UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 40-F

(Check One)

[ ] Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934

or

[X] Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended **December 31, 2019**

Commission file number **001-38072**

NexGen Energy Ltd.

(Exact name of registrant as specified in its charter)

British Columbia, Canada	**1090**	**Not Applicable**
(Province or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number (if applicable))	(I.R.S. Employer Identification Number (if Applicable))

Suite 3150, 1021 West Hastings Street
Vancouver, B.C., Canada V6E 0C3
(604) 428-4112
(Address and Telephone Number of Registrant's Principal Executive Offices)

Puglisi & Associates
850 Library Avenue, Suite 204, Newark, Delaware 19711
(302) 738-6680
(Name, Address (Including Zip Code) and Telephone Number
(Including Area Code) of Agent For Service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	**Name of each exchange on which registered**
Common Shares, no par value	**NYSE AMERICAN LLC**

Securities registered or to be registered pursuant to Section 12(g) of the Act. **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act. **None**

For annual reports, indicate by check mark the information filed with this Form:

[X] Annual Information Form [X] Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: **360,250,571 common shares**

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the file number assigned to the Registrant in connection with such Rule.

Yes___ No__X__

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days.

Yes_X_ No___

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule12b-2 of the Exchange Act.

Emerging growth company_X_

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ____

Principal Documents

The following documents, filed as Exhibits 99.1, 99.2 and 99.3 to this Annual Report on Form40-F (this "Annual Report") of NexGen Energy Ltd. ("we", "us", "our", "NexGen" or the "Company"), are hereby incorporated by reference into this Annual Report:

(a) Annual Information Form for the fiscal year ended December 31, 2019;

(b) Management's Discussion and Analysis for the fiscal year ended December 31, 2019; and

(c) Audited Consolidated Financial Statements for the fiscal years ended December 31, 2019 and 2018. The Company's Audited Consolidated Financial Statements included in this Annual Report have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board. Therefore, they are not comparable in all respects to financial statements of United States companies that are prepared in accordance with United States generally accepted accounting principles.

RESOURCE AND RESERVES ESTIMATES

Unless otherwise indicated, all resource and reserve estimates included in the documents incorporated by reference into this Annual Report have been prepared in accordance with Canadian National Instrument 43-101 ("NI 43-101") and the Canadian Institute of Mining and Metallurgy Classification System. Canadian standards, including NI 43-101, differ significantly from the requirements of the United States Securities and Exchange Commission (the "SEC" or the "Commission"), and resource information contained in the documents incorporated by reference into this Annual Report may not be comparable to similar information disclosed by U.S. companies. In particular, and without limiting the generality of the foregoing, the term "resource" does not equate to the term "reserves." Under U.S. standards, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. The SEC's disclosure standards normally do not permit the inclusion of information concerning "measured mineral resources," "indicated mineral resources" or "inferred mineral resources" or other descriptions of the amount of mineralization in mineral deposits that do not constitute "reserves" by U.S. standards in documents filed with the SEC. U.S.

Investors should also understand that an "inferred mineral resource" has a lower level of confidence than that applying to an "indicated mineral resource" and must not be converted to a mineral "reserve". Under Canadian rules, estimated "inferred mineral resources" may not form the basis of feasibility or pre-feasibility studies except in rare cases. Investors are cautioned not to assume that all or any part of an "inferred mineral resource" exists or is economically or legally mineable. Further, while NI 43-101 permits companies to disclose economic projections contained in preliminary economic assessments and pre-feasibility studies, which are not based on "reserves", U.S. companies are not normally permitted to disclose economic projections for a mineral property in their SEC filings prior to the establishment of "reserves." Disclosure of "contained ounces" in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute "reserves" by SEC standards as in-place tonnage and grade without reference to unit measures. The requirements of NI 43-101 for identification of "reserves" are also not the same as those of the SEC, and reserves reported by the Company in compliance with NI 43-101 may not qualify as "reserves" under SEC standards. Accordingly, information concerning mineral deposits in this Annual Report may not be comparable with information made public by companies that report in accordance with United States standards.

ADDITIONAL DISCLOSURE

Certifications and Disclosure Regarding Controls and Procedures.

(a) Certifications. See Exhibits 99.4, 99.5, 99.6 and 99.7 to this Annual Report on Form 40-F.

(b) Disclosure Controls and Procedures. As of the end of NexGen's fiscal year ended December 31, 2019, an evaluation of the effectiveness of NexGen's "disclosure controls and procedures" (as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")) was carried out by NexGen's management, with the participation of its principal executive officer and principal financial officer. Based upon that evaluation, NexGen's principal executive officer and principal financial officer have concluded that as of the end of that fiscal year, NexGen's disclosure controls and procedures are effective to ensure that information required to be disclosed by NexGen in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission (the "Commission") rules and forms and (ii) accumulated and communicated to NexGen's management, including its principal executive officer and principal financial officers, to allow timely decisions regarding required disclosure.

It should be noted that while NexGen's principal executive officer and principal financial officer believe that NexGen's disclosure controls and procedures provide a reasonable level of assurance that they are effective, they do not expect that NexGen's disclosure controls and procedures or internal control over financial reporting will prevent all errors or fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

(c) Management's Annual Report on Internal Control Over Financial Reporting. For management's report on internal control over financial reporting, see "Management's Report on Internal Control Over Financial Reporting" in our MD&A attached as Exhibit 99.3 to this Form 40-F and incorporated by reference herein.

(d) Attestation Report of the Registered Public Accounting Firm. NexGen is not required to include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting in this Annual Report because emerging growth companies are exempt from this requirement for so long as they remain emerging growth companies. Therefore, management's report on internal control over financial reporting is not subject to attestation by the Company's independent registered public accounting firm.

(e) Changes in Internal Control Over Financial Reporting. During the fiscal year ended December 31, 2019, no changes were made in NexGen's internal control over

financial reporting that have materially affected or are reasonably likely to materially affect NexGen's internal control over financial reporting

Notices Pursuant to Regulation BTR

None.

Audit Committee Financial Expert

NexGen's board of directors has determined that each of Trevor Thiele, Christopher McFadden, and Richard Patricio and Warren Gilman, members of NexGen's audit committee, is "independent" as that term is defined in the rules of the NYSE American LLC ("NYSE American") and that Mr. Thiele qualifies as an "audit committee financial expert" (as such term is defined in Form 40-F).

Code of Ethics

NexGen has adopted a Code of Ethics that meets the definition of a "code of ethics" set forth in Form 40-F, and that applies to NexGen's principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions.

The Code of Ethics is available for viewing on NexGen's website at http://www.nexgenenergy.ca/corporate/corporate-governance/, and is available in print to any shareholder who requests it. Requests for copies of the Code of Ethics should be made by contacting: Investor Relations by phone at (604) 428-4112 or by e-mail at tmcpherson@nxe-energy.ca.

Since the date on which NexGen became subject to the reporting requirements of Section 13(a) or 15(d) of the Exchange Act, there have not been any amendments to, or waivers, including implicit waivers, granted from, any provision of the Code of Ethics.

If any amendment to the Code of Ethics is made, or if any waiver from the provisions thereof is granted, NexGen may elect to disclose the information about such amendment or waiver required by Form 40-F to be disclosed, by posting such disclosure on NexGen's website, which may be accessed at www.nexgenenergy.ca.

Principal Accountant Fees and Services

The required disclosure is included under the headings "External Auditor Service Fees (By Category)" and "Pre-Approval Policies and Procedures" in our Annual Information Form for the fiscal year ended December 31, 2019, filed as Exhibit 99.1 to this Annual Report.

Pre-Approval Policies and Procedures.

(a) NexGen's audit committee pre-approves all audit and non-services provided to NexGen by its external auditor, KPMG LLP. Also see "Audit Committee Disclosure–Pre-Approval Policies and Procedures" in NexGen's Annual

Information Form for the fiscal year ended December 31, 2019, filed as Exhibit 99.1 to this Annual Report on Form 40-F.

(b) Of the fees reported in Exhibit 99.1 to this Annual Report on Form40-F under the heading "External Auditor Service Fees (By Category)", none of the fees billed by KPMG LLP were approved by NexGen's audit committee pursuant to the *de minimis* exception provided by Section (c)(7)(i)(C) of Rule2-01 of Regulation S-X.

Off-Balance Sheet Arrangements

NexGen does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Tabular Disclosure of Contractual Obligations

The required disclosure is included under the heading "Liquidity and Capital Resources" in NexGen's Management's Discussion and Analysis for the years ended December 31, 2019, filed as Exhibit 99.2 to this Annual Report on Form 40-F.

Identification of the Audit Committee.

We have a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The members of the audit committee are Christopher McFadden, Richard Patricio,Warren Gilman and Trevor Thiele.

Mine Safety Disclosure

Not applicable.

NYSE American Statement of Governance Differences.

As a Canadian corporation listed on the NYSE American, we are not required to comply with certain NYSE American corporate governance standards, so long as we comply with Canadian and TSX corporate governance requirements. In order to claim such an exemption, however, Section 110 of the NYSE American Company Guide requires that we provide to NYSE American written certification from independent Canadian counsel that the non-complying practice is not prohibited by Canadian law. In addition, we are also required to disclose any significant differences between our corporate governance practices and those required to be followed by U.S. domestic issuers under the NYSE American corporate governance standards. We have prepared a summary of the significant ways in which our corporate governance practices differ from those required to be followed by U.S. domestic companies under the NYSE American's corporate governance standards, and that summary is available for viewing on our website at: http://www.nexgenenergy.ca/_resources/governance/Statement-of-Significant Differences.pdf

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

A. Undertaking.

We undertake to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

B. Consent to Service of Process.

We have previously filed a Form F-X in connection with the class of securities in relation to which the obligation to file this report arises.

Any change to the name or address of our agent for service shall be communicated promptly to the Commission by an amendment to the Form F-X referencing our file number.

EXHIBIT INDEX

Exhibit	Description
99.1	Annual Information Form for the fiscal year ended December 31, 2019
99.2	Management's Discussion and Analysis for the fiscal year ended December 31, 2019
99.3	Audited Consolidated Financial Statements for the fiscal years ended December 31, 2019 and 2018
99.4	Certification of Chief Executive Officer pursuant to Rule13a-14 or 15d-14 of the Securities Exchange Act of 1934
99.5	Certification of Chief Financial Officer pursuant to Rule13a-14 or 15d-14 of the Securities Exchange Act of 1934
99.6	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350
99.7	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350
99.8	Consent of KPMG LLP
99.9	Consent of Jason J. Cox
99.10	Consent of David M. Robson
99.11	Consent of Mark B. Mathisen
99.12	Consent of Paul O'Hara
101	Interactive Data Files

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized, on March 11, 2020.

NexGen Energy Ltd.

By: /s/ Rhéal J. Assié
Name: Rhéal J. Assié
Title: Acting – Chief Financial Officer & Corporate Secretary

Exhibit 99.1



ANNUAL INFORMATION FORM
FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2019

MARCH 11, 2020

TABLE OF CONTENTS

GENERAL DEVELOPMENT OF THE BUSINESS	4
DESCRIPTION OF THE BUSINESS	11
DETAILS OF THE ROOK I PROJECT	12
RISK FACTORS	33
DIVIDENDS	39
DESCRIPTION OF CAPITAL STRUCTURE	39
TRADING PRICE AND VOLUME	39
PRIOR SALES	40
DIRECTORS AND OFFICERS	40
AUDIT COMMITTEE DISCLOSURE	42
LEGAL PROCEEDINGS AND REGULATORY ACTIONS	44
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	44
TRANSFER AGENT AND REGISTRAR	45
MATERIAL CONTRACTS	45
INTERESTS OF EXPERTS	45
ADDITIONAL INFORMATION	45
SCHEDULE “A”	A-1

ABOUT THIS ANNUAL INFORMATION FORM

In this annual information form (" **AIF**"), NexGen Energy Ltd., together with its current subsidiaries (other than IsoEnergy Ltd.), as the context requires, is referred to as the "**Corporation**" and "**NexGen**". All information contained in this AIF is at December 31, 2019, being the date of the Corporation's most recently completed financial year, unless otherwise stated.

This AIF has been prepared in accordance with Canadian securities laws and contains information regarding NexGen's history, business, mineral reserves and resources, the regulatory environment in which NexGen conducts business, the risks that NexGen faces as well as other important information for the Shareholders.

This AIF incorporates by reference NexGen's management discussion and analysis (" **MD&A**") for the year ended December 31, 2019 and accompanying audited consolidated financial statements which are available under the Corporation's profile on SEDAR (www.sedar.com) and on EDGAR (www.sec.gov/edgar.shtml) as an exhibit to the Corporation's Form 40-F.

Financial Information

Unless otherwise specified in this AIF, all references to "dollars" or to "$" or to "C$" are to Canadian dollars and all references to "US dollars" or to "US$" are to United States of America dollars. Financial information is derived from consolidated financial statements that have been prepared in accordance with the International Financial Reporting Standards as issued by the International Accounting Standards Board.

Cautionary Note Regarding Forward-Looking Information and Statements

This AIF contains *"forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" within the meaning of applicable Canadian securities legislation*. Forward-looking information and statements include, but are not limited to, statements with respect to planned exploration and development activities, the future interpretation of geological information, the cost and results of exploration and development activities, future financings, the future price of uranium and requirements for additional capital. Generally, forward-looking information and statements can be identified by the use of forward-looking terminology such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or the negative connotation thereof or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative connotation thereof.

Forward-looking information and statements are based on the then current expectations, beliefs, assumptions, estimates and forecasts about NexGen's business and the industry and markets in which it operates. Forward-looking information and statements are made based upon numerous assumptions, including among others, that the results of planned exploration and development activities are as anticipated and on time, the price of uranium, the cost of planned exploration and development activities, there will be limited change sin any project parameters as plans continue to be refined, that financing will be available if and when needed and on reasonable terms, that third party contractors, equipment, supplies and governmental and other approvals required to conduct NexGen's planned exploration and development activities will be available on reasonable terms and in a timely manner; that there will be no revocation of government approvals and that general business, economic, competitive, social, and political conditions will not change in a material adverse manner. Although the assumptions made by the Corporation in providing forward-looking information or making forward-looking statements are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate.

Forward-looking information and statements also involve known and unknown risks and uncertainties and other factors, which may cause actual results, performances and achievements of NexGen to differ

materially from any projections of results, performances and achievements of NexGen expressed or implied by such forward-looking information or statements, including, among others, negative operating cash flow and dependence on third party financing, uncertainty of additional financing, price of uranium, the appeal of alternate sources of energy, exploration risks, uninsurable risks, reliance upon key management and other personnel, imprecision of mineral resource estimates, potential cost overruns on any development, changes in climate or increases in environmental regulation, aboriginal title and consultation issues, deficiencies in the Corporation's title to its properties, information security and cyber threats, failure to manage conflicts of interest, failure to obtain or maintain required permits and licenses, changes in laws, regulations and policy, competition for resources and financing, volatility in market price of the Corporation's shares, and other factors discussed or referred to in this AIF under "Risk Factors".

Although NexGen has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information or statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended.

There can be no assurance that such information or statements will prove to be accurate, as actual results and future events could differ materially from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information or statements. The forward-looking information and statements contained in this AIF are made as of the date of this AIF and, accordingly, are subject to change after such date. NexGen does not undertake to update or reissue forward-looking information as a result of new information or events except as required by applicable securities laws.

Cautionary Note to U.S. Investors

This AIF has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ materially from the requirements of United States securities laws applicable to U.S. companies. Information concerning NexGen's mineral properties has been prepared in accordance with the requirements of Canadian securities laws, which differ in material respects from the requirements of the United States Securities and Exchange Commission (the "**SEC**") set forth in Industry Guide 7. Under the SEC's Industry Guide 7, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time of the reserve determination, and the SEC does not recognize the reporting of mineral deposits which do not meet the SEC Industry Guide 7 definition of "Reserve". In accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"), published by the Canadian Securities Administrators, the terms "mineral reserve", "proven mineral reserve", "probable mineral reserve", "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are defined in accordance with CIM standards. While the terms "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are recognized and required by NI 43-101, the SEC does not recognize them. However, the SEC has adopted final rules, effective February 25, 2019, to replace SEC Industry Guide 7 with new mining disclosure rules under Regulation S-K of the U.S. Securities Act (the "**SEC Modernization Rules**"). The new rules replace the historical property disclosure requirements included in SEC Industry Guide 7. As a result of the adoption of the SEC Modernization Rules, the SEC now recognizes estimates of "measured mineral resources", "indicated mineral resources" and "inferred mineral resources", and amends the SEC's definitions of "proven mineral reserves" and "probable mineral reserves" to be substantially similar to international standards. Nevertheless, you are cautioned that, except for that portion of mineral resources classified as mineral reserves, mineral resources do not have demonstrated economic value. Inferred mineral resources have a high degree of uncertainty as to their existence and as to whether they can be economically or legally mined. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Therefore, you are cautioned not to assume that all or any part of an inferred mineral resource exists, that it can be economically or legally mined, or that it will ever be upgraded to a higher category. Likewise, you are cautioned not to assume that all or any part of measured or indicated mineral resources will ever be upgraded into mineral reserves. You are cautioned that, except for that portion of mineral resources classified as mineral reserves, mineral resources do not have demonstrated economic value. Inferred mineral resources have a high degree of

uncertainty as to their existence and as to whether they can be economically or legally mined. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Therefore, you are cautioned not to assume that all or any part of an inferred mineral resource exists, that it can be economically or legally mined, or that it will ever be upgraded to a higher category. Likewise, you are cautioned not to assume that all or any part of measured or indicated mineral resources will ever be upgraded into mineral reserves.

