

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

NexGen Mining Incorporated

A Montana Corporation
3983 S. McCarran Blvd, Ste 458
Reno, NV 89502

775-250-0577
nxgminc.com
marc@nxgminc.com
NAICS Code: 21 (Mining)
SIC Code: 1040 (Gold & Silver Mining)

Quarterly Report

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

Outstanding Shares

The number of shares outstanding of our Common Stock was:

32,767,949 as of March 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:

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

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

¹ "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)

The name of the issuer is NexGen Mining Incorporated

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

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.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer’s current standing in its state of incorporation (e.g. active, default, inactive):

NexGen Mining Incorporated was incorporated in the State of Montana on May 25, 1888. Our current standing is active.

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

N/A

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

N/A

The address(es) of the issuer’s principal executive office:

**3983 S. McCarran Blvd, Ste 458
Reno, NV 89502**

The address(es) 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: 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: March 31, 2023
Total shares outstanding:	32,767,949 as of date: March 31, 2023
Total number of shareholders of record:	647 as of date: March 31, 2023

All additional class(es) of publicly quoted or traded securities (if any):

Trading symbol:	N/A
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____
Total number of shareholders of record:	_____ as of date: _____

Other classes of authorized or outstanding equity securities:

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). 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
CUSIP (if applicable):	N/A
Par or stated value:	\$0.10
Total shares authorized:	15,000,000 as of date: March 31, 2023
Total shares outstanding (if applicable):	0 as of date: March 31, 2023
Total number of shareholders of record (if applicable):	0 as of date: March 31, 2023

Exact title and class of the security:	N/A
CUSIP (if applicable):	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding (if applicable):	_____ as of date: _____
Total number of shareholders of record (if applicable):	_____ as of date: _____

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

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

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

Shares Outstanding as of Second Most Recent Fiscal Year End:			*Right-click the rows below and select "Insert" to add rows as needed.						
Opening Balance									
Date 12/31/2020			Common: 23,002,949 Preferred: 15,000,000						
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.
01/06/2021	New issuance	500,000	Common	\$0.05	Yes	Lucas Lansing	Cash	Restricted	Rule 144
01/06/2021	New issuance	500,000	Common	\$0.05	Yes	Mark Bishop	Cash	Restricted	Rule 144
01/06/2021	New issuance	600,000	Common	\$0.05	Yes	Carl Lipe	Cash	Restricted	Rule 144
07/09/2021	New issuance	2,000,000	Common	\$0.05	No	Roger Peter Norwich	Cash	Restricted	Rule 144
07/09/2021	New issuance	2,000,000	Common	\$0.05	No	Ramiro Quiroga Rodriquez	Cash	Restricted	Rule 144
07/09/2021	New issuance	1,000,000	Common	\$0.05	No	Adrian Quiroga Rodriquez	Cash	Restricted	Rule 144
07/09/2021	New issuance	1,000,000	Common	\$0.05	No	Jose Martin Doria Mata	Cash	Restricted	Rule 144
07/09/2021	New issuance	800,000	Common	\$0.05	No	Edgardo Espinosa Velasco	Cash	Restricted	Rule 144
07/09/2021	New issuance	500,000	Common	\$0.05	No	Norma Seto	Cash	Restricted	Rule 144
07/09/2021	New issuance	400,000	Common	\$0.05	No	Doug DeMuth	Cash	Restricted	Rule 144
07/09/2021	New issuance	300,000	Common	\$0.05	No	Dave Seaton	Cash	Restricted	Rule 144
01/14/2022	New issuance	165,000 (1)	Common	\$0.06	No	Flinchtech Solutions LLC Heather Flinchpaugh	Marketing Services	Restricted	Rule 144
Shares Outstanding on Date of This Report:									
Ending Balance									
Date 07/27/2023			Common: 32,767,949 Preferred: 15,000,000						

Example: A company with a fiscal year end of December 31st, in addressing this item for its Quarterly Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

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.

