio Projects, both located in Mexico.

Qualified Person

Marc J. Andrews, President & CEO, is the company's nominated qualified person responsible for monitoring the supervision and quality control of the programs completed on the Company's properties. Mr. Andrews has reviewed and verified the technical information contained in this MD&A.

Factors Impacting Comparability of Our Financial Results

Our historical results of operations are not indicative of results of operations and cash flows to be expected in the future, principally for the following reasons:

- ***We entered into a Letter of Intent with Electrum Copper Corp. ("Electrum LOI") to acquire Electrum for shares of the Company's common stock, during October 2021.*** Electrum is an exploration and development company and the owner of the Candela and Don Indio Projects, both located in Mexico.

Critical Accounting Policies

See Note 2 to the financial statements contained in the Annual Report dated December 31, 2023 for a complete summary of the significant accounting policies used in the presentation of our financial statements. The summary is presented to assist the reading in understanding the financial statements. The financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America "U.S. GAAP".

Our critical accounting policies are as follows:

Mineral Exploration and Development Costs

All exploration expenditures are expensed as incurred. Expenditures to develop new mines, to define further mineralization in existing ore bodies, and to expand the capacity of operating mines, are currently expensed and will be capitalized and amortized on a unit of production basis over proven and probable reserves when and if we have proven and probable reserves.

Review of Carrying Value of Property for Impairment

Mineral properties and exploration assets are assessed annually for impairment. If it is determined that the undiscounted expected future cash flows from the asset are less that the asset's carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of the asset. Factors considered by management in performing the assessment include current operating results, trends and prospects, the manner in which the property is used, and the effects of obsolescence, demand, competition, and other economic factors.

Revenue Recognition

Revenue is recognized when the services are rendered and collection of payment is deemed probable.

Recently Issued Accounting Standards

Accounting standards that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption. The Company does not discuss recent pronouncements that are not anticipated to have an impact on or are unrelated to its financial condition, results of operations, cash flows or disclosures.

Results of Operations

For the Years Ended December 31, 2023 and 2022

Operating Expenses (Income). Total operating expenses decreased $188,835 or 30.5% to $429,539 for the year ended December 31, 2023, as compared to operating expense of $618,374 for the year ended December 31, 2022. The decrease was primarily due to legal fees in relation to the delay of the ongoing lawsuit and the LOI to acquire Electrum Copper Corp. See Note 8 of the Annual Financial Statements.

Other Income (Expense). Other expense increased $28,057, or 247.8% to $39,375 for the year ended December 31, 2023, as compared to other expense of $11,318 for the year ended December 31, 2022. The increase was primarily related to the accrued interest on the outstanding note.

Exploration Expense. Exploration expenses was unchanged for the years ended December 31, 2023 and 2022. This was due to the temporary halt in exploration activities and consistent land holding fees.

Payroll and related expenses. Payroll and related expenses decreased $6,258, or 2.87%, to $211,697 for the year ended December 31, 2023 from $217,955 for the year ended December 31, 2022. This was primarily due to timing of payroll taxes.

Professional fees and consulting. Professional fees and consulting decreased approximately $178,888, or 47.46%, to $197,967 for the year ended December 31, 2023 from $376,855 for the year ended December 31, 2022. The decrease was due to legal fees for the delay in the lawsuit and the LOI to acquire Electrum Copper. See Note 8 of the Annual Financial Statements.

General and Administrative. General and administrative expenses increased $5,133, or 37.1%, to $19,622 for the year ended December 31, 2023 from $14,311 for the year ended December 31, 2022. The increase was primarily due to timing of annual corporate expenses.

Liquidity and Capital Resources

As of the date of this Annual Report, there is limited historical financial information regarding our company upon which to base an evaluation of our performance.

Development of our properties and plans for further growth of the company depend on our ability to obtain additional capital through the issuance of additional debt or equity and through the generation of revenue. None of our properties have commenced commercial production, and we have no history of earnings or cash flow from our operations. While we may attempt to generate additional working capital through the operation, development, sale or possible joint venture development of our properties, there is no assurance that any such activity will generate funds that will be available for operations.

At December 31, 2023, we had cash of $2,158 and total current assets of approximately $10K. We are currently spending between $1,000 and $5,000 per month for our ongoing corporate functions. In addition, the Company has entered into a LOI to acquire Electrum Copper Corp., an exploration and development company, and owner of the Candela and Don Indio projects located in Mexico.