Technical Disclosure

Unless otherwise indicated, scientific and technical information in this AIF has been reviewed and approved by Troy Boisjoli, NexGen's Vice-President, Operations & Project Development, a "qualified person" for the purposes of NI 43-101. Mr. Boisjoli has verified the sampling, analytical and test data underlying the information or opinions contained herein by reviewing original data certificates and monitoring all of the data collection protocols.

ABOUT NEXGEN

NexGen Energy Ltd. is engaged in uranium exploration and development. The Corporation's head office is located at Suite 3150-1021 West Hastings Street, Vancouver, British Columbia, V6E 0C3 and its registered office is located at 25th Floor, 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3. NexGen's website address is www.nexgenergy.ca.

NexGen was incorporated on March 8, 2011 under the *Business Corporations Act* (British Columbia) (the "**BCBCA**") as "Clermont Capital Inc.", a "capital pool company" within the meaning of Policy 2.4 – *Capital Pool Companies* (the "**CPC Policy**") of the TSX Venture Exchange (the "**TSXV**"). On August 29, 2012, the Corporation's common shares commenced trading on the TSXV under the symbol "XYZ.P".

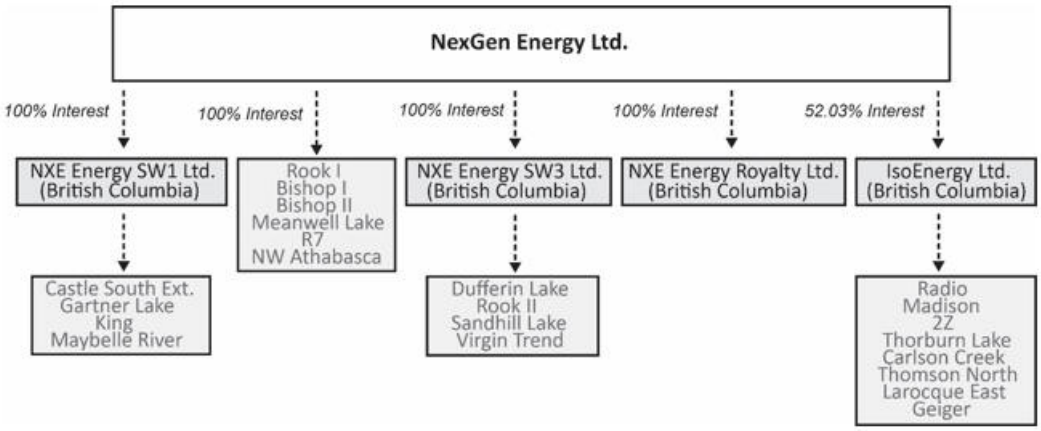
On April 19, 2013, the Corporation completed its "qualifying transaction" and in connection therewith consolidated its common shares on a 2.35:1 basis and changed its name to "NexGen Energy Ltd." On April 22, 2013, the Corporation's common shares (the "**Shares**") commenced trading on the TSXV under the symbol "NXE".

On July 15, 2016, the Shares were delisted from the TSXV and commenced trading on the Toronto Stock Exchange (" **TSX**"). On May 17, 2017, the Shares ceased trading on the OTCQX and commenced trading on the NYSE American. The trading symbol for the Shares on each of the TSX and NYSE American is "NXE".

NexGen is a reporting issuer in all of the Canadian provinces, except Quebec. The Shares are also registered under the United States *Securities Exchange Act of 1934*, as amended, and NexGen files periodic reports with the United States Securities and Exchange Commission.

NexGen's Corporate Structure

The Corporation has three (3) wholly-owned subsidiaries: NXE Energy Royalty Ltd., NXE Energy SW1 Ltd. and NXE Energy SW3 Ltd. (collectively, the "**Subsidiaries**"). The Corporation also holds 52.03% of the outstanding common shares of IsoEnergy Ltd. (" **IsoEnergy**") as at December 31, 2019 and as of the date hereof. Each of the Subsidiaries and IsoEnergy were incorporated (and continue to exist) under the BCBCA.



GENERAL DEVELOPMENT OF THE BUSINESS

Overview

NexGen's principal asset is currently its 100% interest in the Rook I project, a development project in the Athabasca Basin, Saskatchewan (the "**Rook I Project**"), which includes the Arrow discovery in February 2014, the Bow discovery in March 2015, the Harpoon discovery in August 2016 and the South Arrow discovery in July 2017.

The Rook I Project is located in the Southwest Athabasca Basin, Saskatchewan, Canada. The Rook I Project consists of 32 contiguous mineral claims totalling 35,065 hectares.

History

Year Ended December 31, 2017

Financings

On July 21, 2017, the Corporation completed a financing raising aggregate gross proceeds of US$110 million (the " **Financing**") consisting of a private placement of: (a) 24,146,424 common shares at a price of US$2.0707 per share, for gross proceeds of US$50 million (the "**Placement Shares**"); and (b) US$60 million in aggregate principal amount of 7.5% unsecured convertible debentures (the " **2017 Debentures**" and together with the 2016 Debentures (as defined below), the "**Convertible Debentures**") with affiliates of CEF Holdings Limited and/or its shareholders (collectively, the "**Investors**") and in connection therewith extended the maturity date of the 2016 Debentures from June 11, 2021 to July 22, 2022 to match the maturity date of the 2017 Debentures. In addition, certain non-financial provisions of the 2016 Debentures, including in particular the strategic alignment provisions, were revised and consolidated into the investor rights agreement described below. On June 10, 2016, the Corporation completed a private placement of US$60 million in aggregate principal amount to the investors of unsecured convertible debentures (the "2016 Debentures") pursuant to a trust indenture between the Corporation and Computershare Trust Company of Canada dated June 10, 2016.

An establishment fee consisting of 869,271 common shares, calculated as 3% of the aggregate principal amount of the 2017 Debentures at a deemed price of US$2.0707 per share, was paid to the Investors in connection with the Financing.

The Convertible Debentures mature on July 22, 2022 (the "**Maturity Date**") and bear interest at a rate of 7.5% per annum, payable semi-annually in arrears, with 5.0% of such interest payable in cash and the remaining 2.5% payable in common shares of the Corporation, issuable at a price equal to the volume-weighted average trading price of the common shares calculated in US dollars on the exchange or market which has the greatest trading volume in the Corporation's common shares for the 20 consecutive trading days (the "**20-day VWAP**") ending three trading days preceding the date such interest payment is due.

The 2016 Debentures are convertible at the holder's option, in whole or in part, into common shares of the Corporation at a conversion price (the "**2016 Conversion Price**") of US$2.3261 per common share, subject to adjustment. The Corporation may redeem the 2016 Debentures in whole or in part from June 10, 2019 and prior to the Maturity Date at a price equal to the outstanding principal amount plus accrued and unpaid interest up to the redemption date, provided the 20-day VWAP of the common shares for the period ending three trading days preceding the date immediately prior to the date the redemption notice is given exceeds 130% of the 2016 Conversion Price..

The 2017 Debentures are convertible at the holders' option, in whole or in part, into common shares at a conversion price (the " **2017 Conversion Price**") of US$2.6919 per share, subject to adjustment. The Corporation may redeem the 2017 Debentures, in whole or in part, from July 21, 2020 and prior to the Maturity Date at a price equal to the outstanding principal amount plus accrued and unpaid interest up to the redemption date, provided the 20-day VWAP of the common shares for the period ending three trading days preceding the date immediately prior to the date the redemption notice is given exceeds 130% of the 2017 Conversion Price.

Upon completion, of a change of control (which includes in the case of the Investors' right to require the Corporation to redeem the Convertible Debentures, a change in the Chief Executive Officer of the Corporation), the Investors of the Convertible Debentures may require the Corporation to redeem, or the Corporation has the right to redeem, any outstanding Convertible Debentures in cash at: (i) on or prior to July 21, 2020 for the 2017 Debenture and on or prior to June 10, 2019 for the 2016 Debenture, 130% of the principal amount; and (ii) at any time thereafter, 115% of the principal amount, in each case plus accrued but unpaid interest, if any. In addition, upon the public announcement of a change of control that is supported by the Board, the Corporation may require the Investors of the Convertible Debentures to convert the Convertible Debentures into common shares of the Corporation at the 2017 Conversion Price or 2016 Conversion Price, as applicable, provided the consideration payable upon the change of control exceeds the 2017 Conversion Price or 2016 Conversion Price, respectively, and is either payable in cash or is payable in property or securities which the holders of the 2017 Debentures or 2016 Debentures, as applicable, in their sole discretion, wish to receive.

A "change of control" of the Corporation is defined as: (i) the acquisition by any transaction, directly or indirectly, by a person or group of persons acting jointly or in concert of voting control or direction over 50% or more of the Corporation's outstanding common shares; (ii) the amalgamation, consolidation or merger of the Corporation with or into another entity as a result of which the holders of the common shares immediately prior to such transaction, directly or indirectly, hold less than 50% of voting control or direction over the entity carrying on the business of the Corporation following such transaction; (iii) the sale, assignment, transfer or other disposition of all or substantially all of the property or assets of the Corporation to another entity in which the holders of the common shares immediately prior to such transaction, directly or indirectly, hold less than 50% of voting control or direction following such transaction; or (iv) the removal by resolution of the shareholders of the Corporation, of more than 51% of the then incumbent directors of the Corporation which removal has not been recommended in the Corporation's management information circular, or the failure to elect to the Board a majority of the directors proposed for election by management in the Corporation's management information circular.

In consideration for the increased investment in the Corporation pursuant to the Financing, the Corporation and the Investors entered into an investor rights agreement (the "**Investor Rights Agreement**") dated July 21, 2017 which provides for the following and replaced those similar provisions contained in the 2016 Debentures. The Investor Rights Agreement provides that:

(a) for so long as the Investors hold at least 10% of the common shares (on a partially diluted basis), the Investors agreed: (i) not to tender or agree to tender (or convert) the Convertible Debentures or any common shares then held to an unsolicited takeover bid that constitutes a change of control, (ii) to exercise the votes attached to all common shares then held in respect of any change of control transaction, and deposit or tender such common shares, in accordance with the recommendation of the Board, (iii) to abstain or withhold votes in respect of any common shares they hold in respect of the election of individuals to the Board who are not nominees of management, and (iv) in respect of non-change of control matters, not to exercise the votes attached to any common shares they hold contrary to the recommendation of the Board;

(b) for so long as the Investors hold at least 10% of the common shares (on a partially diluted basis), the Investors agreed to a standstill whereby they will, among other things, not acquire any securities of the Corporation or solicit proxies or otherwise attempt to influence the conduct of security holders of the Corporation;

(c) for so long as the Investors hold at least 10% of the common shares (on a partially diluted basis), the Investors are subject to restrictions on disposition applicable to any common shares they hold, consisting of giving prior notice to the Corporation of any proposed disposition (within a 30 day period) of more than 0.5% of the number of common shares then outstanding and either: (i) disposing of such common shares to specific willing investors identified by the Corporation within a seven-day period; or (ii) thereafter, disposing of such common shares either through a broad distribution on the public markets or in a private transaction or block trade to anyone other than specific investors identified by the Corporation within the seven-day period; and

(d) for so long as the Investors hold at least 15% of the common shares (on a partially diluted basis), CEF Holdings Limited has the right to nominate one director to the Board.

Each of the foregoing covenants other than (d) shall terminate upon a completion of a Fundamental Change. A Fundamental Change means the occurrence of any of the transactions involved or items (i), (ii) or (iii) of the definition of Change of Control set out above and a change in the Corporation's Chief Executive Officer.

Corporate

On September 18, 2017, the Corporation issued 111,110 common shares for the acquisition of the remaining 40% interest in the Dufferin Lake property. The Dufferin Lake property comprises five contiguous mineral dispositions covering an area of 10,910 hectares and is located approximately 360 kilometres northwest of La Ronge, Saskatchewan.

Year Ended December 31, 2018

Project Development

On November 5, 2018, the Corporation announced, concurrent with the Pre-Feasibility Study, the following updated mineral resource estimate on the Rook I Project having an effective date of May 25, 2018:

Structure	Tonnage (tonnes)	Grade (U308%)	Metal (U308 lbs)
Indicated Mineral Resources			
A2 High Grade	**459,000**	**17.88**	**181,000,000**
A2 Low Grade	1,244,000	0.79	21,700,000
A3 High Grade	**175,000**	**9.94**	**38,400,000**
A3 Low Grade	1,005,000	0.70	15,500,000
Indicated Total	**2,883,000**	**4.04**	**256,600,000**
Inferred Mineral Resources			
A1	1,510,000	0.72	23,900,000
A2 High Grade	**5,000**	**12.78**	**1,400,000**
A2 Low Grade	1,293,000	0.70	19,900,000
A3 High Grade	**1,000**	**8.11**	**200,000**
A3 Low Grade	1,233,000	1.10	30,000,000
A4	801,000	0.92	16,300,000
Inferred Total	**4,844,000**	**0.86**	**91,700,000**

Notes:

1. The estimate effective date is May 25, 2018. The Qualified Person for the estimate is Mr. Mark Mathisen, CPG, an RPA employee.
2. Mineral Resources are reported inclusive of Mineral Reserves. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
3. Mineral Resources are reported at a cut-off grade of 0.25% U3O8. The cut-off grade includes considerations of metal price, process plant recovery, and mining, processing and general and administrative costs.
4. Mineral Resources are estimated using a long-term uranium price of US$50 per lb U3O8 and a minimum mining width of 1 m. Tonnes are based on bulk density weighting
5. Totals may not sum due to rounding.

On November 5, 2018, the Corporation announced the following maiden Probable Mineral Reserves on the Rook I Project having an effective date of May 25, 2018. The Probable Mineral Reserves include diluting materials and allowances for losses which may occur when material is mined:

Probable Mineral Reserves			
Structure	**Tonnage (Tonnes)**	**Grade (U3O8%)**	**Metal U3O8 (U3O8 lb)**
A2	2,057,600	4.13%	187,400,000
A3	1,375,500	1.54%	46,700,000
Total	**3,433,100**	**3.09%**	**234,100,000**

Notes:

1. The estimate effective date is May 25, 2018. The Qualified Persons for the estimate are Mr. Jason Cox, P.Eng., and Mr. David Robson, M.B.A., P.Eng., employees of RPA.
2. Mineral Reserves include transverse and longitudinal stopes, development, and incremental ore.
3. Stopes and ore development were estimated at a cut-off grade of 0.25% U_3O_8. Incremental ore is material between 0.03% U_3O_8 and 0.25% U_3O_8 that must be extracted to access mining areas. A grade of 0.03% U_3O_8 is the regulatory limit for what is considered benign waste and material that must be treated and stockpiled in an engineered facility.
4. Mineral Reserves are estimated using a long-term metal price of US$45/lb U_3O_8, and a 0.75 US$/C$ exchange rate. A minimum mining width of 3.0 m was applied for all longhole stopes. The density varies according to the U_3O_8 grade in the block model. Waste density is 2.464 t/m3.
5. Totals may not sum due to rounding.

On November 5, 2018, the Corporation announced the results of the Pre-Feasibility Study in respect of the Arrow deposit which was based on the updated mineral resource estimate set forth above.

Summary of Arrow Deposit Pre-Feasibility Study vs Preliminary Economic Assessment (PEA) (based on US $50/lb U3O8)

	PEA (July 31, 2017)	**PFS (November 5, 2018)**	**Variance**
After-Tax Net Present Value (8% discount)	CAD $3.49 Billion	CAD $3.7 Billion	+6%
After-Tax Internal Rate of Return (IRR)	56.7%	56.8%	-
After-Tax Payback	1.1 Years	1.2 Years	+9%
Initial Capital Costs ("CAPEX")	CAD $1.19 Billion	CAD $1.25 Billion	+5%
Average Annual Production (Life of Mine)	18.5 M lbs U_3O_8	25.4 M lbs U_3O_8	+37%
Average Annual Production (Years 1-5)	27.6 M lbs U_3O_8	29.0 M lbs U_3O_8	+5%
Average Daily Throughput	1,448 tonnes per day	1,039 tonnes per day	-28%
Average Annual Grade	1.73% U_3O_8	3.09% U_3O_8	+79%
Mine Life	15 Years	9 Years	-6 years
Average Annual After-Tax Net Cash Flow (Life of Mine)	**CAD $553 Million**	**CAD $909 Million**	**+64%**
Average Annual Operating Cost ("OPEX", Life of Mine)	CAD $8.37 (US $6.70)/lb U_3O_8	CAD $ 5.81 (US $4.36)/lb U_3O_8	-31%
Operating Margins (Life of Mine)	85.5%	90.6%	+6%

Note: PEA based on CAD $1.00 = US $0.80, PFS based on CAD $1.00 = US $0.75

Year Ended December 31, 2019

Permitting, Regulatory and Engagement

On April 29, 2019, the Project Description (Technical Proposal) was accepted by the Canadian Nuclear Safety Commission (" **CNSC**") and the Saskatchewan Ministry of Environment ("**MOE**"). The acceptance marked the commencement of an Environmental Assessment (" **EA**") on the Rook I Project (the "**Project**") in accordance with the requirements of both The Environmental Assessment Act (Province of Saskatchewan) and the Canadian Environmental Assessment Act, 2012 "CEAA 2012" (Government of Canada). The EA is being conducted through a coordinated process between the MOE and the CNSC, which is the Federal life-cycle regulator for all uranium mine and mill projects in Canada.