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. <small>*You must disclose the control person(s) for any entities listed.</small>	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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. (Please 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”)

NexGen Mining Incorporated is engaged in the acquisition, exploration and development of mining properties.

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

5) Issuer's Facilities

The goal of this section is to provide a potential investor 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, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

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

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuer's securities, or any person that performs a similar function, regardless of the number of shares they own. **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 in the note section.**

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 an investor 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 shareholders.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	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%	
Thomas K. Mancuso	Former Managing Director – Shareholder – Resigned on January 11, 2021	Reno, Nevada	1,428,599	Common	4.3%	
Lane Griffin	Former VP Exploration/Secretary – Shareholder – Resigned on April 26, 2021	Richland, Washington	16,668	Common	Less than 1%	
Feisal Somji	Owner of more than 5% - Former Chairman of the Board – Resigned on September 27, 2019	Calgary, Alberta	9,575,002	Common	29.2%	

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. 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, or banking activities;

N/A

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

N/A

4. The entry 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

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 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 an 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 is ongoing.

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.

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:

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) Financial Statements

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

- IFRS
 U.S. GAAP

B. The following financial statements were prepared by (name of individual)²:

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

² 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.

Describe the qualifications of the person or persons who prepared the financial statements: 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 financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

10) Issuer Certification

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.

July 27, 2023

/s/ Marc J. Andrews

(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.

July 27, 2023

/s/ Kim Neal

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



NexGen Mining Incorporated

Financial Statements

For the Three Months Ended March 31, 2023 and 2022

NEXGEN MINING INCORPORATED
BALANCE SHEETS

	<u>March 31</u> <u>2023</u>	<u>December 31,</u> <u>2022</u>
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 1,095	\$ 1,847
Prepays and other assets	1,375	2,750
Deposits	<u>5,000</u>	<u>5,000</u>
Total Current Assets	7,470	9,597
OTHER ASSETS		
Investment in equity securities	<u>8,648</u>	<u>4,862</u>
Total Other Assets	<u>8,648</u>	<u>4,862</u>
TOTAL ASSETS	<u>\$ 16,118</u>	<u>\$ 14,459</u>
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 201,043	\$ 175,352
Accrued payroll liabilities	321,515	266,574
Notes payable	320,000	185,000
Accrued interest	5,878	4,286
Payables to related parties	<u>7,783</u>	<u>7,783</u>
Total Current Liabilities	<u>856,219</u>	<u>638,995</u>
TOTAL LIABILITIES	<u>856,219</u>	<u>638,995</u>
COMMITMENTS AND CONTINGENCIES (Note 4 and 10)		
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	<u>(8,426,312)</u>	<u>(8,210,747)</u>
Total Stockholders' Equity (Deficit)	<u>(840,101)</u>	<u>(624,536)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u>\$ 16,118</u>	<u>\$ 14,459</u>

The accompanying notes are an integral part of these financial statements

NEXGEN MINING INCORPORATED
STATEMENTS OF OPERATIONS

	For the three months ended	
	March 31,	
	<u>2023</u>	<u>2022</u>
OPERATING EXPENSES		
Exploration expense	\$ -	\$ -
Payroll and related expenses	54,941	56,870
Professional fees and consulting	154,704	94,143
General and administrative	8,114	2,530
Gain on mineral properties and interests (Note 4)	-	-
Loss on sale of mineral data held for sale	-	-
TOTAL OPERATING EXPENSES	<u>217,759</u>	<u>153,543</u>
LOSS FROM OPERATIONS	<u>(217,759)</u>	<u>(153,543)</u>
OTHER INCOME (EXPENSE)		
Other income (expense)	(1,593)	0
Gain/loss on equity securities	3,787	(2,119)
TOTAL OTHER INCOME (EXPENSE)	<u>2,194</u>	<u>(2,119)</u>
NET LOSS	<u>\$ (215,565)</u>	<u>\$ (155,662)</u>
NET LOSS PER COMMON SHARE, BASIC AND DILUTED	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>
WEIGHTED AVERAGE NUMBER OF COMMON STOCK SHARES OUTSTANDING, BASIC AND DILUTED	<u>32,767,949</u>	<u>32,742,282</u>