As of the date of this Annual Report, we do not believe that we have sufficient working capital to conduct preliminary exploration programs and to satisfy our cash requirements for the twelve months following the date of this Annual Report. We will need to obtain additional funds, either through equity offerings or debt, to fund our general and administrative expenses, and conduct exploration programs on our properties. Failure to obtain such additional financing will result in the loss by us of our interests in our mineral properties. We have no agreements or understandings with any person for additional financing.

Net cash used by operating activities increased to $369,689 during the year ended December 31, 2023, from approximately $317,062 during the year ended December 31, 2022. A significant component of cash provided by (used in) operating activities was the increase in accrued payables, interest and payroll.

Net cash provided by investing activities primarily relate to capital expenditures relating to mineral interests. Net cash provided by investing activities decreased to $5,000 during the year ended December 31, 2023, from approximately $20,000 during the year ended December 31, 2022. This was due to the termination of the Four Mile Basin lease and the sale of the Four Mile Basin project.

Off-Balance Sheet Arrangements

As of the years ended December 31, 2023 and 2022, we did not have any off-balance sheet arrangements.

Business Strategy

We intend to use the significant mining industry experience of our management team to take advantage of what we believe are favorable, long-term market dynamics as we execute our growth strategy, which includes the acquisition of an advanced stage precious and strategic metal project.

We may selectively pursue favorable acquisitions in our areas of operation that we believe will allow us to realize growth and operational efficiencies. We also intend to maintain financial strength and flexibility to enable us to pursue our growth strategy, including acquisitions, organic growth and asset optimization opportunities as they arise.

The Projects

Gold and Silver Projects

Our gold and silver property portfolio is comprised of five projects in Nevada.

Paradise
The Paradise project consists of 9 unpatented mining claims encompassing 180 acres located in Nye County, Nevada which are 100% owned by the Company. The claims cover areas of historic drilling conducted in the late 1980's and early 90's by FMC (operator of the Paradise Peak mine). Past production adjacent to our project is 1.6 million ounces of gold and 22 million ounces of silver (20.6 million tons @ 0.069 opt gold and 1.9 opt silver).

The Paradise Peak Mine model was previously explored as a caldera with deposits clustered around the margins of the ring faults. Recent work in the district suggests a more complex system with overlapping alteration and mineralization systems from nearby intrusives such as the Sullivan porphyry.

The company's claims host mineralization reportedly similar to the Paradise Peak Mine. Outcrop is limited with shallow alluvial cover reported to be from 10 to 100 feet thick. The company was able to review historic summary drill reports from FMC and believes that many additional targets exist on the company's claims and throughout this highly prolific, precious metals district.

Surrounding areas of resources (non 43-101 compliant) include the Sullivan mine at ~20 million tons grading 0.3% copper and 0.03 opt (1 g/t) gold and several peripheral pits that may contain up to 350,000 ounces of gold with additional silver credits. Other nearby past producers include the Santa Fe/Cal Neva operated by Homestake (~350,000 ounces gold, 700,000 silver) and Rawhide operated by Kennecott (~1.3 million ounces gold, 15 million ounces silver). Exploration expenses for the Paradise project were nil for the years ended December 31, 2023 and 2022.

Old Dominion

The Old Dominion project consists of 10 unpatented mining claims encompassing 200 acres located in Washoe County, Nevada which are 100% owned by the Company. The claims cover multiple veins along a structural corridor hosted in Tertiary volcanic rocks. Historic drilling conducted by Battle Mountain Gold, Goldfields and Lac Minerals intersected up to 0.50 opt gold; but thus far, the company's claim block has not been drill tested. Surface sampling by previous claim owners have obtained multiple +0.03 opt gold and +1 opt silver values in surface samples throughout the claim block with values of up to 0.17 opt gold and 22.9 opt silver.

The property covers a series of structures with several historic workings. The geochemistry from the structures suggests a low sulfidation model for the property. These multiple structures can be traced for over 4,500 feet along strike. The surface expression of the structures ranges from 3 to 10 feet in width. In addition, widespread quartz-sericite alteration has been mapped at surface throughout the project.

The model and sample results support a "Fire Creek/Midas type" bonanza vein system. The surface expression of the veins suggests a similar scale with respect to contained precious metal ounces to that of the Midas and Fire Creek mines. Limited sporadic exploration has been conducted in the district. Historic production from the district is around 500,000 ounces of silver equivalent.

It is the company's intent to add to its current claim position through claim staking and possible consolidation of the district, enhancing the company's current discovery potential. The company believes this project has potential for +1 million ounces of gold and 20 million ounces of silver. Exploration expenses for the Old Dominion project were nil for the years ended December 31, 2023 and 2022.