The Corporation also filed an Initial Licence Application with the CNSC under the Nuclear Safety and Control Act in order to obtain a Licence to Prepare Site and Construction for the Project.

On December 5, 2019, the Corporation announced it reached a new milestone in its EA process by successfully entering into Study Agreements with four local communities with the Project area.

The communities are all within proximity to the Project, which is currently in the process of Feasibility and EA under CEAA 2012. The communities are:

- Clearwater River Dene Nation,
- Métis Nation Saskatchewan (MN-S) including as on behalf of the Locals of MN-S Region II,
- Birch Narrows Dene Nation, and
- Buffalo River Dene Nation.

The Study Agreements enable the Corporation to formally engage with the communities to identify potential impacts to Aboriginal and treaty rights and socio-economic interests and identify potential avoidance and accommodation measures in relation to the Project whilst acknowledging the duty to consult remains with the Crown.

The Corporation and the communities have committed to establish respective joint working groups to support the inclusion of each community's traditional knowledge throughout the EA process and incorporating the Traditional Land Use and Dietary studies that are designed, scoped and completed by each of the respective communities. The Corporation will provide funding for all aspects of the above including the joint working groups to lead, review and independently confirm all studies for inclusion into the EA.

Further, the Study Agreements commit the parties to negotiate Impact Benefit Agreements in good faith and as early in the regulatory process as possible to allow the Parties greater certainty, including certainty that current and future potential concerns between the Parties can be addressed through the processes set out in the Impact Benefit Agreement.

Project Development

In the first six months of 2019, NexGen commenced the engineering phase of the Feasibility Study (" **FS**") on the Project. The FS is advancing and validating the previous stage engineering, supports the EA submission and Licensing application activities, produces a Class 3 (AACE) capital and operating cost estimate that will be summarized in a technical report under NI 43-101.

Corporate

On December 9, 2019, NexGen participated in a non-brokered financing with IsoEnergy purchasing 7,371,858 units of IsoEnergy (" **Units**") at a price of $0.40 per Unit. Each Unit was comprised of one common share of IsoEnergy and one-half of one common share purchase warrant, with each whole common share purchase warrant entitling NexGen to acquire one common share of IsoEnergy at a price of $0.60 per common share for a period of 24 months following the date of issuance.

Pursuant to a transfer agreement (the "**Transfer Agreement**") between IsoEnergy and NexGen, NexGen transferred to IsoEnergy on June 17, 2016 all of its interest in the Radio Project (by way of an assignment of the Radio option agreement), the Thorburn Lake Project and each of the Madison, 2Z and Carlson Creek properties, all early stage exploration properties located in the Athabasca Basin, Saskatchewan (collectively, the "**Acquired Properties**") on a tax deferred basis. As consideration for the Acquired Properties, IsoEnergy issued 29 million common shares to NexGen at a price of $1.00 per common share. Pursuant to the Transfer Agreement, each of IsoEnergy and NexGen agreed to elect that, for tax purposes, the transfer price of the Acquired Properties be equal to the book value thereof.

The common shares of IsoEnergy trade on the TSXV and, as of the date hereof, NexGen holds 43,844,380 common shares of IsoEnergy (representing approximately 52.03% of the outstanding common shares of IsoEnergy.

Exploration

Winter 2019 Drilling

The winter 2019 drill program using ten (10) drill rigs commenced on January 5, 2019 and was a continuation of the December 2018 drilling program with Objectives I, II and III below:

- **Objective I – Convert High Grade Indicated Mineral Resources to Measured Mineral Resources:** Drilling at a spacing sufficient to support the conversion of the currently defined high-grade (HG) Indicated Resource to Measured Resource. Measured Mineral Resources represent the highest level of mineral resource confidence, adding Measured Mineral Resources to Arrow will further increase assurance in future technical and economic study for which the Arrow Mineral Resource forms the basis.

- **Objective II – Mine Development Rock Mass Characterization:** Geotechnical and hydrogeological characterization in support of validating the rock-mass within areas of the Arrow Deposit with proposed mine development.

- **Objective III – Underground Tailings Management Facility (UGTMF) Rock Mass Rating Characterization:** Geotechnical and hydrogeological characterization and radiological sterilization of the rock-mass around proposed area for UGTMF development.

The winter 2019 drill program completed 125 drill holes totaling 54,057.9 metres for an overall drill program total of 57,282.4 metres in 131 drill holes inclusive of December 2018 drilling. All winter 2019 drill holes for resource conversion were collared at a steep inclination, then shallowed out before intersecting the target by utilizing the latest in directional drilling technology. All resource conversion drill holes intersected strong uranium mineralization and further demonstrate high-grade continuity of the Arrow Deposit at the highest confidence measured drill hole spacing.

Outside of the Arrow Deposit, four holes were completed within the UGTMF area and positively indicate the area contains suitable rock-mass and hydraulic conductivity to facilitate underground development. One hole was drilled to the Athabasca Unconformity above the proposed UGTMF for the purpose of hydrogeological characterization.

In addition to geotechnical and hydrogeological characterization, seven of the winter 2019 drill holes – four at the UGTMF area and three within the Arrow Deposit – had vibrating water piezometers (VWP) installed to facilitate ongoing monitoring of groundwater pressure changes.

Fall 2019 Drilling

In addition to the UGTMF holes completed during the winter 2019 drill program, a five hole drill program totaling 3,107.7 metres was completed in December 2019 and was successful in further characterizing the rock-mass in and around the proposed UGTMF area beyond the Feasibility Study level. Four of the additional drill holes received VWP installs and one received a Westbay multilevel groundwater monitoring system installation.

A maiden, helicopter supported, exploration drill program was completed on the SW1 property in November 2019. Two drill rigs were utilized during the program for a total of 2,478.0 metres in four completed drill holes. Drilling identified hydrothermal alteration and brittle structural disruption consistent with those recognized in a uranium bearing system. The prospective intersections from the drilling program add value in furthering targeting efforts towards potential discovery on the SW1 property.

DESCRIPTION OF THE BUSINESS

General

The principal business activity of the Corporation has been, and continues to be, the development of the Rook I Project and the exploration of its portfolio of uranium properties, located in the south western section of the Athabasca Basin of Saskatchewan, Canada.

Principal Products

The Corporation is in the mineral exploration and development business, does not have any marketable products at this time and is not distributing any products at this time. In addition, the Corporation does not know when or if certain of its properties will reach the development stage and if so, what the estimated costs would be to reach commercial production.

Competitive Conditions

The mineral exploration and development business is a competitive business. The Corporation competes with numerous other companies and individuals who may have greater financial resources in the search for and the acquisition of personnel, contractors, funding and attractive mineral properties. As a result of this competition, the Corporation may be unable to obtain additional capital or other types of financing on acceptable terms or at all, acquire properties of interest or retain qualified personnel and/or contractors. See "*Risk Factors – Competition*".

Environmental Protection

The Corporation's exploration and development activities are subject to various levels of federal and provincial laws and regulations relating to the protection of the environment. Due to the stage of the Corporation's activities, environmental protection requirements have had a minimal impact on the Corporation's capital expenditures and competitive position. If needed, the Corporation will make and will continue to make expenditures to ensure compliance with applicable laws and regulations. New environmental laws and regulations, amendments to existing laws and regulations, or more stringent implementations of existing laws and regulations could have a material adverse effect on the Corporation by potentially increasing capital and/or operating costs. See "*Risk Factors – Environmental and Other Regulatory Requirements".*

Employees

As at December 31, 2019, the Corporation had 42 employees. The operations of the Corporation are managed by its directors and officers. NexGen engages consultants from time to time in the areas of mineral exploration, geology and business negotiations and management. See "*Risk Factors – Reliance upon Key Management and Other Personnel".*

Specialized Skill and Knowledge

The Corporation's business requires specialized skill and knowledge in the areas of geology, mineral exploration and development, business negotiations, accounting and management. To date, the Corporation has been able to locate and retain such employees and consultants and believes it will continue to be able to do so. See "*Risk Factors – Reliance upon Key Management and Other Personnel*" below.

Foreign Operations

The Corporation is incorporated pursuant to the laws of British Columbia and is a reporting issuer in each of the provinces of Canada, except Quebec. The Corporation's principal assets are located in the Province of Saskatchewan. The Corporation is not dependent on any foreign operations.

DETAILS OF THE ROOK I PROJECT

NexGen filed a technical report on the Arrow Deposit, Rook I Project entitled "Technical Report on the Pre-Feasibility Study of the Arrow Deposit, Rook I Property, Saskatchewan, Canada" dated effective November 5, 2018 (the "**Rook I PFS Technical Report**") and was prepared by Mr. Paul O'Hara, P.Eng. of Wood., Mr. Jason J. Cox, P.Eng. of RPA, Mr. David M. Robson, P.Eng., M.B.A of RPA, and Mr. Mark B. Mathisen, C.P.G. of RPA, each of whom is a "qualified person" for the purposes of NI 43-101 for the content of the Rook I PFS Technical Report that they are responsible for preparing. The Rook I PFS Technical Report supports the disclosure made by the Company in its November 5, 2018 news release announcing the results of the maiden pre-feasibility study (the "**Pre-Feasibility Study**") for the Arrow Deposit located on the Corporation's 100% owned, Rook I Project.

Project Description, Location and Access

The Rook I Project is located in northern Saskatchewan, approximately 40 kilometres (km) east of the Saskatchewan – Alberta border, approximately 150 km north of the town of La Loche and 640 km northwest of the City of Saskatoon. The Rook I Project covers parts of National Topographic System map sheets 74F/07, 74F/10 and 74F/11.

Rook I Project is best accessed by all-weather gravel Highway 955, which travels north-south approximately eight (8) kilometres west of the Arrow deposit and which is maintained year-round. From Highway 955 a 13 kilometer long all-weather road provides access to the Rook I Project.

The Rook I Project consists of 32 contiguous mineral dispositions (claims) totaling 35,065 hectares. The Arrow deposit is situated on claim S-113927. The mineral dispositions that make up the Rook I Project are in good standing until at least May 13, 2036. In order to keep the dispositions in good standing, the claim holder must undertake prescribed minimum exploration work on a yearly basis. The current requirement for the Rook I dispositions is $25 per hectare per year.

NexGen acquired the Rook I Project in December 2012 and has a 100% interest in the claims subject only to: (i) a 2% net smelter return royalty ("**NSR**"); and (ii) a 10% production carried interest, in each case, only on claims S-113928 through S113933. The NSR may be reduced to 1% upon payment of $1 million. The 10% production carried interest provides for the owner to be carried to the date of commercial production. There are no other underlying interests, payments, back-in rights or other agreements on the Rook I Project, other than those on claims S-113928 to S-113933 (formerly claim S-108095).

In order to carry out exploration on the ground, the following permits are required: (i) a surface exploration permit; (ii) a forest product permit; and (iii) an aquatic habitat protection permit. Drill programs also require a term water rights permit from the Saskatchewan Watershed Authority and notice must be given to Saskatchewan Environment, the Heritage Resource Branch and the Water Security Agency. NexGen has all required permits to conduct its proposed exploration program, however additional permits will be required for development.

Other than what is included in the Rook I PFS Technical Report, the authors of the Rook I PFS Technical Report are not aware of any other significant factors or risks which might affect access, title, or the right or ability to perform work on the Rook I Project including environmental liabilities.

History

Pursuant to an agreement to purchase mineral claims dated June 20, 2005 (as amended) Titan Uranium Inc. (" **Titan**") purchased disposition S-108095 (now S-113928 through S-113933) from 455702 B.C. Ltd. and 643990 B.C. Ltd. The remainder of the claims comprising the Rook I Project were subsequently ground staked by Titan in 2007 and 2008. In 2012, pursuant to a mineral property acquisition agreement between Titan and Mega Uranium Ltd. ("**Mega**"), Titan sold the Rook I Project to Mega. NexGen acquired the Rook I Project from Mega pursuant to an asset purchase agreement dated November 14, 2012.

Recorded exploration in and around the dispositions comprising the Rook I Project commenced in 1968. From 1968 to 1970, each of Bow Valley Corporation Ltd., Wainoco Oil and Chemicals Ltd. and Canada Southern Petroleum and Gas Ltd. flew airborne magnetic and radiometric surveys and carried out prospecting and geochemical sampling. They found little to warrant continued work and relinquished their permits in the early 1970's. The next recorded work was by Uranerz Exploration and Mining Ltd. which completed geological mapping, prospecting, lake sediment sampling and a helicopter borne radiometric survey in 1974 but found nothing to warrant further work.

From 1976 to 1982, Canadian Occidental Petroleum Ltd. (" **Canoxy**"), Houston Oil and Gas Ltd., Hudson Bay Exploration and Development Company Ltd. ("**HBED**"), Kerr Addison Mines Ltd. (" **Kerr**") and Saskatchewan Mining and Development Corp. (" **SMDC**", now Cameco) completed airborne INPUT EM surveys which detected numerous conductors, many of which were subject to ground surveys prior to drilling. Airborne magnetic-radiometric surveys were also done and followed up by prospecting, geological mapping, lake sediment surveys and some soil and rock geochemical sampling. Few anomalies were found other than those located by the airborne and ground EM surveys.

Also, from 1980 to 1982, SMDC drilled 13 holes, on what is now S-113933. PAT-04 intersected weak uranium mineralization (171 parts per million of uranium (ppm U) over 1 metre) in highly altered basement rocks just below the unconformity at 97 metres. Drill hole PAT-13 intersected 64 ppm U308 over a nine (9) metre interval just below the unconformity from 110 metres to 119 metres. The mineralization and alteration were reported to be similar to that seen at unconformity associated uranium deposits in the Athabasca Basin.

To the east, Kerr drilled 24 holes from 1977 to 1979. No significant alteration or mineralization was intersected. HBED drilled two holes in 1982 on claims which cover part of what is now S-113920. The holes hit graphitic gneisses but no radioactivity. Canoxy reported drilling 41 holes from 1978 to 1980 but only 20 of these are on current dispositions comprising the Rook I Project. Drilling did not intersect any uranium mineralization but did intersect thick glacial till deposits, basement regolith and geological structures.

In 1982, exploration waned in the western part of the Athabasca Basin and companies allowed their claims to lapse as they came due. There is little work recorded in the assessment files from 1982 to 2006.

In 2006, Titan carried out airborne Mega TEM and EM VTEM airborne surveys, which detected and/or confirmed numerous strong EM anomalies. A ground MaxMin II horizontal loop EM survey in 2008 confirmed the presence of many of the airborne anomalies.

In 2012 Mega completed a ground gravity survey over parts of claims S-113921 through S-113933, which identified a number of anomalies. At the same time Mega undertook a soil geochemical survey and prospecting program. No soil geochemical anomalies or radioactive boulders were identified.

Geological Setting, Mineralization and Deposit Types

Regional Geological Setting

The Rook I Project is located along the southwestern rim of the Athabasca Basin, a large Paleoproterozoic-aged, flat-lying, intracontinental, fluvial, redbed sedimentary basin which covers much of northern Saskatchewan and part of northern Alberta. It consists principally of unmetamorphosed sandstones with local conglomerate beds that are collectively known as the Athabasca Group.

The base of the Athabasca Group is marked by an unconformity with the underlying crystalline basement rocks of the Archean to Paleoproterozoic-aged Hearne and Rae provinces to the east and west, respectively, and the Proterozoic Talston Magmatic Zone (" **TMZ**") to the west. The basement immediately below the unconformity typically has a paleoweathered profile ranging from a few centimetres to up to 220 m thick where fluid migration was aided by fault zones. Paleoweathered profiles usually consist of a thin bleached zone at the unconformity which grades into a hematite altered zone and then a chlorite altered zone before alteration features dissipate.

The southwest part of the Athabasca Group is overlain by flat lying Phanerozoic rocks of the Western Canada Sedimentary Basin comprised of mudstones, siltstones and sandstones.

Local and Property Geology

The oldest rocks in the area of the Property occur in the TMZ. Within the area of the Rook I Project, the TMZ consists chiefly of granitic, granodioritic, tonalitic, dioritic, and locally gabbroic gneisses. There are also local bodies of graphitic and chloritic semipelitic to pelitic gneisses that typically occur as discontinuous, elongate, north-northeast trending lenses and schlieren ranging from less than one kilometre to greater than 10 km in length. These paragneiss bodies are the chief host rock of uranium mineralization in basement settings in the area including the Arrow deposit.

The Rook I Project straddles the Athabasca Group basal unconformity. Overlying the basement rocks in the area are the flat lying sandstones of the Athabasca Group. Where intersected in drilling, the Athabasca Group rocks are likely part of the Smart and Manitou Falls formations. These formations are both characterized by uniform quartz arenite beds and rare pebble conglomerate beds.

Phanerozoic rocks of the Cretaceous Manville Group and Devonian La Loche Formation overlie the Athabasca Group and basement rocks on portions of the western side of the Property and above the Arrow deposit. The Manville Group is characterized by non-marine to marine shales and sandstones. A coal bed marker horizon at the bottom of the Manville Group is often observed in drill core. The La Loche Formation consists of arenitic to arkosic sandstones and conglomerates.