The accompanying notes are an integral part of these financial statements

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

	Common Stock		Additional Paid in Capital	Common Stock to be Issued	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount				
Balance, December 31, 2021	<u>32,602,949</u>	<u>\$ 32,603</u>	<u>\$ 7,543,708</u>	<u>\$ -</u>	<u>\$ (7,581,055)</u>	<u>\$ (4,744)</u>
Issuance of common stock for:						
Marketing support	165,000	165	9,735	-	-	9,900
Net loss	-	-	-	-	(629,692)	(629,692)
Balance, December 31, 2022	<u>32,767,949</u>	<u>\$ 32,768</u>	<u>\$ 7,553,443</u>	<u>\$ -</u>	<u>\$ (8,210,747)</u>	<u>\$ (624,536)</u>
Issuance of common stock for:						
Net loss	-	-	-	-	(215,565)	(215,565)
Balance, March 31, 2023	<u>32,767,949</u>	<u>\$ 32,768</u>	<u>\$ 7,553,443</u>	<u>\$ -</u>	<u>\$ (8,426,312)</u>	<u>\$ (840,101)</u>

The accompanying notes are an integral part of these financial statements

NEXGEN MINING INCORPORATED
STATEMENTS OF CASH FLOWS

	For the three months ended	
	March 31, 2023	March 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	\$ (215,565)	\$ (155,662)
Adjustments to reconcile net loss to net cash provided (used) by operating activities:		
Loss on mineral property and interests	-	-
Loss on sale of mineral data held for sale	-	-
Loss on equity securities	(3,787)	2,119
Changes in operating assets and liabilities		
Decrease (increase) in:		
Prepays and other assets	1,375	(2,786)
Increase (decrease) in:		
Accounts payable and accrued liabilities	25,691	38,760
Accrued payroll liabilities	54,941	28,783
Accrued interest	1,593	-
Payables to related parties	-	-
Net cash used by operating activities	<u>(135,752)</u>	<u>(88,786)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from mineral properties - Four Mile	-	-
Net cash provided by investing activities	<u>-</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Common stock issued for cash	-	-
Proceeds from notes payable, related parties	135,000	-
Payments on notes payable, related parties	-	-
Net cash provided by financing activities	<u>135,000</u>	<u>-</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(752)	(88,786)
Cash and cash equivalents at beginning of year	1,847	113,909
Cash and cash equivalents at end of year	<u>\$ 1,095</u>	<u>\$ 25,123</u>
Supplemental cash flow information:		
Interest paid	\$ -	\$ -
Noncash investing and financing activities:		
Common stock issued for marketing support	\$ -	\$ -

The accompanying notes are an integral part of these financial statements

NEXGEN MINING INCORPORATED
NOTES TO THE 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

Basis of Presentation

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”).

Going Concern

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 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 March 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.

Use of Estimates

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 potential impairment of mineral data held for sale and 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.

NEXGEN MINING INCORPORATED
NOTES TO THE FINANCIAL STATEMENTS

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.

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 7) were excluded from the computation of diluted earnings per share for the three months ended March 31, 2023 and at December 31, 2022 because they were anti-dilutive.

Investments

Equity securities of investments, including stock purchase warrants, in which the Company owns less than 20% and/or has no significant influence are generally measured at fair value. Gains and losses for equity securities are included in earnings. Upon sale of an equity security, the gain or loss is recognized in earnings.

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 is the same as their fair value for the three months ended March 31, 2023 and at December 31, 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. Mineral interests are periodically assessed for

NEXGEN MINING INCORPORATED
NOTES TO THE FINANCIAL STATEMENTS

impairment of value and any subsequent losses are charged to operations at the time of impairment.

If a mineral interest is abandoned or sold, its capitalized costs are charged to operations. Consideration received by the Company pursuant to joint ventures or purchase option agreements is applied against the carrying value of the related mineral 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.