Koegel Hills

The Koegel Hills project consists of 10 unpatented claims encompassing 200 acres located in Mineral County, Nevada which are 100% owned by the Company. The project is an extensive copper-gold bearing porphyry system manifested by intense surface alteration that extends for more than six square miles. No proven or probable reserves have been identified on the property. The Company previously held 71 unpatented mining claims and after further review, the Company decided to drop the additional 61 claims. Exploration expenses for the Koegel Hills project were nil for the years ended December 31, 2023 and 2022.

Gold Star

The Gold Star property is a high-grade precious and base metal deposit located in Mineral County, Nevada and consists of 13 unpatented lode claims.

In the project area, two types of mineralization have been encountered, free gold and copper associated with a skarn and high-grade silver-lead-zinc mineralization hosted in a major east-west trending fault zone. In 2002, the Company collected surface geochemical samples that encountered numerous gold anomalies ranging from 15 to 11,404 parts per billion or 0.333 ounces of gold per ton.

During July 2015, the Company entered into a Letter of Intent with Multiple Metals Resources Ltd., to earn-in to an equity position and option to purchase the Gold Star property.

During November 2016, the Company and MMRL entered into a Purchase Agreement with Sunvest Minerals Corporation ("Sunvest"), where MMRL has agreed to assign and transfer such earn-in and option rights to Sunvest and the Company has consented to the assignment and transfer. Sunvest Minerals Corporation changed the name of their Company to Sky Gold Corp. ("Sky Gold"). See Note 4 of the Annual Financial Statements.

Pyramid Mine

The Pyramid Mine, a high-grade silver, gold, lead and zinc project consists of five unpatented lode claims situated in Churchill County, Nevada which are 100% owned by the Company. The project is located in the Terrill Mountains and Holy Cross Mining District which is situated within the northwest trending, regional Walker Lane, structural zone. Our exploration expenses for the Pyramid Mine were nil for the years ended December 31, 2023 and 2022.

During October 2017, the Company was notified by the Bureau of Land Management that the Pyramid mining claims were designated as part of the Walker River Indian Reservation. All right, title, and interest in the land was conveyed to the Department of Interior, Bureau of Indian Affairs. See Note 4 of the Annual Financial Statements.

Four Mile Basin

The Four Mile Basin property is located in Nye County, Nevada. The Company owns a 100% interest in two unpatented claims that are surrounded by another mining company that controls an extensive land position throughout the district. The claims encompass a substantial hot springs system that is characterized by prevalent surface sinter and feeder veins composed of quartz replacing calcite. The vein system is manifest as a prominent northwest trending topographic high that can be traced for a strike length of greater than 6,000 feet. Strongly anomalous gold mineralization has been encountered throughout the surface sinter and feeder veins.

During October 2018, the Company entered into an Exploration and Mining Lease Agreement with La Questa International, Inc. During August 2023, La Cuesta International, Inc notified the Company they were terminating the Exploration and Mining Lease Agreement.

During October 2023, Bull Mountain Resources, LLC ("BMR") extended an offer to purchase the Four Mile Basin project for a cash payment of $5,000 upon closing, payment received November 2023, with a 1% NSR, with a payment cap of $2,000,000. See Note 4 of the Annual Financial Statements.

Environmental and Occupational Health and Safety Regulations

We will be subject to stringent and complex laws and regulations governing the discharge of materials into the environment or otherwise relating to protection of worker health, safety and the environment. These regulations include compliance obligations for air emissions, water quality, wastewater discharges and solid and hazardous waste disposal, as well as regulations designed for the protection of worker health and safety and threatened or endangered species. Compliance with these environmental laws and regulations may expose us to significant costs and liabilities and cause us to incur significant capital expenditures in our operations.

We may be obligated to obtain permits or approvals in our operations from various federal, state and local authorities. These permits and approvals can be denied or delayed, which may cause us to delay or interrupt our operations and limit our growth and revenue. Moreover, failure to comply with these laws and regulations may result in the assessment of administrative, civil and criminal penalties, imposition of remedial obligations, and the issuance of injunctions delaying or prohibiting operations. Private parties may also have the right to pursue legal actions to enforce compliance as well as to seek damages for non-compliance with environmental laws and regulations or for personal injury or property damage. There is no assurance that this degree of compliance will continue in the future. In addition, the clear trend in environmental regulation is to place more restrictions on activities that may affect the environment, and thus, any changes in, or more stringent enforcement of, these laws and regulations that result in more stringent and costly pollution control equipment, waste handling, storage, transport, disposal or remediation requirements could have a material adverse effect on our operations and financial position.