The Rook I Project and surrounding area are covered by Pleistocene glacial deposits composed of sand, Athabasca Group sandstone boulders, and rare basement and Manville Group boulders. Glacial geomorphological topographic features are common and include northeast to east-northeast trending drumlins, outwashes, hummocky terrain, and kettle lakes.

Mineralization

Mineralization is known to occur at seven locations on the Rook I Project: the Arrow deposit, the Harpoon occurrence, the Bow occurrence, the Cannon occurrence, the Camp East occurrence, the Area A occurrence and the South Arrow occurrence, the most significant of which is the Arrow deposit. All uranium mineralization discovered on the Rook I Project to date is hosted exclusively in basement lithologies below the unconformity.

Arrow Deposit

Two (2) key but contrasting types of uranium mineralization occur at Arrow; open space fillings and chemical replacement styles. Open-space fillings include massive uraninite bodies interpreted to be uranium veins, and breccia bodies where the matrix is comprised nearly exclusively of massive uraninite. Chemical replacement type mineralization includes disseminated, worm-rock and near complete to complete replacement styles.

Uranium mineralization at Arrow is closely associated with narrow, strongly graphitic pelitic and graphitic semipelitic gneiss lithologies thought to represent discrete shear zones. High grade uranium zones often occur immediately adjacent to heavily sheared and strongly graphitic zones, but never within them. The main foliation present in the Arrow area trends towards the northeast and dips sub-vertically to vertically. Currently, mineralization occurs within four discrete, parallel shear panels referred to as the A1 though A5 shears.

Harpoon Occurrence

The Harpoon occurrence is located 4.7 km northeast of the Arrow deposit. The Harpoon occurrence is currently exclusively basement hosted and occurs within a chloritic and graphitic shear zone that is heavily clay altered. Basement lithologies observed in the area of mineralization include both orthogneiss and paragneiss of varying composition.

Mineralization at the Harpoon occurrence is foliation-parallel. It strikes towards the northeast at approximately 035° to 045° and dips towards the southeast at approximately 60° to 70°. The mineralized footprint at Harpoon has been traced over a strike length of 340 m on the Rook I Project.

Bow Occurrence

The Bow occurrence is located 3.7 km northeast of the Arrow deposit. The uranium values occurred at or just below the unconformity in fractured, slickensided, and sometimes brecciated sandstone and basement quartz-feldspar-biotite +/- graphite paragneisses with compositions ranging from psammitic to pelitic. Quartzite was also noted in several holes. Basement rocks are described as strongly bleached and clay altered.

Cannon Occurrence

The Cannon occurrence is located 1.3 km northeast of the Arrow deposit. Three of eleven holes drilled in the area encountered low-grade uranium mineralization over narrow intervals in basement lithologies. The best hole, CN-16-06, intersected 0.06% U308 over 1.0 m beginning 256.0 m down hole. Basement lithologies present at the Cannon occurrence area largely consist of semi-pelitic gneiss, pelitic gneiss, quartzite and orthogneiss, with relatively narrow intervals of chloritic and graphitic mylonite, the latter of which host the low-grade uranium mineralization discovered to date.

Strong hydrothermal alteration, which typically includes illite-sudoite-hematite mineral assemblages, was commonly intersected in the basement in the area of the Cannon occurrence. The alteration zones remain open in all directions, and at the unconformity.

Camp East Occurrence

The Camp East occurrence is located approximately 2.3 km south-southwest of the Arrow deposit. Two of the six holes drilled intersected weakly anomalous radioactivity over narrow core lengths of one metre or less in basement lithologies which in the area include semi-pelitic to pelitic gneiss and orthogneiss. Chloritic and locally graphitic shear zones with widths ranging from one to tens of metres were intersected in each hole. The relationship between geological structures and anomalous radioactivity at Camp East has not yet been determined.

In addition, both drill holes that intersected anomalous radioactivity also intersected very strong hydrothermal alteration over extensive core lengths intermittently over hundreds of metres. Two distinctive alteration styles are generally present in the area including (1) near complete to complete silica replacement with accessory clay and hematite and (2) moderate to intense white clay and dravite alteration where near complete to complete clay replacement is observed over core lengths up to 12 m.

Area A Occurrence

In 2013, drill hole RK-13-05 intersected 330 ppm U308 over 4.0 m approximately 3.5 km southwest from where the Arrow deposit would later be discovered. In this Area A, visible pitchblende was identified within a strongly hematite altered breccia. The mineralization occurs within a 29 m wide shear zone marked by faults, fractures, a variety of veins, and breccias. The host rocks are garnetiferous quartz-plagioclase-biotite gneiss with minor graphite.

South Arrow Occurrence

The South Arrow Discovery is located 400 m southwest of the Arrow deposit.

The South Arrow Discovery consists of uranium mineralization within five narrow veins varying from one metre to 10 m thick with a strike length of 290 m and vertical extent of 185 m starting at 110 m below surface. Mineralization strikes towards the northeast at approximately 045° and dips towards the southeast between 70° and 83°. Uranium mineralization at South Arrow is exclusively basement-hosted, and lithologies observed in the area include both orthogneiss and paragneiss of varying composition. The mineralization consists of en-echelon uranium veins that occur within or proximal to chloritic and graphitic shears with associated clay alteration. Uraninite mineralization occurs as semi-massive veining, worm-rock styles, chemical solution fronts, replacement bodies, and as fracture coatings.

Deposit Types

The Arrow deposit and other exploration targets at the Rook I Project belong to unconformity-associated classes of uranium occurrences. This type of mineralization is spatially associated with unconformities that separate Paleo- to Mesoproterozoic conglomeratic sandstone basins and metamorphosed basement rocks.

Unconformity-associated uranium deposits where mineralization is basement hosted, the alteration is typically confined to structures in the basement. Chlorite, hematite, dravite, sudoite, illite, kaolinite, and dickite are often, but not always, key alteration phases associated with mineralization. Silicification and desilicification of sandstones is also empirically associated with mineralization at many deposits, especially those located at the unconformity and in the sandstone.

Exploration

After acquiring the Rook I Project in December 2012, NexGen carried out exploration consisting of ground gravity surveys, ground DCIP surveys, an airborne magnetic-radiometric VLF survey, an airborne VTEM survey, an airborne ZTEM survey, an airborne gravity survey and a radon-in-water geochemical survey, and a ground radiometric and boulder prospecting program.

Ground Geophysical Surveys

The ground gravity survey was completed over the western half of the Rook I Project. The gravity survey was completed on NexGen's behalf by Discovery Geophysics International Inc. and MWH Geo-Surveys Ltd. from the fall of 2013 to the winter of 2015 and resulted in 12,867 gravity measurements. The readings have a spacing of 50 metres along lines 200 metres apart and were located by differential GPS. Features identified from the gravity survey results are interpreted to be larger regional trends upon which smaller, more localized features occur. These smaller features, showing both relatively high and low gravity responses, can be the result of hydrothermal alteration in both sandstones and basement rocks.

A ground DC Resistivity survey was completed on NexGen's behalf by Discovery Geophysics International Inc. in 2013 over a small area on the western most portion of the Rook I Project area. The survey was completed on 200 metre spaced grid lines, using a pole-dipole array with stations spaced at 50 metres along lines. The estimated depth of penetration was approximately 225 metres. This resistivity survey identified several prospective basement hosted EM anomalies and identified a near surface, flat lying conductive horizon interpreted to be carbonaceous Manville group rocks overlying the basement.

In 2016, NexGen completed two high resolution 3D DCIP surveys over the Arrow deposit and immediate surrounding area. This survey was completed by Dias Geophysical Ltd. using the proprietary DIAS32 system. A total receiver area of 2.07 km^2 of 3D resistivity and chargeability data were acquired in a 1.44 km by 1.44 km grid. The survey showed a resistivity anomaly highly coincident with and immediately flanking the Arrow deposit. The survey also identified an un-drilled additional anomaly coincident with an Arrow parallel deformation zone.

Airborne Geophysical Surveys

In 2013, Goldak Airborne Surveys was contracted by NexGen to fly a high resolution magnetic gradiometer – radiometric – VLF EM survey over the entire Rook I Project area. The survey included 3,491 line-km flown on lines spaced 200 metres apart. VLF data acquired as part of the survey has confirmed the widespread presence of basement structures on the Rook I Project. Magnetic data acquired suggest highly variable geology and a complex geological history. Radiometric data acquired shows a number of surficial radiometric anomalies.

In 2014, Aeroquest Airborne (Geotech) was contracted by NexGen to fly a VTEM survey over a portion of the Rook I Project. The survey was completed with 793 line-km spaced 100 m apart. Magnetic data was collected concurrently with EM data. The results showed a number of northeast trending EM conductors, most of which remain untested by drilling. Additionally, the acquired EM data allowed for more precise interpretation of the conductors that host the Arrow deposit as this survey was both higher powered, and flown at closer line spacing than any previous airborne EM survey completed in the area by past operators.

In 2016, Geotech was contracted by NexGen to carry out a ZTEM survey over a portion of the Rook I Project. The survey was flown parallel to the Patterson conductive corridor and included 584 line-km on lines spaced 100 m apart. Due to the position of the area of interest along the corridor, a non-standard flight orientation parallel to the primary geological strike was chosen. The results showed that a broad corridor of low resistivity traverses the property from southwest to northeast. The Arrow deposit occurs within this corridor.

Also, in 2016, CGG Canada Services Ltd. was contracted to acquire HeliFalcon gravity data along the Patterson conductive trend. The survey included 255 line-km on lines spaced 200 m apart and oriented in a northeast-southwest direction. Like the ground gravity survey, features identified from the survey results are interpreted to be larger regional trends upon which smaller, more localized features occur. These smaller features, showing both relatively high and low gravity responses, can be the result of hydrothermal alteration in both sandstones and basement rocks.

Ground Radiometric/Boulder Prospecting

In 2014, NexGen carried out a ground radiometric and boulder prospecting program. Radioactivity was measured at 698 stations, mostly on boulders which were chiefly Athabasca Group sandstones. Only two outcrops were observed. Where boulders were not present, background radioactivity was measured every 50 m along survey lines spaced 200 m apart. Several anomalously radioactive boulders were discovered, however, in each case, spectrometer analyses showed the radioactivity to be sourced from thorium. No samples were assayed.

Radon-In Water

In 2015, RadonEx Exploration Management Ltd. was contracted by NexGen to complete a radon-in-water survey over parts of Patterson, Beet and Naomi lakes. The surveys consisted of the collection of 1,942 near bottom water samples. Radon was measured using electret ionization chamber technology after water samples were collected and stored in glass jars. Samples were spaced 25 metres on lines generally, but not always, spaced 200 metres apart. The results showed multiple areas with anomalous radon gas concentrations.

Drilling

As of the date of this AIF, NexGen and its predecessors have completed 760 holes totaling 383,364.9 m of drilling on the Rook I Project. Since 2013, NexGen has completed 722 of those holes totaling 378,024.9 m.

Fall 2013 Drilling

From August to October of 2013 NexGen completed 3,029 metres of diamond drilling over 13 holes. The contractor was Guardian Drilling Corp. who utilized two rigs, supported by helicopter for most of the drill campaign. All holes tested targets identified by the 2013 ground DC Resistivity survey. Anomalous radioactivity was intersected in RK-13-05 which returned 330 ppm U308 over four metres. Visible pitchblende was identified within a strongly hematite-altered breccia. The mineralization occurs within a 29 m wide shear zone marked by faults, fractures, a variety of veins, and breccias. The host rocks are garnetiferous quartz-plagioclase-biotite gneiss with minor graphite.

Winter 2014 Drilling

From January to March 2014, NexGen completed 7442.2 metres of diamond drilling over 17 drill holes. All drilling was completed by Aggressive Drilling Ltd. ("**Aggressive**"). The purpose of the drill program was to follow-up previously intersected uranium mineralization in RK-13-05, as well as test a combination of airborne magnetic and EM, and ground gravity geophysical anomalies that were considered as priority targets for uranium mineralization.

Three areas were targeted during the winter 2014 exploration drill season; Area A, Dagger (Area D), and Arrow. Anomalous radioactivity was intersected in drill holes AR-14-01 through AR-14-08 at Arrow. Subsequent assay results confirmed the presence of significant uranium concentrations. These drill holes represent the first discovery of significant mineralization at the Arrow deposit.

Summer 2014 Drilling

A total of 35 diamond drill holes were drilled for 18,885.8 metres on the Rook I Project from May to September 2014 using three diamond drill rigs. All diamond drilling was performed by Aggressive. The drill holes were primarily collared to follow up on uranium mineralization intersected at the Arrow zone in the winter of 2014. In addition, Regional holes tested a combination of magnetic, electromagnetic, and gravity geophysical features at four target areas on Rook I that included Area A, Area B, Area D (Dagger) and Area K.

The program was successful and extensive uranium mineralization was intersected at the Arrow deposit in several holes including AR-14-15 (3.42% U308 over 22.35 m and 1.52% U308 over 32.0 m) and AR-14-30 (10.17% U308 over 20.0 m and 7.54% U308 over 63.5 m). A reinterpretation of the structural setting also resulted in the identification of three main mineralized shear zones, the A1 through A3 shears. Both AR-14-15 and AR-14-30 represent the first holes drilled through what would become known as the high grade domain of the A2 shear.

Winter 2015 Drilling

A total of 54 diamond drill holes were drilled for 21,564.2 metres on the Rook I Project area from January to April 2015 with four drill rigs. All drilling was performed by Aggressive. The drill holes were primarily designed to expand the mineralization at the Arrow deposit. Regional holes continued to test a combination of magnetic, EM, and gravity targets at the Bow and Fury areas. Results are highlighted by AR-15-44b, which intersected 11.55% U308 over 56.5 metres including 20.0 metres at 20.68% U308 and 1.0 metres at 70.0% U308 in the high grade domain of the A2 shear.

A new zone of uranium mineralization was also discovered in the Bow area. Now referred to as the Bow occurrence, the best hole in this area to date has been BO-15-10. This hole intersected 0.20% U308 over 9.5 m. To date, 14 holes have been drilled at Bow.

Summer 2015 Drilling

Between June and October 2015, 33,010 metres of drilling was completed in 61 drill holes. All diamond drilling was performed by Aggressive. For the first time at the Rook I Project, directional core drilling technology was utilized which allows for precise controlled deviation of drill holes and multiple branches drilled from one pilot hole.

The drill holes were primarily designed to follow up on uranium mineralization intersected at the Arrow zone in consecutive seasons since the winter of 2014. All holes at Arrow intersected significant and often intense uranium mineralization. Results are highlighted by AR-15-62 which intersected 6.35% U308 over 124.0 metres including 78.0 metres at 10% U308 and AR-15-49c2 which intersected 12.01% U308 over 50.0 metres including 18.0 metres at 20.55% U308.

Winter and Spring 2016 Drilling

From January to June, 2016, 45,163.0 metres of drilling was completed in 90 drill holes on the Rook I Project. All diamond drilling was performed by Aggressive with up to six diamond drill rigs. Directional core drilling technology continued to be used to delineate and expand the Arrow deposit. During the winter/spring 2016 drill program a maiden Inferred Mineral Resource estimate for the Arrow Deposit was announced.

Drill holes of the winter/spring 2016 program were primarily designed to both in-fill the Arrow deposit in support of an Indicated resource classification in the A2 high grade domain as well materially expand the footprint of mineralization in support of an expanded Inferred Mineral Resource. Before the winter/spring 2016 program, drilling at Arrow was largely completed from northwest to southeast. During this program, and in order to verify the near vertical dip of the mineralization, seven in-fill holes were drilled in a scissor direction from southeast to northwest. Scissor oriented drilling has verified both the near vertical dip of the mineralization and the thicknesses of the Arrow deposit resource domains. Results from the Arrow deposit for the winter/spring 2016 program are highlighted by AR-16-63c2 which intersected 15.20% U308 over 42 m and 12.99% U308 over 46.5 m. In addition, AR-16-76c1 intersected 11.29% U308 over 67.5 m including 9.0 m at 51.35% U308.

Step-out drilling at the Arrow Deposit during the program was successful and two significant new areas of mineralization were discovered. Firstly, high-grade uranium mineralization was identified in the A1 shear for the first time where scissor hole AR-16-84c1 intersected 2.13% U308 over 28.5 m including 3.99% U308 over 11.0 m. Secondly, uranium mineralization was intersected 180 m southwest of the Arrow Deposit where drill hole AR-16-90c3 intersected 8.09% U308 over 13.0 m including 10.33% U308 over 10.0 m. Mineralization in this area occurs in the likely extensions of the Arrow shears.

The highlight of regional drilling during the winter/spring 2016 drilling program was the discovery of the Cannon occurrence. It was tested with eleven drill holes, three of which intersected narrow zones of low grade uranium mineralization. The best hole, CN-16-06 intersected 0.06% U308 over 1.0 m.

Continued regional drilling during the winter/spring 2016 program largely tested the interpreted extensions of the conductor hosting Arrow to the northeast. Firstly, a four-hole fence tested the Arrow conductor 200 m northeast of the Arrow deposit. Although no mineralization was intersected, prospective hydrothermal alteration and geological structures were encountered. A three-hole fence was subsequently drilled 750 m northeast of the Arrow deposit targeting a break in the Arrow conductor. Again, no mineralization was intersected, however, prospective hydrothermal alteration and geological structures were identified. Additionally, one hole was drilled 2.5 km northeast of the Arrow deposit to test another interpreted break in the Arrow conductor. No mineralization was intersected. Two more holes were drilled 650 m southwest of the Arrow deposit to test a subtle gravity anomaly that is coincident with the Arrow conductor. Both holes intersected Arrow-like semi-pelitic gneisses and prospected graphitic shear zones, but no mineralization was intersected.