Provision for 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.

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

NEXGEN MINING INCORPORATED
NOTES TO THE FINANCIAL STATEMENTS

obligations or accrued remediation costs as of the three months ended March 31, 2023 and at December 31, 2022.

Recent Accounting Pronouncements

Accounting standards that have been issued or proposed by Financial Accounting Standards Board that do not require adoption until a future date are not expected to have a material impact on the 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.

NOTE 3 – INVESTMENTS IN EQUITY SECURITIES

Prior to 2021, the Company received a total of 20,000 shares of Sky Gold Corp (“Sky Gold”) common stock for the Gold Star property (see Note 4). 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.

As of the three months ended March 31, 2023 and 2022, the Company’s investment in Sky Gold was adjusted to fair value of \$418 and \$961, respectively. The fair value calculation is based on Level 1 input under the fair value hierarchy.

On November 22, 2021, the Company received 100,000 warrants from SPC Nickel as part of the purchase price of the MuskoX Data (see Note 5). The warrants were recorded at fair value of \$5,300 using the Black Sholes pricing model.

The warrants had a fair value of \$4,419 and \$10,563 at December 31, 2022 and 2021, respectively. The Company recognized gain (loss) on change of fair value of \$(6,144) and \$5,263, 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, 2022	December 31, 2021	November 22, 2021
Trading price of SPC Nickel	\$0.044 US	\$0.106 US	\$0.075 US
Exercise price (CAD)	\$0.20 CAD	\$0.20 CAD	\$0.20 CAD
Exercise price (USD)	\$0.148 USD	\$0.158 USD	\$0.158 USD
Dividend yield	0.00%	0.00%	0.00%
Expected volatility	110.76%	107.09%	100.69%
Risk-free interest rate	4.41%	0.97%	0.95%
Expected life (years)	1.9	3.0	3.0

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

NEXGEN MINING INCORPORATED
NOTES TO THE FINANCIAL STATEMENTS

For the three months ended March 31, 2023 and 2022, the Company's investment in SPC Nickel was adjusted to fair value of \$8,230 and \$8,813, respectively. The fair value calculation is based on Level 1 input under the fair value hierarchy.

NOTE 4 – MINERAL PROPERTIES AND INTERESTS

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

	March 31, 2023	December 31, 2022
Four Mile Basin	\$ -	\$ 20,000
Pyramid Mine	-	(24,000)
	\$ -	\$ (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.

Lease payments for the property are outlined below:

- On signing of the agreement: waived
- On or prior to each anniversary date:
 - 1st: \$2,000 (payment received October 2019 and recognized as gain on mineral properties and interest, net on the statement of operations)
 - 2nd: \$10,000 (payment received October 2020)
 - 3rd: \$15,000 (payment received October 2021)
 - 4th: \$20,000 (payment received October 2022)
 - 5th and thereafter: \$25,000

The 2022 and 2021 lease payments received of \$20,000 and \$15,000, respectively, were recognized as gain on mineral properties and interest on the statement of operations for the years ended December 31, 2022 and 2021, respectively.

The lease also requires minimum work commitments on or prior to each anniversary date as follows:

- 1st: waived
- 2nd: \$5,000
- 3rd: \$10,000
- 4th: \$15,000
- 5th and thereafter: \$20,000

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All work expenditures made by Lessor during any lease year in excess of the work commitment expenditures required for such lease year shall be credited against work commitment requirements for any subsequent lease year.

The Four Mile Basin project has no carrying value for financial statements purposes for the three months ended March 31, 2023 and 2022.

Gold Star

In 2016, the Company, as Seller, entered into a purchase agreement with Sky Gold Corp. (“Sky Gold”), whereby Sky Gold has the right to acquire an undivided 40% interest in the Gold Star property, an earn-in right and option right as follows:

- 1st anniversary: \$20,000 cash payment for a 60% ownership (\$10,000 advance payment received January 2017 and balance received June 2017 - total of \$20,000).
- 2nd anniversary: \$25,000 cash payment for an 80% ownership (payment received in June 2018).

