

Form 45-106F6

British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

A. State the following:

Next Gen Metals Inc. (the “Company”)
101 – 2148 West 38th Avenue
Vancouver, BC, V6M 1R9
www.nextgenmetals.com
604-685-1870

Item 2: Reporting issuer status

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

The Issuer is a reporting issuer in British Columbia, Alberta and Ontario

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

Item 3: Issuer’s industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | Mining |
| Financial Services | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> securitized products issuers | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | Other (describe) |
| <input type="checkbox"/> Industrial | <u>diversified</u> |

Item 4: Insiders and promoters of non-reporting issuers

N/A

Details of distribution

Item 5: Distribution date

December 18, 2015 and December 23, 2015

Item 6: Number and type of securities

The Issuer issued 3,600,000 subscription receipts at a price of \$0.10 per subscription receipt. The subscription receipts are convertible into 3,600,000 shares and 1,800,000 warrants for no additional consideration. Each whole warrant entitles the purchaser to purchase an additional share at a purchase price of \$0.15 per share for two years.

The issuer also issued 11,306,330 subscription receipts at a price of \$0.075 per subscription receipt. The subscription receipts are convertible into 11,306,330 shares for no additional consideration.

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
ON	7	\$0.075	\$632,000
	2	\$0.10	\$110,000
QC	7	\$0.10	\$140,000
MB	6	\$0.10	\$40,000
	2	\$0.075	\$10,000
BC	2	\$0.10	\$30,000
	1	\$0.075	\$50,000
Nassau, Bahamas	4	\$0.075	\$111,975
UK	2	\$0.10	\$20,000
Florida	2	\$0.10	\$10,000
Illinois	1	\$0.10	\$5,000
California	1	\$0.10	\$5,000
Guyana	1	\$0.075	\$50,000
Total number of Purchasers	38		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$1,213,975.00

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Item 8: Information about purchasers*Instructions*

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased (subscription receipts)	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
8070954 Canada Inc. 1700-600 Boul Maisonnette Ouest Montreal, QC H3A 3J2 Michael Cuscuna, President 514-3704-4404		500,000	\$50,000	2.3 of NI 45-106	2015-12-18
Crystal Ionics Development Corporation 671 Pembina Hwy Winnipeg, MB R3M 2L6 Mark Kipnes, President 204-227-3100		50,000	\$5,000	2.3 of NI 45-106	2015-12-18
S.B.A. Enterprises 37 Ambroise Lane Winnipeg, MB R2M 5S4 Connie Dame, President 204-793-4174		50,000	\$5,000	2.3 of NI 45-106	2015-12-18
2432692 Ontario Inc. 31 King High Ave Toronto, ON M5H 3A8 Ari Toderovitz, President 647-999-9734		2,000,000	\$150,000	2.3 of NI 45-106	2015-12-18
Acker Finley Asset Management 181 University Avenue, Suite 1400 Toronto, ON M5H 3M7 Marian Buklis, Chief		4,000,000	\$300,000	2.3 of NI 45-106	2015-12-18

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased (subscription receipts)	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Compliance Officer 416-777-9005					
La Prima Investments Limited c/o 22 Silverton Avenue Toronto, ON, M3H 3E6		300,000	\$22,500	2.3 of NI 45-106	2015-12-23
The Lele Company Limited Deltec House, Lyford Cay Nassau, Bahamas Delnom Limited, Director 242-302-4100		80,000	\$6,000	2.3 of NI 45-106	2015-12-23

Commissions and finder's fees

Item 9: Commissions and finder's fees

Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)			
		Cash (Canadian \$)	Securities		Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$) Exemption relied on and date of distribution (yyyy-mm-dd)	

Jones, Gable & Co. Ltd. 1000 – 110 Yonge Street Toronto, ON,	R	\$3,500	n/a	n/a	n/a	n/a

¹ on the same terms as the purchaser units

Certificate

On behalf of the Issuer, I certify that the statements made in this report are true.

Date: December 28, 2015

Next Gen Metals Inc.

Name of Issuer (please print)

Tina Whyte, 604-685-1870

Print name, title and telephone number of person signing

"Tina Whyte"

Signature

Instruction

The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Telephone: (604) 899-6500

Toll free across Canada: 1-800-373-6393

Facsimile: (604) 899-6581