Summer 2016 Drilling

From June to November, 2016, 51,829.5 m of drilling was completed in 85 drill holes on the Rook I Project. All diamond drilling was performed by Aggressive with seven diamond drill rigs. Directional core drilling technology continued to be used to delineate and expand the Arrow deposit.

Drill holes of the summer 2016 program were primarily designed to both in-fill the Arrow deposit in support of an Indicated resource classification in the A2 high grade domain as well as materially expand the footprint of mineralization in support of an expanded Inferred Mineral Resource. During the program, 35 of the 53 holes drilled at the Arrow deposit were drilled in a scissor orientation from southeast to northwest. Scissor oriented drilling again verified both the near vertical dip of the mineralization and the thicknesses of the Arrow deposit resource domains. Results from the Arrow deposit for the summer 2016 program are highlighted by scissor hole AR-16-98c2 which intersected 7.59% U308 over 73.5 m including 51.40% U308 over 10.0 m. In addition, scissor hole AR-16-91c2 intersected 12.69% U308 over 40.5 m including 25.0 m at 19.97% U308.

During the summer 2016 program, the highlight of regional exploration drilling was the discovery of the Harpoon occurrence with drill hole HP-16-08. The hole intersected 17.0 m of continuous mineralization including 4.5 m of composite off-scale radioactivity (>10,000 to >61,000 cps via handheld RS-120 model scintillometer).

Regional exploration drilling was also conducted at three other target areas during the summer 2016 program. Firstly, a large airborne ZTEM resistivity anomaly 1.1 km southwest of the Arrow deposit was tested with a four-hole fence where encouraging clay alteration and graphitic shear zones were intersected. Secondly, coincident gravity and VTEM anomalies were tested with two holes approximately 3 km southwest of the Arrow deposit. Finally, coincident gravity and VTEM anomalies were tested with six holes approximately 2.3 km south-southwest of the Arrow deposit. In this area, informally referred to as the Camp East area due to the close proximity to the Rook I camp, narrow intersections of weakly anomalous radioactivity were intersected in two drill holes. In addition, all six drill holes intersected extensive sections of hydrothermal alteration.

Winter 2017 Drilling

On January 23, 2017, the Corporation commenced a winter drill program, using seven rigs. The winter drill program was completed on May 2, 2017 with a total of 40,768.5 metres drilled and 64 completed holes.

Highlights of the 2017 winter drill program included the (i) continued confirmation of grade continuity in the A1, A2 and A3 shears with in-fill drilling; (ii) intersection of high-grade uranium mineralization in a step-out hole in the A3 shear akin to the mineralization intersected in the higher grade A2 sub-zone; (iii) intersection of broad zones of uranium mineralization including narrow zones of high grade mineralization in the A1 through A4 shears in widely spaced step-out holes both northeast and southwest of the Arrow deposit; and (iv) discovery of narrow zones of mineralization in the “gap area” southwest of the Arrow deposit.

Summer 2017 Drilling

The Corporation commenced an expanded drill campaign on July 12, 2017 which consisted of 82 infill, expansion, exploration and geotechnical holes totaling 44,780.9 m of diamond drilling, utilizing eight drill rigs. The Corporation made the South Arrow Discovery, approximately 400 m south of Arrow on a separate conductor to that which hosts Arrow. Discovery hole AR-17-151c1 intersected 0.44% U3O8 over 11.50 m including 1.29% over 3.75 marked by narrow massive pitchblende veining.

Winter 2018 Drilling

On January 25, 2018, the Corporation commenced a winter drill program. The winter drill program was completed on April 8, 2018 with a total of 30,207.7 metres drilled and 54 completed holes. The winter drill program consisted of 25,000.7 metres of infill, expansion and exploration drilling at Arrow and South Arrow. In addition, 3,437.0 metres and 1,770.0 metres were completed at Arrow Conductor and Mirror target areas, respectively.

Successful infill drilling in the A3 high-grade domains was able to convert Inferred to Indicated mineral resources. Highlights from A3 infill drilling includes: 17.5 m at 1.10% U3O8 (638.0 to 655.5 m) including, 4.0 m at 2.57%U3O8 (642.5 to 646.5 m) in AR-18-197c3 and 11.5 m at 1.0% U3O8 (512.0 to 523.5 m) and 5.0 m at 3.35% U3O8 (532.0 to 537.0 m) in AR-18-202c1.

Expansion drilling to the northeast of the Arrow Deposit – testing 50 m along strike from known mineralization at varying elevations – intersected significant mineralization in the A1 and A2 shears. Expansion drilling at South Arrow intersected mineralization 175 m southwest of the main zone. The South Arrow target area remains prospective for future exploration and expansion.

Regional drilling on the Patterson Corridor focused on two high priority target areas, which included Mirror and the Arrow VTEM Conductor. The Mirror target area is located 1.5 km southeast of the Arrow Deposit along a parallel conductor. The drill holes in the area successfully intersected the targeted VTEM conductor but did not encounter significant uranium mineralization. The Arrow Conductor is situated approximately 2.5 km southwest and along strike from the Arrow Deposit, hosted within the same VTEM conductor. Arrow-type silicified semi-pelitic gneiss was intersected throughout in all of the 6 holes drilled in the area. Moderate to intense sericitic alteration, similar to Arrow-type alteration found proximal to the Arrow deposit was intersected in several of the drill holes.

Summer 2018 Drilling

On June 12, 2018, the Corporation commenced the summer drill program, which was completed on October 7, 2018 with a total of 20,956.8 metres and 30 completed holes on the Rook I Project. The primary objective of the program was the geotechnical characterization of areas within Arrow's footwall, lateral development and potential underground infrastructure locations of which results were incorporated into the Pre-Feasibility Study.

Holes targeting the footwall successfully characterized the geotechnical and hydrogeological conditions of the rock-mass proximal to the potential mine infrastructure and Underground Tailings Management Facility ("**UGTMF**"). Additionally, drilling focused on the sterilization of uranium mineralization within areas that will host project development infrastructure and were all geotechnically logged incorporating packer tests at regular intervals. Holes drilled within the footwall of Arrow, in areas of envisioned underground mine infrastructure intersected suitable rock-mass and hydraulic conductivity to facilitate underground development. Similarly, holes drilled within the proximity of the UGTMF positively indicated the area contains suitable rock-mass and low hydraulic conductivity to facilitate underground development.

Three shaft pilot holes were successfully completed to a depth of between 650 m and 702 m. The vertically drilled shaft holes were kept within a 3.0 m radius from surface through to their termination depths, intersected minimal structure and showed low hydraulic conductivity throughout via packer testing at regular intervals.

December 2018 Drilling

Drilling commenced with four drill rigs on December 4, 2018. Six holes were completed while two holes remained on-going. The December component of the drill program completed 3,224.5 m prior to the program being halted for the holiday season on December 20, 2018. The two holes that remained on-going continued to advance once the drill program resumed in early January 2019. The December 2018 program was part of the of the overall 2019 drilling program.

Sampling, Analysis and Data Verification

Sample Preparation and Quality Control Measures Before Dispatch

At each drill site, core is removed from the core tube by the drill contractors and placed directly into three row NQ wooden core boxes with standard 1.5 m length (4.5 m total). Individual drill runs are identified with small wooden blocks, onto which the depth in metres is recorded. Diamond drill core is transported at the end of each drill shift to an enclosed core handling facility at NexGen's camp where the box is initially surveyed with a Radiation Solutions RS-120 scintillometer to determine if any boxes contain mineralization. A threshold of 500 counts per second (cps) is used for Arrow core, and 300 cps for core from elsewhere on the Rook I Project. All mineralized core boxes above the threshold, plus a box before and after, is taken to the "hot" core logging facility for logging and sampling. All other core is moved to be processed in the "cold" core logging facility.

Before the core is split for sampling, depth markers are checked, core is carefully reconstructed, washed, logged for lithologies, alteration, structures, and mineralization, measured for rock mass rating, resurveyed in detail with scintillometer, photographed (wet), and marked for sampling.

Logging and sampling information is entered into a server-hosted acQuire database on a desktop computer which automatically updates the master database on the server at the Rook I site which, in turn, backs-up to a Saskatoon based server.

On site sample preparation consists of core splitting by geological technicians under the supervision of geologists. One half of the core is placed in plastic sample bags pre-marked with the sample number along with a sample number tag. The other half is returned to the core box and stored at the core storage area located near the logging facility at the project site. The bags containing the split samples are then placed in buckets with lids for transport to Saskatchewan Research Council Geoanalytical Laboratories ("**SRC**") (an independent laboratory) in Saskatoon, Saskatchewan, by NexGen personnel.

Three types of samples are collected for geochemical analysis: (i) point samples taken at nominal spacing of five metres on exploration holes (50 m for Arrow infill holes), and meant to be representative of the interval or of a particular rock unit; (ii) composite samples in Athabasca and Devonian sandstones where one centimetre long pieces are taken at regular spacing over 1 to 10 m intervals; and (iii) 0.5 m and 1.0 m split samples taken over areas of interest (such as the unconformity) and over intervals of elevated radioactivity and 0.5 to 2.0 m beyond the radioactivity

Security

As each hole is being drilled, drilling contractor personnel place the core in wooden boxes at the drill site and seal core boxes with screwed on wooden lids. Core is then delivered to the Rook I core processing facility by the contractor twice daily. Only the contractor and NexGen geological staff are authorized to be at drill sites and in the core processing facility. After logging, sampling and shipment preparation, samples are transported directly from the project site to SRC by NexGen staff.

Appropriate steps are taken to protect the integrity of samples at all processing stages. Access to the SRC premises is restricted by an electronic security system and patrolled by security guards 24 hours a day.

Assaying and Analytical Procedures

SRC crushes each sample to 60% -10 mesh and then riffle split to a 200 gram (g) sample with the remainder retained as coarse reject. The 200 g sample is then milled to 90% passing -140 mesh.

All samples are analyzed at SRC by inductively coupled plasma optical emission spectroscopy (ICP-OES) or inductively coupled plasma mass spectroscopy (ICP-MS) for up to 64 elements including uranium. Samples with low radioactivity are analyzed using ICP-MS. Samples with anomalous radioactivity are analyzed using ICP-OES.

Selected samples are also analyzed for gold, platinum, and palladium using traditional fire assay methods.

Samples are also collected for clay mineral identification using infrared spectroscopy regularly in areas of clay alteration. Samples are typically collected at five metre intervals and consist of centimetre sized pieces of core selected by a geologist. These samples are transported to Rekasa Rocks Inc. (Rekasa) of Saskatoon, Saskatchewan, by NexGen staff for analysis. Rekasa performs clay analyses using a portable infrared mineral analyzer.

NexGen personnel perform bulk density measurements on full core on site using standard laboratory techniques. In mineralized zones, bulk density is measured from samples at 2.5 m intervals, where possible (i.e., approximately 20% of all mineralized samples). Whole core from the entire interval being tested are sealed in wax and are then weighed in air and weighed submerged in water. Bulk density is then calculated from the resulting data. In order for density to be correlated with uranium grades across the data set, each density sample directly correlates with a sample sent to SRC for assay (i.e., downhole intervals are the same for density samples and assay samples).

Quality Control Measures

NexGen's quality assurance and quality control program includes: (a) duplicate samples; (b) standard reference materials (" **SRM**"); and (c) blank samples.

Field duplicates, pulp duplicates or crush duplicates are submitted to SRC at every 50th even numbered mineralized sample sent for analysis with the original sample on XX48 or XX98, the field duplicate on XX49 or XX99 and pulp duplicates on XX50 and crush duplicates on XX00. These samples are split into quarter cores at the Corporation's core processing facility. A minimum of one field duplicate is submitted for each mineralized hole.

SRMs are also regularly inserted into the sample stream. All SRMs are obtained from the Canadian Centre for Mineral and Energy Technology and include BL2-A (0.502 +/- 0.002 % U308), BL-4a (0.1472 +/- 0.008 % U308), and BL-5 (8.36 +/- 0.04 % U308). The SRM selected is based on scintillometer measurements. SRMs are inserted into the sample stream prior to the first mineralized sample, as well as every 40 mineralized samples on XX20 and XX60. At least one SRM is inserted for each mineralized drill hole.

Blank samples are inserted into the sample stream for every 40 mineralized samples on XX40 and XX80. At least one blank sample is inserted into the sample stream for each mineralized drill hole. In many cases, and at the discretion of the geologist logging the hole, blanks are also inserted immediately above, randomly within, and below zones of significant mineralization. Blank material samples consist of pieces of rose quartz obtained from Deptuck's Landscaping & Supplies of Saskatoon, Saskatchewan.

Quality control is also maintained for all analytical apparatus at SRC with certified reference material used to track analytical drift, and data accuracy and precision. Standards and duplicates are inserted into sample batches at regular intervals by SRC.

Data Verification

The authors of the Rook I PFS Technical Report reviewed and verified the resource database used to prepare the mineral resource estimate described below. The verification included a review of the QA/QC methods and results, verifying the database assay table against assay certificates, performing standard database validation tests, and a site visit including drill core review. No limitations were placed on the authors' data verification process.

Mineral Processing and Metallurgical Testing

The metallurgical test program included a bench test program, a pilot plant and paste backfill testing. Testwork samples comprised three composite samples, consisting of low-, medium- and high-grade material, and ten samples of localized deposit areas.

Completed testwork included quantitative evaluation of materials by scanning electron microscopy (QEMSCAN), potential acid generation (PAG), SAGDesin and Bond ball mill index, batch leach, optimization leaching, confirmation and variability, settling, solvent extraction, separating funnel shakeout, stripping, gypsum precipitation, yellowcake precipitation, preliminary sulfide flotation, and diagnostic gravity separation. Two pilot leaching tests were performed using two different feed samples.

The pilot test program was set up as a series of pilot-sized tests to represent the following unit operations:

- Ball mill
- Leaching and solid/liquid separation
- Tailings neutralization
- Solvent extraction
- Gypsum precipitation, settling and leaching
- Yellowcake precipitation and settling
- Effluent treatment and settling.

The average recovery estimate used in the 2018 Pre-Feasibility Study was determined from pilot plant testwork. Pilot leach testing had uranium extractions of 99.3%. The washing efficiency in the counter current decantation was very high at >99.6%. All other unit operations in the pilot testing had uranium recoveries of >99.6%. Uranium recovery was estimated by evaluating the recovery of the individual circuits and combining these into an overall recovery. Total net uranium recovery is forecast to be 97.6%.

Metallurgical variability testwork consists of 11 leaching tests on samples that had uranium grades ranging from 0.51% U_3O_8 to 8.53% U_3O_8. Of the samples tested, only one is from material that returned lower recoveries that is included in the 2018 Prefeasibility Study mine plan.

QEMSCAN analysis identified that there were no primary molybdenum-bearing minerals present, however, molybdenum may occur in chalcopyrite and galena solid solutions. Similarly, there were no arsenic-bearing minerals identified.

Mineral Resource Estimate

The mineral resource estimate for the Arrow deposit is based on results of surface diamond drilling campaigns from 2014 to April 8, 2018. The effective date of the mineral resource estimate is May 25, 2018. Of the 406 holes completed, 14 drill holes were abandoned before reaching their target depth, are considered restarts, and were not used in the mineral resource estimate.

Structure	Tonnage (tonnes)	Grade (U_3O_8%)	Metal (U308 lbs)
Indicated Mineral Resources			
A2 High Grade	459,000	17.88	181,000,000
A2 Low Grade	1,244,000	0.79	21,700,000
A3 High Grade	175,000	9.94	38,400,000
A3 Low Grade	1,005,000	0.70	15,500,000
Indicated Total	**2,883,000**	**4.04**	**256,600,000**
Inferred Mineral Resources			
A1	1,510,000	0.72	23,900,000
A2 High Grade	5,000	12.78	1,400,000
A2 Low Grade	1,293,000	0.70	19,900,000
A3 High Grade	1,000	8.11	200,000
A3 Low Grade	1,233,000	1.10	30,000,000
A4	801,000	0.92	16,300,000
Inferred Total	**4,844,000**	**0.86**	**91,700,000**

Notes:

1. The estimate effective date is May 25, 2018. The Qualified Person for the estimate is Mr. Mark Mathisen, CPG, an RPA employee.
2. Mineral Resources are reported inclusive of Mineral Reserves. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
3. Mineral Resources are reported at a cut-off grade of 0.25% U3O8. The cut-off grade includes considerations of metal price, process plant recovery, and mining, processing and general and administrative costs.
4. Mineral Resources are estimated using a long-term uranium price of US$50 per lb U3O8 and a minimum mining width of 1 m. Tonnes are based on bulk density weighting
5. Totals may not sum due to rounding.