In consideration of such consent, Sky Gold delivered the following share consideration to the Company:

- On or before that date which is 12 months from the approval date an additional 10,000 Sky Gold shares of common stock – (received January 2018 with a fair value of \$7,252).
- On or before that date which is 24 months from the approval date an additional 5,000 Sky Gold shares of common stock – (received February 2019 with a fair value of \$1,500).
- On or before that date which is 36 months from the approval date an additional 5,000 Sky Gold shares of common stock (received February 2020 with a fair value of \$339).
- The agreement also requires minimum work commitments of \$5,000 to be completed on the property per year during the earn-in.

The Gold Star project has no carrying value for financial statements purposes for the three months ended March 31, 2023 and 2022. All amounts received, if any, will be recognized as gain on mineral properties and interest in 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. As of August 2021, the Company has made no progress with the Department of Interior and is actively seeking a buyer for the project. At December 31, 2021, the carrying value

NEXGEN MINING INCORPORATED
NOTES TO THE FINANCIAL STATEMENTS

of the mineral interest, \$24,000, was presented as an asset held for sale on the balance sheet. At December 31, 2022, the Company has recognized a full impairment loss of \$24,000 for this property as management does not believe it will recover its carrying value.

NOTE 5 – SALE OF MINERAL DATA

The Company acquired the Muskox Data (the “Data”) from Prize Mining Corporation. At the time of the acquisition, the Company’s former Chairman of the Board, Mr. Somji, was the former CEO/director of Prize Mining Corporation. The Data consists of documentation of work on the Muskox Intrusion in Nunavut, Canada. The Company did not own the mineral rights associated with the Data. The carrying value of the data was \$125,000 at December 31, 2020.

During November 2021, the Company entered into a Purchase and Sale Agreement with SPC Nickel Corporation, (“SPC”) to acquire 100% right, title and interest in the Muskox Data. The settlement of purchase price is outlined below:

- At closing, a cash payment of \$75,000 USD
- 100,000 SPC warrants, each share purchase warrant exercisable into one common share at a price of \$0.20 CAD for a period of three (3) years from the effective date. The warrants had a fair value of \$5,300 on the date received (see Note 3).

Total consideration was \$80,300. The Company recognized a loss of \$44,700 on the sale of mineral data during the year ended December 31, 2021.

NOTE 6 – NOTES PAYABLE

On May 4, 2020, the Company received a \$50,000 loan under the Paycheck Protection Program (“PPP”). The interest rate is one percent (1%) with a maturity date of 2 years. Loan payments are deferred for six (6) months, with no collateral or personal guarantees or fees. On January 11, 2021, the Company received notice that full forgiveness of the loan was approved and recognized a gain on forgiveness of \$50,000.

On January 8, 2021, Thomas K. Mancuso, former Managing Director, loaned the Company \$5,000 for general corporate purposes. The loan bore interest at a rate of 10% per annum and matured on July 8, 2021. The loan was paid in full, plus interest, on June 28, 2021 in the amount of \$5,242.

On March 18, 2021, Feisal Somji, former Chairman of the Board, loaned the Company \$5,000 for legal purposes. The loan bore interest at a rate of 10% per annum and matured on September 18, 2021. The loan was paid in full on July 29, 2021 in the amount of \$5,189.

On November 22, 2022, Feisal Somji loaned the Company \$10,035 for legal purposes. The loan was paid in full on December 16, 2022 in the amount of \$10,035.

During 2022, the Company has received loans from Electrum Copper Corporation (“Electrum”) totaling \$185,000 for general corporate and legal purposes. The loan accrues interest at a rate of 6% per annum, compounding semiannually. The loan is payable on demand except no demand

NEXGEN MINING INCORPORATED
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may be made prior to six months after closing of the Company's transaction with Electrum (see Note 10) and June 2, 2024. The loans are collateralized by the Company's Koegel Hills mineral interest. Accrued interest at December 31, 2022 was \$4,286.

