

FORM 5

QUARTERLY LISTING STATEMENT

Name of CNSX Issuer: NEXT GEN METALS INC. (the “Issuer”).

Trading Symbol: N

This Quarterly Listing Statement must be posted on or before the day on which the Issuer’s unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer’s first, second and third fiscal quarters. This statement is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNSX Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the CNSX.ca website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term “Issuer” includes the CNSX Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

First quarter ended June 30, 2014 (3 month period)

Unaudited condensed consolidated interim financial statements of the Issuer for the three month period ended June 30, 2014, as filed with the Securities Regulatory Authorities are attached to this Form 5 – Quarterly Listing Statement as Appendix A.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

With respect to related party transactions for information supplementary to that contained in the notes to the unaudited condensed consolidated interim financial statements, which are attached hereto, please refer to management discussion and Analysis ("MD&A") for the three month period ended June 30, 2014 as filed with the Securities Regulatory authorities and attached to this Form 5 as Appendix B

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

- (a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
Apr. 23/14	Common shares	Exercise of warrants	210,000	\$0.38	\$79,800	Cash	Related	N/A
June 24/14	Common shares	Shares for Services	36,000	\$0.145 (deemed)	N/A	N/A	Not related	N/A
May 30/14	Common shares	Shares for services	77,931	\$0.145 (deemed)	NA/	N/A	Not related	N/A

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
Apr 21/14	20,000		Consultant	\$0.25	Apr. 21/19	\$0.25

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

The authorized share capital consists of an unlimited number of common shares without par value.

(b) number and recorded value for shares issued and outstanding,

17,778,183 common shares were issued and outstanding as at June 30, 2014 valued at \$2,755,618.

- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

456,667 warrants at an exercise price of \$0.38 expiring on September 26, 2015

667,667 warrants at an exercise price of \$0.45 expiring on September 26, 2015

667,667 warrants at an exercise price of \$0.53 expiring on September 26, 2015

667,667 warrants at an exercise price of \$0.75 expiring on September 26, 2015

880,000 stock options at an exercise price of \$0.11 expiring on Feb. 26, 2019

616,667 stock options at an exercise price of \$0.38 expiring on August 9 2016

133,000 stock options at an exercise price of \$0.24 expiring on Sept. 7, 2016

800,000 stock options at an exercise price of \$0.11 expiring on Feb 26, 2019

50,000 stock options with an exercise price of \$0.21 expiring on March 12, 2019

25,000 stock options with an exercise price of \$0.25 expiring on March 17, 2019

50,000 stock options with an exercise price of \$0.25 expiring on April 17, 2019

20,000 stock options with an exercise price of \$0.25 expiring on April 21, 2019

- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

none

4. **List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.**

Harry Barr	Director, President & CEO
Kevin Lawrence	Director
Gary Moore	Director
John Londry	Director
John Oness	COO
Robert Guanzon	CFO
Tina Whyte	Corporate Secretary

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

MD&A for the three months ended June 30, 2014 is attached hereto as Schedule "A"

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated August 28, 2014.

Harry Barr
Name of Director or Senior
Officer

"Harry Barr"
Signature

President & CEO
Official Capacity

Issuer Details	For the Quarter ended	Date of Report YY/MM/DD
Name of Issuer		
Next Gen Metals Inc.	June 30, 2014	28-08-14
Issuer Address		
650-555 West 12th Avenue		

City/Province/Postal Code Vancouver, BC V5Z 3X7	Issuer Fax No. (604) 685-8045	Issuer Telephone No. (604) 685-1870
Contact Name Harry Barr	Contact Position President & CEO	Contact Telephone No. (604) 685-8045
Contact Email Address info@nextgenmetalsinc.com	Web Site Address www.nextgenmetalsinc.com	