Uranium mineralization at Arrow occurs within and proximal to structural basement rocks (graphitic mylonites) that show varying degrees of clay, chlorite, and hematite alteration. Structures have been reactivated, and five main parallel structural shear zones (namely the A1, A2, A3, A4 and A5 shears) have been identified, with the A2 and A3 shears hosting higher grade, thicker and more continuous mineralization than the others, as defined by current drilling. Due to a limited number of drill holes, it was not possible to fully differentiate between the A4 and A5 shears; thus mineralized intercepts in the A5 shear zone were grouped into the A4 shear for the Mineral Resource estimate presented herein. Mineralization consists predominantly of uraninite/pitchblende that occurs as massive to semi-massive accumulations, foliation controlled, mineral replacements, and disseminations. A continuous zone of higher grade mineralization in the A2 and A3 shear zones is known as the higher grade A2 sub-zone (A2 HG) and A3 sub-zone (A3-HG).

The key assumptions, parameters and methods used to complete the mineral estimate set forth above are summarized as follows:

- Topographical surfaces, solids and mineralized wireframes were modelled in Leapfrog Geo version 4.0 then refined in Vulcan software.
- Extension distance for the mineralized wireframes was half-way to the next hole, or approximately 25 m vertically and horizontally past the last drill intercept.
- Low grade ("**LG**") domain models were created using a lower grade intercept limit equal to or greater than one metre with a minimum grade-thickness product of 0.1%m, or 2 m at 0.05%.
- High grade ("**HG**") domain models were created using a grade intercepts limit equal to or greater

than one metre with a minimum grade of 5% U308, although lower grades were incorporated in places to maintain continuity and to maintain a minimum 1 m thickness.

- Sample intervals with assay results less than the nominated cut-off grade (internal dilution) were included within the mineralized wireframes if the core length was less than two (2) metres or allowed for modelling of grade continuity.
- In total, 162 wireframes were constructed within the Arrow A1, A2, A3, A4 and A5 shear zones. This included ten (10) high-grade wireframes were contained within four low-grade enveloping wireframes.
- The Arrow deposit, as defined in the Mineral Resource estimate, consists of several stacked lenses within a 308 m wide zone with an overall strike length of 970 m starting at 110 m from surface and extending to 980 m.
- The mineralization wireframe models were used to code the drill hole database and to identify samples within the mineralized wireframes. These samples were extracted from the database on a group-by-group basis, subjected to statistical analyses for their respective domains, and then analyzed by means of histograms and probability plots. A total of 23,173 samples were contained within the mineralized wireframes.
- High-grade outliers were capped at 2%, 3%, 4%, 6%, 8%, 10%, 15%, 25% and 40% U_3O_8 in the domains.
- Composites were created from the capped, raw assay values using the downhole compositing function of the Vulcan modelling software package. The composite lengths used during interpolation were chosen considering the predominant sampling length, the minimum mining width, style of mineralization, and continuity of grade.
- Sample lengths range from 15 cm to 3.0 m within the wireframe models, with the majority of samples being 0.5 or 1.0 m.
- Given this distribution, and considering the width of the mineralization, it was decided to composite to one metre lengths. Composites at the edge of the domain that were less than 0.5 m were merged with the previous interval.
- Assays within the wireframe domains were composited starting at the first mineralized wireframe boundary from the collar and resetting at each new wireframe boundary. Assays were capped prior to compositing.
- Downhole, omni-directional, and directional variograms were generated using the one-metre U_3O_8 composite values for five (5) A2-HG and two (2) A2 low-grade mineralized domains.
- The variograms were used to support search ellipsoid anisotropy, as well as linear trends observed in the data. The downhole variogram suggests a relative nugget effect of approximately 10%.
- Long range directional semi-variograms were focused in the primary plane of mineralization, which commonly strikes northeast and dips steeply to the southeast. Most ranges were interpreted to be 20 m to 40 m. Ranges for the HG domain also varied from 15 m to 30 m.
- To aid in the evaluation of grade continuity, trend analysis, and classification, a series of total grade x thickness contours for selected individual wireframe were generated.
- Bulk density was determined with specific gravity measurements on drill core using the water immersion method according to the Archimedes principle, after the core has been sealed and shrink wrapped in cellophane.
- A total of 5,083 bulk density measurements have been collected on drill core samples from the main mineralized zones to represent local major lithologic units, mineralization styles, and alteration types.
- Densities were interpolated into the block model to convert mineralized volumes to tonnage, and were also used to weight the uranium grades interpolated into each block
- Leapfrog wireframes were imported into Vulcan modelling software version 10.1 to estimate resources.
- A sub-block block model was created using a parent block size of 4 m (along strike) by 4 m (across strike) by 4 m (bench height) and sub-blocks that measured 1 m (along strike) by 1 m (across strike) by 1 m (bench height).
- The interpolation strategy involved setting up search parameters in a series of estimation runs for each individual domain.

- For the A2 and A3 HG domains (excluding A2 HG-8), the search ellipsoid geometry was oriented into the structural plane of the mineralization, as indicated by the variography. The estimation was assisted by the use of an unfolding function, accounting for local anisotropy derived from small undulations along the wireframe boundary. For the remaining domains the interpolation strategy involved setting up search parameters in a series of two estimation runs for each individual domain. Of the 162 domains, only A1 low-grade domains 100, 101, 118, and 122 required a second pass search. Search ellipse dimensions were chosen following a review of drill hole spacing and interpolation efficiency. First and second pass search ellipses maintained a 5:5:1 anisotropic ratio. Search ellipses were oriented with the major axis oriented parallel to the dominant northeasterly trend of the domains. The minor axis was oriented horizontally, normal to the major axis (across strike), and the semi-major axis was oriented with a plunge range of 0° to -53° and dip ranging from -76° to -90°.
- In order to reduce the influence of very high-grade composites, grades greater than a designated threshold level for the domains were restricted to a search ellipse dimension of 25 m by 25 m by 5 m (high yield restriction). The threshold grade levels were chosen from the basic statistics and from visual inspection of the apparent continuity of very high grades within each domain, which indicated the need to limit their influence to approximately half the distance of the main search.
- A potential underground mining cut-off grade was determined using assumptions based on historical and known operating costs for mines operating in the Athabasca Basin and based on assumptions for process plant recovery, total operating cost, and incremental component of operating cost.
- The estimated cut-off grade of 0.25% U_3O_8 is in line with the cut-off grade of 0.25% at Cameco's Rabbit Lake mine, which is basement hosted mineralization similar geologically to Arrow.

The authors of the Rook I PFS Technical Report are not aware of any known environmental, metallurgical, permitting, legal, title, taxation, socioeconomic, marketing, political, or other relevant factors that could materially affect the current mineral resource estimate.

Probable Mineral Reserves

On November 5, 2018, the Corporation announced the following maiden Probable Mineral Reserves on the Rook I Project having an effective date of May 25, 2018. The Probable Mineral Reserves include diluting materials and allowances for losses which may occur when material is mined:

Probable Mineral Reserves			
Structure	**Tonnage (Tonnes)**	**Grade (U_3O_8%)**	**Metal U_3O_8 (U_3O_8 lb)**
A2	2,057,600	4.13%	187,400,000
A3	1,375,500	1.54%	46,700,000
Total	**3,433,100**	**3.09%**	**234,100,000**

Notes:

1. The estimate effective date is May 25, 2018. The Qualified Persons for the estimate are Mr. Jason Cox, P.Eng., and Mr. David Robson, M.B.A., P.Eng., employees of RPA.
2. Mineral Reserves include transverse and longitudinal stopes, development, and incremental ore.
3. Stopes and ore development were estimated at acut-off grade of 0.25% U_3O_8. Incremental ore is material between 0.03% U_3O_8 and 0.25% U_3O_8 that must be extracted to access mining areas. A grade of 0.03% U_3O_8 is the regulatory limit for what is considered benign waste and material that must be treated and stockpiled in an engineered facility.
4. Mineral Reserves are estimated using a long-term metal price of US$45/lb U_3O_8, and a 0.75 US$/C$ exchange rate. A minimum mining width of 3.0 m was applied for all longhole stopes. The density varies according to the U_3O_8 grade in the block model. Waste density is 2.464 t/m3.
5. Totals may not sum due to rounding.

Mining Operations

Initial shaft sinking will consist of approximately 40 m of overburden, 60 m of sedimentary rock, and 25 m of Paleoweathered basement rock with a combined thickness of 125 m. These domains consist of poor to very poor-quality rock masses; however, once these have been temporarily artificially frozen for shaft construction, they are not anticipated to be problematic. Based on the information used in the 2018 Pre-Feasibility Study, the minimum distance between the shallowest mine excavation and the unconformity is approximately 250 m. This drastically reduces the risks associated with the crown pillar and therefore has not been investigated in detail.

The processing of uranium ore will generate several forms of waste. A portion of the waste will be used for paste backfill. The remainder will be permanently stored in purpose-built excavations/chambers in the footwall of the deposit, in an area that is interpreted to have relatively minimal alteration or fault or shear structures. The 2018 Pre-Feasibility Study proposes that the underground tailings management facility (UGTMF) will consist of 88 diamond-shaped excavations each approximately 25 m wide by 25 m long by 60 m high. The excavations will be arranged in a regular pattern with 45 m rib pillars separating primary excavations, and 10 m between primary and secondary openings. The top of the excavations will be approximately 250 m below the unconformity.

Backfill of mined stopes is planned to use a combination of process waste, cement, potential fillers (such as fly ash), and water. The creation of paste tailings is directly proportional to the amount of material processed through the plant. For each tonne of processed material, 0.84 m3 of paste tailings will be created, along with 0.31 m3 of combined waste precipitates. Based on a steady-state production rate, total fill demand is nominally 328,000 m3 per year for paste tailings, and 121,000 m3 per year for combined precipitates. Tailings not used for paste backfill will be stored in the UGTMF. A by- product of the processing will be other waste products such as gypsum. The 2018 Prefeasibility Study proposes to store the gypsum in secondary chambers within the UGTMF, comprising approximately 50% of the total chamber volume.

The proposed options for dewatering the mine are to use a “dirty water” system to the 500 m level, operating both submersible and centrifugal pump systems. The dewatering system will be capable of collecting and removing all strata and operational process water from the mine infrastructure, ongoing developments, operational stopes, and shaft inflow, and pastefill seepage and collecting it at the main dewatering station sumps located at 500 m level.

Transverse stope mining will be used in areas of higher grade (generally greater than 4% U_3O_8) and wider stopes (generally greater than 10 m), while longitudinal retreat stope mining will be used in areas of lower grade and thinner stope widths. Transverse longhole mining will be done using primary and secondary stoping methods to avoid leaving pillars. The order in which stopes are extracted will be largely driven by the head grade, with the overarching goal of achieving annual production of 30 Mlbs U_3O_8. Primary stopes will be recovered first, followed by primary stopes on two vertical levels above, and secondary stopes on the original level.

Two separate vertical mining blocks (the Upper Block, and Lower Block) will be established, and within each vertical block, the A2 and A3 veins can be mined independently. Mining activities will commence from both the Upper Block and Lower Block, and in the A2 and A3 vein, for a total of four separate production areas.

Eleven level spacings at Rook I are planned at 30 m intervals, sill to sill. Lateral development will be concentrated in three (3) years (Year -1, Year 1, and Year 2). In addition to the lateral development, there will be an internal ramp system that will connect all mining levels.

The ore handling system will begin with scoops loading muck in transverse and longitudinal retreat stopes. The scoops will tram muck to centrally-located ore and waste passes. The bottom of the ore pass will be located on 620 mL where a control system directs ore into the underground ore crushing system. Ore will be directed on to a grizzly equipped with a remotely-operated rock breaker. The underground

crusher will reduce ore to <120 mm in size. The crusher has been sized for a throughput of 1,500 t/d, although it will be capable of substantially more than this, if required. Crushed ore will be loaded onto a conveyor and hauled to the shaft for skip loading. The main waste pass will bypass the underground crusher, as this material will be exclusively development material. Broken and screened material will be loaded onto a conveyor and hauled to the shaft for skip loading. A second waste pass and underground crusher will be located at the UGTMF. At the UGTMF waste pass loadout, a separate grizzly, rock breaker, and crusher will reduce UGTMF waste to <120 mm for skip loading. UGTMF waste will be conveyed to the shaft where it will join the mine development waste.

The ventilation system is designed as a predominately negative or “pull” system. Fresh air will be distributed throughout the mine by three shaft stations from Shaft #1 and an internal ramp. The auxiliary ventilation system will utilize both flow-through and extraction ventilation to exhaust contaminated air from localized areas to return air drifts and raises.

The Rook I mine will be developed using a high degree of equipment mechanization. Each of the main pieces of equipment will have remote operating capability, and in some cases will be autonomous to reduce radiation exposures. A raisebore machine will be used for development of ore and waste passes, and internal ventilation raises. The majority of the mobile equipment underground will be captive in the mine. The maintenance facility will be equipped to repair and service all captive equipment for the life of its operation.

Processing and Recovery Operations

The study is based on an assumption of processing of 3,433 kt of ore grading 3.09% U_3O_8 over a nine (9) year mine life to produce 228.4 Mlb of recovered yellowcake, using a metallurgical recovery forecast of 97.6%. The mill design will have a nominal 379 kt of material processed per year during steady state operations.

The major components of the processing plant are the following:

- Ore Sorting and Storage
- Grinding
- Acidic Leaching
- Counter Current Decantation (CCD)
- Pregnant Solution Clarification
- Solvent Extraction
- Gypsum Precipitation and Washing
- Yellowcake Drying/Calcining and Packaging
- Tailing Neutralization and Paste Plant
- Effluent Treatment
- Feed and Effluent Monitoring Ponds

Infrastructure, Permitting, and Compliance Activities

Project Infrastructure

The key infrastructure contemplated for the Project includes:

- Underground infrastructure including: material handling systems, maintenance facilities, fuel bay, explosives magazine, ventilation, paste backfill, electrical and communications facilities, underground water supply, dewatering facilities
- Underground tailings management facility
- Surface support infrastructure for the mine, including: headframes and hoist facilities, liquid natural gas (LNG) facilities, and ventilation fans
- Process plant and associated analytical laboratory
- Surface waste rock storage facility, special waste pad and ore pad
- Permanent and construction accommodation camps
- Mine support buildings, including accommodations, maintenance, warehouse and security buildings
- Water management facilities, including storm water runoff pond and six process ponds
- Airstrip

Due to the high capital costs associated with running a power line to site, the 2018 Prefeasibility Study design includes an on-site power plant. The power requirement for the site is estimated to be 14 MW. In order to meet the site power requirement with a N+2 design, the Project requires nine generators. The plant will be fueled by LNG which will be trucked to site.

Environmental, Permitting and Social or Community Factors

The following outlines aspects of the environmental, permitting, social and community factors considered in relation to the Project:

- Environmental baseline studies have been undertaken to provide information on the current condition of biophysical, cultural and socioeconomic environment in relation to the Project. These studies will provide a basis for future environmental assessment activities.

- The Project will be regulated federally by the Canadian Nuclear Safety Commission (" **CNSC**") under the *Nuclear Safety and Control Act* and will be subject to licensing through all stages of development. The CNSC will also oversee the federal Environmental Assessment in accordance with the *Canadian Environmental Assessment Act, 2012*.

- Provincially the Project will require an Environmental Assessment in accordance with *The Environmental Assessment Act*. Construction and operation will be subject to approvals issued under *The Environmental Management and Protection Act* and other provincial regulations.

- Exploration is legislated provincially and NexGen maintains the requisite permits and approvals in good standing with the province.

- Public and Indigenous engagement plans have been developed in support of the Project. These plans build on NexGen's active engagement to-date and outline the commitment to providing timely information and actively engaging with local communities throughout the development and operation of the Project.

Capital and Operating Costs

The estimate meets the classification standard for a Class 4 estimate as defined by AACE International, and has an intended accuracy of ±30%. The estimate is reported in Q3'2018 Canadian dollars. The estimated capital cost for designing, supplying, constructing and pre-commissioning the Project are set out below:

Description Units Cost		
Underground mining	C$ millions	303.4
Processing	C$ millions	238.7
Infrastructure	C$ millions	131.8
Subtotal pre-production direct costs	C$ millions	673.9
Pre-production indirect costs	C$ millions	365.2
Subtotal direct and indirect	C$ millions	1,039.1
Contingency	C$ millions	207.8
Initial capital cost	C$ millions	**1,246.9**
Sustaining	C$ millions	213.9
Closure	C$ millions	48.0
Total	C$ millions	**1,508.9**

Note: Totals may not sum due to rounding. Sustaining capital incorporates all capital expenditures after the pre-production period of Year -3, Year -2, and Year -1. Reclamation costs on $48 million have been included in Year 9.

Operating cost estimates were developed to show annual costs for production. Unit costs are expressed as C$/tonne processed and C$/lb U_3O_8. Operating costs were allocated to one of mining, process or general and administration (G&A). Life of Mine ("LOM") operating costs are estimated to be C$1,328.3 million, which are summarized below:

Description	**LOM Cost (C$ millions)**	**Average Annual (C$ millions)**	**Unit Cost (C$/t processed)**	**Unit Cost (C$/lb U_3O_8)**
Mining	537.1	59.7	157.31	2.35
Processing	562.1	62.5	164.65	2.46
General and administrative	229.1	25.5	67.11	1.00
Total	***1,328.3***	***147.6***	***389.07***	***5.81***

Note: Totals may not sum due to rounding.

G&A costs include labour, camp and catering costs, flights to and from site, insurance premiums, general maintenance of the surface buildings and marketing and accounting functions. Allowances were made for reimbursable fees paid to the CNSC.