On January 26, 2023 and February 8, 2023, Fly R & F, a company associated with Feisal Somji, loaned the Company \$25,000 and \$70,000, respectively. The loan bears interest at a rate of 10% per annum.

In 2023, the Company has received an additional loan from Electrum totaling \$25,000 for general corporate and legal purposes. The loan accrues interest at a rate of 6% per annum, compounding semiannually.

On February 27, 2023, Paul Klemke, partner in the investment bank overseeing the merger with Electrum, loaned the Company \$15,000 for legal purposes. The loan bears interest at a rate of 10% per annum.

NOTE 7 – 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 three months ending March 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 three months ended March 31, 2023 and at December 31, 2022, the Company has 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 three months ended March 31, 2023 and at December 31, 2022:

	Number of Shares	Weighted Average Exercise Price
Outstanding at December 31, 2021	2,858,342	\$ 0.11

NEXGEN MINING INCORPORATED
NOTES TO THE FINANCIAL STATEMENTS

Granted	-	-
Exercised	-	-
Expired	-	-
Outstanding at December 31, 2022	2,858,342	\$ 0.11
Granted	-	-
Exercised	-	-
Expired	(125,004)	1.05
Outstanding and exercisable March 31, 2023	2,733,338	\$ 0.07

The weighted average remaining contractual term of the options granted during the three months ended March 31, 2023 is 6.34 years. All of the options are fully vested. At March 31, 2023, the stock options had no intrinsic value based upon the trading price of the Company's stock on that date.

NOTE 8 – RELATED PARTY TRANSACTIONS

In addition to related party transactions disclosed in Notes 4 and 5, the following transactions have occurred:

Employment Agreements

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

Accrued payroll and Company related taxes for the three months ended March 31, 2023 and 2022 are as follows:

	2023	2022
Thomas Mancuso, former Managing Director (see Note 10)	\$ 32,000	\$ 32,000
Marc Andrews, President and CEO	160,000	60,000
Kim Neal, VP Finance	106,667	40,000
Payroll taxes	22,848	10,098
	\$ 321,515	\$ 142,098

Payables to Related Parties

At March 31, 2023, the Company has payables totaling \$7,783 to its two officers for reimbursement of expenses.

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.

NEXGEN MINING INCORPORATED
NOTES TO THE FINANCIAL STATEMENTS

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 at March 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 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 JMX LOI. The lawsuit is ongoing as of May 2023. JMX has asserted counterclaims against the Company and its president alleging a conspiracy to disrupt the project. The lawsuit is ongoing as of May 2023 with a trial anticipated in late 2023 or 2024. The Company cannot predict the outcome of this lawsuit or estimate damages if JMX were to prevail. The Company believes the counterclaim is without merit and intends to vigorously defend its claim.

During February 2023, the Company has accepted an Offer of Judgement to settle with Mr. Mancuso. In consideration of the settlement, Mr. Mancuso hereby discharges and releases the Company, and waives 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 substantially,
- The Company anticipates the closing of the Offer of Judgement during the second quarter of 2023.

On October 22, 2021, the Company entered into a Letter of Intent (“Electrum LOI”) to acquire Electrum for shares of the Company’s common stock. 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 will be appointed as the Vice President of Business Development; and
- Kim Neal will be appointed as Controller.

NEXGEN MINING INCORPORATED
NOTES TO THE FINANCIAL STATEMENTS

The Company has since entered into three Amendments to the LOI that extend the expiration date to June 30, 2023 and provide for secured Bridge Loans totaling \$300,000. The repayment of the Bridge Loans will be secured by the grant by the Company a security interest and mortgage over the rights of the Company in and to the Koegel Hills project.

The Company is currently working on terms of the agreement and anticipates the closing of the transaction during the second quarter of 2023.

NOTE 10 – SUBSEQUENT EVENTS

The Company has assessed the impact of subsequent events that have occurred through May 3, 2023.