The Project has been evaluated using discounted cash flow analysis. Cash inflows consist of annual revenue projections. Cash outflows consist of initial capital expenditures, sustaining capital costs, operating costs, taxes, royalties, and commitments to other stakeholders. These are subtracted from revenues to arrive at the annual cash flow projections. Cash flows are taken to occur at the end of each period. To reflect the time value of money, annual cash flow projections are discounted back to the Project valuation date using the yearly discount rate. The discount rate appropriate to a specific project can depend on many factors, including the type of commodity, the cost of capital to the Project, and the level of Project risks (e.g. market risk, environmental risk, technical risk and political risk) in comparison to the expected return from the equity and money markets. The base case discount rate for the 2018 Pre-Feasibility Study is 8%. The discounted present values of the cash flows are summed to arrive at the Project's NPV. In addition to the NPV, the internal rate of return ("IRR") and the payback period are also calculated. The IRR is defined as the discount rate that results in an NPV equal to zero. The payback period is calculated as the time required to achieve positive cumulative cash flow for the Project from the start of production. Taxes and depreciation for the Project were modelled based on input from NexGen, as well as a review of the "Guideline: Uranium Royalty System, Government of Saskatchewan, June 2014". In addition, NexGen

has opening balances of Canadian Exploration Expense (CEE) and operating losses that were applied in the tax model.

On a pre-tax basis, the NPV8% is C$6,055.2 million, the IRR is 73.6%, and the assumed payback period is 12 months. On a post-tax basis, the NPV8% is C$3,661.1 million, the IRR is 56.8% and the assumed payback period is approximately 15 months.

LOM Cashflow Forecast Summary is shown below:

Description	Units	Value
Gross revenue	C$ millions	15,228.7
Less: transportation	C$ millions	(76.7)
Net smelter return	C$ millions	15,152.0
Less: provincial revenue royalties	C$ millions	(1,098.5)
Net revenue	C$ millions	14,053.5
Less: total operating costs	C$ millions	(1,328.3)
Operating cash flow	C$ millions	12,725.2
Less: capital costs	C$ millions	(1,508.9)
Pre-tax cash flow	C$ millions	11,216.3
Less: provincial profit royalties	C$ millions	(1,727.4)
Less: taxes	C$ millions	(2,554.2)
Post tax cash flow	***C$ millions***	***6,934.8***

2018 Pre-Feasibility Study Forecast Economic Results (base case is highlighted) are set forth below:

Description	Units	Value
Pre-tax		
Net present value at 8%	**C$ millions**	**6,055.2**
Net present value at 10%	C$ millions	5,232.7
Net present value at 12%	C$ millions	4,534.2
Internal rate of return	%	**73.6%**
Payback period	**Years**	**1.0**
After-Tax		
Net present value at 8%	**C$ millions**	**3.661.1**
Net present value at 10%	C$ millions	3,140.3
Net present value at 12%	C$ millions	2,698.5
Internal rate of return	%	**56.8%**
Payback period	**Years**	**1.2**

Key Assumptions

Economic criteria that were used in the cash flow model include:

- Long-term price of uranium of US$50/lb U_3O_8 based on long-term forecasts
- 100% of uranium sold at long-term price of US$50/lb U_3O_8
- The recovery and sale of by-products is excluded from the cash flow model
- Exchange rate of C$1.00 = US$0.75
- Life of mine processing of 3,414 kt grading 3.09% U_3O_8
- Nominal 379 kt of material processed per year during steady state operations
- Mine life of nine (9) years
- Overall process recovery of 97.6% including a ramp-up of recovery in Year 1
- Total recovered yellowcake of 228.4 Mlb
- Transportation costs of C$740/t of yellowcake with a presumed destination of Port Hope, Ontario
- Royalties calculated in accordance with *"Guideline: Uranium Royalty System, Government of Saskatchewan, June 2014"*
- Unit operating costs of C$389/t of processed material, or C$5.81/lb U_3O_8
- Pre-production capital costs of C$1,247 million, spread over three (3) years
- Sustaining capital costs (including reclamation) of C$262 million, spread over the mine life.

Exploration, Development, and Production

For a description of the Corporation's proposed exploration and development activities, see " *Description of the Business*" above.

RISK FACTORS

The operations of the Corporation are speculative due to the high-risk nature of its business which is the exploration of mining properties. These are not the only risks and uncertainties that NexGen faces. Additional risks and uncertainties not presently known to the Corporation or that the Corporation currently considers immaterial may also impair its business operations. These risk factors could materially affect the Corporation's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Corporation.

Negative Operating Cash Flow and Dependence on Third Party Financing

The Corporation has no source of operating cash flow and there can be no assurance that the Corporation will ever achieve profitability. Accordingly, the Corporation is dependent on third party financing to continue exploration activities on the Corporation's properties, maintain capacity and satisfy contractual obligations. Accordingly, the amount and timing of expenditures depends on the Corporation's cash reserves and access to third party financing. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Corporation's properties, including the Rook I Project, or require the Corporation to sell one or more of its properties (or an interest therein). In particular, there can be no assurance that the Corporation will have achieved profitability prior to the Maturity Date and may be required to finance the repayment of all or a part of the principal amount of the Convertible Debentures. Failure to repay the Convertible Debentures in accordance with the terms thereof would have a material adverse effect on the Corporation's financial position.

Uncertainty of Additional Financing

As stated above, the Corporation is dependent on third party financing, whether through debt, equity, or other means. Although the Corporation has been successful in raising funds to date, there is no assurance that the Corporation will be successful in obtaining required financing in the future or that such financing will be available on terms acceptable to the Corporation. The Corporation's access to third party financing depends on a number factors including the price of uranium, the results of ongoing

exploration and development, the results of the FS and any other economic or other analysis, the Corporation's obligations under the Convertible Debentures, a claim against the Corporation, a significant event disrupting the Corporation's business or uranium industry generally, or other factors may make it difficult or impossible to obtain financing through debt, equity, or other means on favourable terms, or at all. As previously stated, failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Corporation's properties, including the Rook I Project, or require the Corporation to sell one or more of its properties (or an interest therein).

The Price of Uranium Price and Alternate Sources of Energy

The price of uranium is at historically low levels and the price of the Corporation's securities is highly sensitive to fluctuations in the price of uranium. Historically, the fluctuations in these prices have been, and are expected to continue to be, affected by numerous factors beyond the Corporation's control. Such factors include, among others: demand for nuclear power; political and economic conditions in uranium producing and consuming countries; public and political response to a nuclear accident; improvements in nuclear reactor efficiencies; reprocessing of used reactor fuel and the re-enrichment of depleted uranium tails; sales of excess inventories by governments and industry participants; and production levels and production costs in key uranium producing countries.

In addition, nuclear energy competes with other sources of energy like oil, natural gas, coal and hydro-electricity. These sources are somewhat interchangeable with nuclear energy, particularly over the longer term. If lower prices of oil, natural gas, coal and hydro-electricity are sustained over time, it may result in lower demand for uranium concentrates and uranium conversion services, which, among other things, could lead to lower uranium prices. Growth of the uranium and nuclear power industry will also depend on continuing and growing public support for nuclear technology to generate electricity. Unique political, technological and environmental factors affect the nuclear industry, exposing it to the risk of public opinion, which could have a negative effect on the demand for nuclear power and increase the regulation of the nuclear power industry. An accident at a nuclear reactor anywhere in the world could affect acceptance of nuclear energy and the future prospects for nuclear generation.

All of the above factors could have a material and adverse effect on the Corporation's ability to obtain the required financing in the future or to obtain such financing on terms acceptable to the Corporation, resulting in material and adverse effects on its exploration and development programs, cash flow and financial condition.

Exploration Risks

Exploration for mineral resources involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The risks and uncertainties inherent in exploration activities include but are not limited to: general economic, market and business conditions, the regulatory process and actions, failure to obtain necessary permits and approvals, technical issues, new legislation, competitive and general economic factors and conditions, the uncertainties resulting from potential delays or changes in plans, the occurrence of unexpected events and management's capacity to execute and implement its future plans. There is also no assurance that even if commercial quantities of ore are discovered that it will be developed and brought into commercial production. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, most of which factors are beyond the control of the Corporation and may result in the Corporation not receiving adequate return on investment capital.

Uninsurable Risks

Mining operations generally involve a high degree of risk. Exploration, development and production operations on mineral properties involve numerous risks, including but not limited to unexpected or unusual geological operating conditions, seismic activity, rock bursts, cave-ins, fires, floods, landslides, earthquakes and other environmental occurrences, and political and social instability, any of which could result in damage to, or destruction of, life or property, environmental damage and possible legal liability.

Although the Corporation believes that appropriate precautions to mitigate these risks are being taken, operations are subject to hazards such as equipment failure or failure of structures, which may result in environmental pollution and consequent liability. It is not always possible to obtain insurance against all such risks and the Corporation may decide not to insure against certain risks because of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate the Corporation's future profitability and result in increasing costs and a decline in the value of the Common Shares. While the Corporation may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks is such that liabilities could exceed policy limits or be excluded from coverage. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage may cause substantial delays and require significant capital outlays, thereby adversely affecting the Corporation's business and financial condition.

Reliance upon Key Management and Other Personnel

The Corporation relies on the specialized skills of management in the areas of mineral exploration, geology and business negotiations and management. The loss of any of these individuals could have an adverse affect on the Corporation. The Corporation does not currently maintain key-man life insurance on any of its key employees. In addition, as the Corporation's business activity continues to grow, it will require additional key financial, administrative and qualified technical personnel. Although the Corporation believes that it will be successful in attracting, retaining and training qualified personnel, there can be no assurance of such success. If it is not successful in attracting, retaining and training qualified personnel, the efficiency of the Corporation's business could be affected, which could have an adverse impact on its future cash flows, earnings, results of operation and financial condition.

Imprecision of Mineral Resource Estimates

Mineral resource figures are estimates, and no assurances can be given that the estimated levels of uranium will be produced. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. While the Corporation believes that its mineral resource estimate is well established and reflects management's best estimates, by their nature, mineral resource estimates are imprecise and depend, to a certain extent, upon geological assumptions based on limited data, and statistical inferences which may ultimately prove unreliable. Should the Corporation encounter mineralization or formations different from those predicted by past sampling and drilling, resource estimates may have to be adjusted.

These are not the only risks and uncertainties that NexGen faces. Additional risks and uncertainties not presently known to the Corporation or that the Corporation currently considers immaterial may also impair its business operations. These risk factors could materially affect the Corporation's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Corporation.

Pending Assay Results

Due to the nature of uranium and immediate visibility of radioactive content, in the interest of good disclosure practices it is the Corporation's practice to measure the natural gamma radiation of all core using a Radiation Solutions Inc. RS-120 gamma-ray handheld scintillometer as soon as practicable and immediately announce the results thereof by news release. After core has been appropriately handled and logged, samples are dispatched for testing. Assay results historically are generally received between 30 and 120 days after receipt of samples by the laboratory. The total count gamma readings using the scintillometer may not be directly or uniformly related to uranium grades of the sample measured and are only a preliminary indication of the presence of radioactive minerals. Core interval measurements and true thicknesses are not determined until assay results are received. There can be no assurance that assay results, once received, will confirm the previously announced scintillometer readings.

Climate Change

The exploration, development and future operations of NexGen's properties may be adversely affected by climate change. Governments are moving to introduce climate change legislation and treaties at all levels of government. Changes to the climate, such as increased greenhouse gases and diminishing energy and water resources, may affect the cost and profitability of developing the Corporation's properties. The scientific community has predicted an increase, over time, in the frequency and severity of extraordinary or catastrophic natural phenomena as a result of climate change. The Corporation can provide no assurance that NexGen will be able to predict, respond to, measure, monitor or manage the risks posed as a result. Physical climate change events, and the trend toward more stringent regulations aimed at reducing the effects of climate change, could impact the Corporation's decision to pursue future opportunities, which could have an adverse effect on the business and future operations. There is no assurance that efforts to mitigate the risks of climate changes will be effective and that the physical risks of climate change will not have an adverse effect on the Corporation's operations and profitability.

Aboriginal Title and Consultation Issues

First Nations and Métis claims to aboriginal title, as well as related consultation issues, may impact NexGen's ability to conduct exploration, development and mining activities at its mineral properties in Saskatchewan. Pursuant to historical treaties, First Nations bands in northern Saskatchewan ceded title to most traditional lands, but continue to assert title to the minerals within those lands. Managing relations with First Nations bands is a matter of paramount importance to NexGen. However, there can be no assurance that aboriginal title claims and related consultation issues will not arise on or with respect to the Corporation's mineral properties. NexGen's properties are located in Northern Saskatchewan in areas which are covered by treaty and not subject to current Aboriginal title claims.

Title to Properties

NexGen has diligently investigated all title matters concerning the ownership of all mineral claims and plans to do so for all new claims and rights to be acquired. While to the best of its knowledge, title to NexGen's mineral properties are in good standing, this should not be construed as a guarantee of title. NexGen's mineral properties may be affected by undetected defects in title, such as the reduction in size of the mineral titles and other third-party claims affecting NexGen's interests. Maintenance of such interests is subject to ongoing compliance with the terms governing such mineral titles. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that NexGen does not have title to any of its mineral properties could cause NexGen to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

Information Systems and Cyber Security

The Corporation's information systems are vulnerable to an increasing threat of continually evolving cybersecurity risks. Unauthorized parties may attempt to gain access to these systems or the Corporation's information through fraud or other means of deception. The Corporation's operations depend, in part, on how well the Corporation and those entities with which it does business, protect networks, equipment, information technology systems and software against damage from a number of threats. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Corporations reputation and results of operations.

Although to date the Corporation has not experienced any material losses relating cyber-attacks or other information security breaches, there can be no assurance that the Corporation will not incur such losses in the future. The Corporation's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority.

Conflicts of Interest

Directors of NexGen are or may become directors of other reporting companies or have significant shareholdings in other mineral resource companies and, to the extent that such other companies may participate in ventures in which NexGen may participate, the directors of NexGen may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. NexGen and its directors will attempt to minimize such conflicts.

Permits and Licences

NexGen's exploration and developments activities are subject to receiving and maintaining licenses, approvals and permits (collectively, "permits") from appropriate governmental and non-governmental authorities. NexGen may be unable to obtain on a timely basis or on reasonable terms or maintain in the future all necessary permits to explore and develop its properties, commence construction or operating of mining facilities and properties. Delays may occur in obtaining necessary renewals or modifications of permits for NexGen's existing activities, additional permits for existing or future operations and activities, or additional or amended permits associated with new legislation. Such permits will be subjects to changes in rules, regulations and/or new legislation and in various operating circumstances. There can be no assurance that NexGen will be able to obtain all necessary permits required to carry out planned exploration, development and mining operations at any of its projects or that such necessary permits may not be refused or revoked in the future.

Development and operations of NexGen's Rook I mine require approval from various governmental and nongovernmental authorities in Canada. There can be no assurance that all future permits that NexGen requires for its operations at Rook I will be obtainable on reasonable terms, or at all. Delay or a failure to obtain required permits would materially affect NexGen's business.

Environmental and Other Regulatory Requirements

Environmental and other regulatory requirements affect the current and future operations of NexGen, including exploration and development activities, require permits from various federal and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. NexGen believes it is in substantial compliance with all material laws and regulations which currently apply to its activities. Companies engaged in the development and operation of mines and related facilities often experience increased costs, along with delays in production and other schedules, as a result of the need to comply with applicable laws, regulations and permits.

Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of NexGen's mineral properties. There can be no assurance that NexGen will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at NexGen's mineral properties on terms which enable operations to be conducted at economically justifiable costs. Further, such additional permits and studies may require significant capital outlays, impacting NexGen's earning power, or cause material changes in its intended activities.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Past or ongoing violations of mining or environmental laws could provide a basis to revoke existing permits or to deny the issuance of additional permits. In addition, evolving reclamation or environmental concerns may threaten NexGen's ability to renew existing permits or obtain new permits in connection with future development, expansions and operations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on NexGen and cause increases in capital expenditures or production costs or reductions in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Political Regulatory Risks

Any changes in government policy may result in changes to laws affecting ownership of assets, mining policies, monetary policies, taxation, rates of exchange, environmental regulations, labour relations and return of capital. Any such changes may affect both NexGen's ability to undertake exploration and development activities in respect of present and future properties in the manner currently contemplated, and its ability to continue to explore, develop and operate those properties in which it has an interest or in respect of which it has obtained exploration and development rights to date. The possibility that future governments may adopt substantially different policies, which might extend to expropriation of assets, cannot be ruled out.

Competition

The mineral exploration business is a competitive business. The Corporation competes with numerous other companies and individuals who may have greater financial resources in the search for and the acquisition of personnel, funding and attractive mineral properties. As a result of this competition, the Corporation may be unable to obtain additional capital or other types of financing on acceptable terms or at all, acquire properties of interest or retain qualified personnel.

Trading Price and Volatility of Common Shares

The trading price of the Common Shares may be subject to large fluctuations. The trading price of the Common Shares may increase or decrease in response to a number of events and factors, including: the price of metals and minerals including the price of uranium; the Corporation's operating performance and the performance of competitors and other similar companies; exploration and development of the Corporation's properties; the public's reaction to the Corporation's press releases, other public announcements and the Corporation's filings with the various securities regulatory authorities; changes in earnings estimates or recommendations by research analysts who track the Common Shares or the shares of other companies in the resource sector; changes in general economic conditions; the number of Common Shares to be publicly traded after the Offering; the arrival or departure of key personnel; and acquisitions, strategic alliances or joint ventures involving the Corporation or its competitors.