NexGen Mining Incorporated

NexGen Mining Incorporated

Management's Discussion and Analysis
For the Three Months Ended March 31, 2023 and 2022

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NexGen Mining Incorporated

Management's Discussion and Analysis

For the three months ended March 31, 2023 and 2022

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 three months ended March 31, 2023 and 2022 and should be read in conjunction with the unaudited 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 Quarterly 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;

NexGen Mining Incorporated

Management's Discussion and Analysis

For the three months ended March 31, 2023 and 2022

- 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;

NexGen Mining Incorporated

Management's Discussion and Analysis

For the three months ended March 31, 2023 and 2022

- 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 Quarterly Report are based on management's beliefs and opinions at the time the statements are made. The forward-looking statements contained in this Quarterly Report are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this Quarterly Report are made as of the date of this Quarterly 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.

NexGen Mining Incorporated

Management's Discussion and Analysis

For the three months ended March 31, 2023 and 2022

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 four 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.

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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, 2022 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:

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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 than 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 Three Months Ended March 31, 2023 and 2022

Operating Expenses (Income). Total operating expenses increased \$64,216 or 41.8% to \$217,759 for the three months ended March 31, 2023, as compared to operating expense of \$153,543 for the three months ended March 31, 2022. The increase was primarily due to legal fees in relation to the ongoing lawsuit and the LOI to acquire Electrum Copper Corp. See Note 9 of the Quarterly Financial Statements.

Other Income (Expense). Other expense increased \$4,313, or 203% to \$2,194 for the three months ended March 31, 2023 from \$(2,119) for the three months ended March 31, 2022. The increase was primarily related to the gain on equity securities.

Exploration Expense. Exploration expenses remained the same at nil for the three months ended March 31, 2023 and 2022. This was due to the temporary halt in exploration activities and consistent land holding fees

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Payroll and related expenses. Payroll and related expenses decreased \$1,929, or 3.3%, to \$54,941 for the three months ended March 31, 2023 from \$56,870 for the three months ended March 31, 2022. This was primarily due to timing of payroll taxes.

Professional fees and consulting. Professional fees and consulting increased approximately \$60,561, or 64.3%, to \$154,704 for the three months ended March 31, 2023 from \$94,143 for the three months ended March 31, 2022. The increase was due to legal fees for the ongoing lawsuit and the LOI to acquire Electrum Copper. See Note 9 of the Quarterly Financial Statements.

General and Administrative. General and administrative expenses increased \$5,584, or 220.7%, to \$8,114 for the three months ended March 31, 2023 from \$2,530 for the three months ended March 31, 2022. The increase was primarily due to timing of annual corporate expenses.

Liquidity and Capital Resources

As of the date of this Quarterly 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 has 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 March 31, 2023, we had cash of \$1,095 and total current assets of approximately \$16K. We are currently spending between \$5,000 and \$10,000 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 Quarterly 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 Quarterly 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 decreased to \$135,752 during the three months ended March 31, 2023, from approximately \$88,786 during the three months ended March 31, 2022. A significant component of cash provided by (used in) operating activities was the increase in accrued payables and payroll.

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Net cash provided by investing activities primarily relate to capital expenditures relating to mineral interests. Net cash provided by investing activities was approximately nil during the three months ended March 31, 2023 compared to nil during the three months ended March 31, 2022.

Off-Balance Sheet Arrangements

As of March 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 six 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

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million ounces gold, 15 million ounces silver). Exploration expenses for the Paradise project were nil for the three months ended March 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 three months ended March 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 three months ended March 31, 2023 and 2022.

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

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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. See Note 4 of the Quarterly Financial Statements.

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 Quarterly 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 three months ended March 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 Quarterly Financial Statements.

Muskox Data Inventory

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.

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In November 2021, the Company entered into a purchase and sale agreement with SPC Nickel Corporation ("SPC") to acquire 100% right, title and interest in the MuskoX Data. See Note 5 of the Quarterly 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.