In addition, the market price of the Common Shares is affected by many variables not directly related to the Corporation's success and not within the Corporation's control, including: developments that affect the market for all resource sector shares; the breadth of the public market for the Corporation's common shares; and the attractiveness of alternative investments. In addition, securities markets have recently experienced an extreme level of price and volume volatility, and the market price of securities of many companies has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. As a result of these and other factors, the Corporation's share price may be volatile in the future and may decline below the price at which an investor acquired its shares. Accordingly, investors may not be able to sell their securities at or above their acquisition cost.

Potential Dilution from Future Financings

Additional financing needed to continue funding the exploration, development and operation of the Corporation's properties may require the issuance of additional securities of the Corporation. The issuance of additional securities and the exercise of Common Share purchase warrants, stock options and other convertible securities will result in dilution of the equity interests of any persons who are or may become holders of Common Shares.

No Dividends Paid to Date

No dividends on the Common Shares have been paid by NexGen to date. NexGen anticipates that, for the foreseeable future, it will retain future earnings and other cash resources for the operation and development of its business. Payment of any future dividends will be at the discretion of the Board after taking into account many factors, including NexGen's financial condition and current and anticipated cash needs.

DIVIDENDS

Although not restricted from doing so, the Corporation has not paid any dividends since incorporation and the Corporation does not expect to pay dividends in the foreseeable future. Payment of dividends in the future will be made at the discretion of the Corporation's board of directors based upon, among other things, cash flow, the results of operations and financial condition of the Corporation, the need for funds to finance ongoing operations and such other considerations as the board of directors considers relevant.

DESCRIPTION OF CAPITAL STRUCTURE

The authorized capital of NexGen consists of an unlimited number of Common Shares and an unlimited number of preferred shares. As at December 31, 2019, there were 360,250,571 Common Shares and no preferred shares issued and outstanding. As of the date hereof, there are 360,250,571 Common Shares and no preferred shares issued and outstanding.

Holders of Common Shares are entitled to receive notice of meetings of shareholders of the Corporation, to attend and to cast one vote per Common Share at all such meetings. Holders of the Common Shares are entitled to receive, on a *pro rata* basis, such dividends if, as and when declared by the Corporation's board of directors. In the event of any liquidation, dissolution or winding-up of the Corporation or other distribution of the assets of the Corporation among holders of Common Shares for the purposes of winding-up its affairs, the holders of Common Shares will be entitled, subject to the rights of the holders of any other class or series of shares ranking senior to the Common Shares, to receive on a pro rata basis the remaining property or assets of the Corporation available for distribution, after the payment of debts and other liabilities. The Common Shares do not have attached to them any conversion, exchange rights, exercise, redemption or retraction provisions.

TRADING PRICE AND VOLUME

The Common Shares are listed and posted for trading on the TSX and the NYSE American under the symbol "NXE". The following table sets forth the high and low trading prices and trading volumes of the Common Shares on the TSX on a monthly basis for the financial year ended December 31, 2019:

Month	High TSX (C$)	Low TSX (C$)	Volume TSX	High NYSE American (US$)	Low NYSE American (US$)	Volume NYSE American
January	2.64	2.23	40,048,200	2.00	1.68	6,024,600
February	2.59	2.10	38,907,700	1.98	1.60	7,224,800
March	2.33	2.05	12,571,000	1.75	1.54	5,896,000
April	2.45	2.07	9,158,200	1.84	1.54	5,450,000
May	2.19	1.81	11,922,000	1.64	1.35	9,501,300
June	2.13	1.90	6,585,300	1.60	1.44	5,028,800
July	2.31	1.69	11,256,100	1.78	1.29	9,958,000
August	1.89	1.46	8,782,100	1.47	1.10	10,238,100
September	1.89	1.56	16,817,900	1.43	1.18	7,734,700
October	1.87	1.62	4,752,400	1.44	1.23	4,805,700
November	1.82	1.58	3,921,800	1.39	1.19	4,789,600
December	1.73	1.53	7,965,800	1.33	1.16	9,109,200

The price of the Common Shares as quoted by the TSX at the close of business on December 31, 2019 (being the last trading day in 2019) was $1.67 and at the close of business on March 9, 2020 was $1.09. The price of the Common Shares as quoted by the NYSE American at the close of business on December 31, 2019 was US$1.28 and at the close of business on March 9, 2020 was US$0.81.

PRIOR SALES

The following table sets forth the securities of the Corporation that were issued during the financial year ended December 31, 2019, but not listed or quoted on a marketplace:

Issue or Grant Date	Type of Security	Price per Security ($)	Number of Securities	Expiry Date
March 21, 2019	Stock Options(1)	2.27	500,000	March 21, 2024
March 27, 2019	Stock Options(1)	2.22	250,000	March 27, 2024
June 12, 2019	Stock Options(1)	1.92	3,800,000	June 12, 2024
August 16, 2019	Stock Options(2)	1.59	188,679	August 16, 2024
December 24, 2019	Stock Options(1)	1.59	4,300,000	December 24, 2024

Notes:
(1) Stock options have a term of five (5) years and vest one third annually, commencing on the grant date.
(2) Stock options have a term of five (5) years and vest one half annually, commencing on the grant date.

DIRECTORS AND OFFICERS

The following table sets forth the name, province/state and country of residence, position(s) held with the Corporation and principal occupation during the five (5) preceding years of each person who is a director and/or an executive officer of the Corporation as at the date hereof.

Name and Province/State and Country of Residence(1)	Position with NexGen and Employment for the Past Five Years
Leigh Curyer(4), British Columbia, Canada	President, CEO and Director of NexGen (April 19, 2013 to present); CEO and Director of NexGen's predecessor (2011 to April 2013); and Partner, Head of Corporate Development of Accord Nuclear Resources Management (2008 to 2011)
Chris McFadden(2)(4), Brighton, Australia	Director of NexGen (April 19, 2013 to present), Chairman of NexGen (May 22, 2014 to present), President and CEO of NxGold Ltd. (February 2017 to present); Business Development Manager, Newcrest Mining Limited (August 2015 to January 2017); Head of Commercial, Strategy and Corporate Development Tigers Realm Coal Limited (2013 to July 2015); General Manager, Business Development of Tigers Realm Minerals Pty Ltd. (2010 to 2013)
Warren Gilman(2)(4) Hong Kong	Director of NexGen (July 21, 2017 to present), Chairman and CEO of Queens Road Central Capital Ltd. (2019 to present); Chairman of Queens Road Capital Investment Ltd. (August 2019 to present); Director of Chaarat Gold Holdings Limited (2019 to present); Director of Aurania Resources Ltd. (2019 to present); Director of Niobec Inc (2014 to 2019); Chairman and CEO of CEF Holdings (May 2011 to 2019); Managing Director and Head of Asia Pacific Region for Canadian Imperial Bank of Commerce (February 2002 to May 2011)
Karri Howlett(4) Saskatchewan, Canada	Director of NexGen (August 27, 2018 to present); Director of Saskatchewan Power Corporation (February 13, 2013 to present); President and Director of RESPEC Consulting Inc. (July 1, 2018 to March 21, 2019); President and Director of North Rim Exploration (November 2, 2009 to July 1, 2018);
Brad Wall, Saskatchewan, Canada	Director of NexGen (March 21, 2019 to present), Special Advisor at Osler Hoskin & Harcourt LLP (May 12, 2018 to present); Trustee with Avenue Living Core Trust (May 3, 2019 to present); Special Advisor to Avenue Living Management Ltd. (May 3, 2019 to present); Director of Maxim Power Corp. (May 13, 2019 to present), Director and Chairman of Canshale Corp (December 2019 to present); Advisory Council at Canadian Global Affairs Institute (June 21, 2018 to present); Director of Whitecap Resources Inc. (July 30, 2019 to present) and Premier for the Province of Saskatchewan (November 2007 to February 2018).
Richard Patricio(2)(3), Ontario, Canada	Director of NexGen (April 19, 2013 to present),President and CEO of Mega Uranium Ltd. (March 2015 to present) and Executive Vice President (2005 to 2015); CEO of Pinetree Capital Ltd. (February 2015 to April 2016); Vice-President, Legal and Corporate Affairs, Pinetree Capital Ltd. (investment firm) (2005 to February 2015)

Name and Province/State and Country of Residence(1)	Position with NexGen and Employment for the Past Five Years
Trevor Thiele(2)(3), Tennyson, Australia	Director of NexGen (April 19, 2013 to present); Director of NexGen's predecessor (2011 to April 2013)
Sybil Veenman(3) Ontario, Canada	Director of NexGen (August 27, 2018 to present); Director Royal Gold Inc. (January 2017 to present); Director IAMGOLD Corporation (December 2015 to present); Director of Major Drilling International Inc. (December 2019 to present); Director Noront Resources Ltd. (August 2015 to February 2020); General Counsel of Barrick Gold Corporation (July 2010 to September 2014)
Rhéal Assié, Saskatchewan, Canada	Interim Chief Financial Officer & Corporate Secretary of NexGen (December 2019 to present); Financial Controller of NexGen (October 2017 to November 2019); Senior Accountant for Cameco Corporation (March 2017 to October 2017); Senior Accountant for Agrium (March 2015 to February 2017).
Travis McPherson, British Columbia, Canada	Senior Vice President, Corporate Development of NexGen (January 2020 – present); Vice President, Corporate Development of NexGen (2017 to 2019); Manager, Investor Relations of NexGen (2015 to 2017) and Consultant to NexGen (2014 to 2015)
James Hatley, Saskatchewan, Canada	Senior Vice President, Project Development of NexGen (March 2018 to present); Consultant to Saudi Aramco (July 2017 to March 2018); Manager, Director, Superintendent, Chief Mine Engineer for Cameco Corporation (2003 to 2017)
Gillian McCombie, British Columbia, Canada	Vice President of Human Resources of NexGen (2019 to present); Vice-President of Human Resources of Capstone Mining (2013 to 2018), Director of Human Resources of Capstone Mining (2011 to 2013) and Director of Human Resources of TELUS (2007 to 2011).
Troy Boisjoli, Saskatchewan, Canada	Vice President, Operations & Project Development of NexGen (July 2017 to present); Senior Project and Operations Manager for NexGen (2016 to 2017); Chief Geologist, Eagle Point Uranium Mine for Cameco Corporation (2013 to 2016)

Notes:

(1) The information as to place of residence and principal occupation is not within the knowledge of the management of NexGen and has been furnished by the respective directors and officers of NexGen
(2) Member of the Audit Committee
(3) Member of the Compensation Committee and Nominations and Governance Committee
(4) Member of the Sustainability Committee

Directors are elected at each annual meeting of NexGen's shareholders and serve as such until the next annual meeting or until their successors are elected or appointed.

As at the date hereof, the directors and executive officers of NexGen, as a group, beneficially owned, directly or indirectly, or exercised control or direction over 23,862,515 common shares, representing approximately 6.6% of the total number of common shares outstanding before giving effect to the exercise of options or warrants to purchase common shares held by such directors and executive officers. The statement as to the number of common shares beneficially owned, directly or indirectly, or over which control or direction is exercised by the directors and executive officers of NexGen as a group is based upon information furnished by the directors and executive officers.

Cease Trade Orders, Bankruptcies, Penalties and Sanctions

To the knowledge of the Corporation, no director, executive officer or promoter of the Corporation is, or within ten years prior to the date hereof has been, a director, chief executive officer or chief financial officer of any company (including the Corporation) that, (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director, chief executive officer

or chief financial officer; or (ii) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant Corporation access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of the Corporation, no director, executive officer or promoter of the Corporation, or a shareholder holding a sufficient number of securities of the Corporation to affect materially control of the Corporation, (i) is, or within ten (10) years prior to the date hereof has been, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (ii) has, within ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

To the knowledge of the Corporation, no director, executive officer or promoter of the Corporation, or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

To the best of the Corporation's knowledge, and other than as disclosed in this AIF, there are no known existing or potential conflicts of interest between NexGen and any director or officer of NexGen, except that certain of the directors and officers serve as directors and officers of other public companies, and therefore it is possible that a conflict may arise between their duties as a director or officer of NexGen and their duties as a director or officer of such other companies. See *"Risk Factors — Conflicts of Interest"* .

AUDIT COMMITTEE DISCLOSURE

The Audit Committee has the responsibility of, among other things: recommending the Corporation's independent auditor to the Board of Directors, determining the extent of involvement of the independent auditor in reviewing unaudited quarter financial results, evaluating the qualifications, performance and independence of the independent auditor; reviewing and recommending approval of the Board of Directors of the Corporation's annual and quarter financial results and management's discussion and analysis and overseeing the establishment of "whistle-blower" and related procedures. A copy of the Audit Committee Charter is attached hereto as Schedule "A".

Composition of the Audit Committee

The Audit Committee is currently comprised of Messrs. Thiele (Chair), Gilman, McFadden and Patricio. All of the members of the Audit Committee are independent and financially literate, in each case, as defined under National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). A general description of the education and experience of each Audit Committee member which is relevant to the performance of his responsibilities as an Audit Committee member is contained in their respective biographies set out below:

Christopher McFadden, Chairman of the Board of Directors

Mr. McFadden is a lawyer with 21 years' experience in exploration and mining and is currently the President and Chief Executive Officer of NxGold Ltd. Mr. McFadden was previously the Manager, Business Development at Newcrest Mining Limited and the Head of Commercial, Strategy and Corporate Development for Tigers Realm Coal Limited, which is listed on the ASX. Additionally, Mr. McFadden was General Manager, Business Development of Tigers Realm Minerals Pty Ltd. Prior to commencing with the Tigers Realm Group of companies in 2010 he was a Commercial General Manager with Rio Tinto's exploration division with responsibility for gaining entry into new projects either by negotiation with government or joint venture partners or through acquisition. Mr. McFadden has extensive international experience in managing large and complex transactions and has a broad knowledge of all aspects of project evaluation and negotiating project entry in challenging and varied environments. Mr. McFadden holds a combined law/commerce degree from Melbourne University and an MBA from Monash University.

Richard Patricio, Director

In March 2015, Mr. Patricio was appointed Chief Executive Officer and President of Mega Uranium Ltd., having been its Executive Vice-President since 2005. From February 2015 to April 2016, Mr. Patricio was the Chief Executive Officer of Pinetree Capital Ltd., having been its Vice-President, Corporate and Legal Affairs since 2005. Previously, Mr. Patricio worked as in-house General Counsel for a senior TSX-listed manufacturing company. Prior to that, Mr. Patricio practiced law at Osler LLP in Toronto where he focused on mergers and acquisitions, securities law and general corporate matters. Mr. Patricio has built a number of mining companies with global operations and holds senior officer and director positions in several companies listed on stock exchanges in Toronto, Australia, London and New York. Mr. Patricio received his law degree from Osgoode Hall and was called to the Ontario bar in 2000.

Trevor Thiele, Director

Mr. Thiele has over 30 years' experience in senior finance roles in medium to large Australian ASX listed companies. He has been Chief Financial Officer for companies involved in the Agribusiness sector (Elders and ABB Grain Ltd, Rural Services Division) and the Biotechnology sector (Bionomics Limited). In these roles he combined his technical accounting and financial skills with commercial expertise thereby substantially contributing to the growth of each of these businesses. During this time, Mr. Thiele was actively involved in IPO's, capital raisings, corporate restructures, mergers and acquisitions, refinancing and joint ventures. Mr. Thiele is currently a non-executive director of a number of non-listed Australian entities. Mr. Thiele holds a Bachelor of Arts in Accountancy from the University of South Australia and he is a member of Chartered Accountants Australia & New Zealand

Warren Gilman, Director

In 2019, Mr. Gilman was appointed Chairman and Chief Executive Officer of Queens Road Central Capital Ltd. and Chairman of Queen's Road Capital Investment Ltd. (previously known as Lithion Energy Ltd.). From 2011 to 2019, Mr. Gilman was the Chairman and Chief Executive Officer of CEF Holdings Ltd. Prior to joining CEF, Mr. Gilman was the Vice Chairman of CIBC World Markets. Mr. Gilman was previously Managing Director and Head of Asia Pacific Region for CIBC for 10 years where he was responsible for all CIBC's activities across Asia. Mr. Gilman is a mining engineer who co-founded CIBC's Global Mining Group in 1988. During Mr. Gilman's 26 years with CIBC he ran the mining team in Canada, Australia and Asia and worked in the Toronto, Sydney, Perth, Shanghai and, Hong Kong offices of CIBC. Mr. Gilman acted as advisor to the largest mining companies in the world including BHP, Rio Tinto, Anglo American, Noranda, Falconbridge, Meridian Gold, China Minmetals, Jinchuan and Zijin and has been responsible for some of the largest equity capital markets financings in Canadian mining history. Mr. Gilman is currently holds director positions in several companies listed on the stock exchanges in Toronto and London. Mr. Gilman received his B.Sc. in Mining Engineering at Queen's University and his MBA from the Ivey Business School at Western University.

Audit Committee Oversight

At no time since the commencement of NexGen's most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of NexGen's external auditors not been adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-Audit Services*); Section 3.2 (*Initial Public Offerings*); Section 3.4 (*Events Outside Control of Member*); Section 3.5 (*Death, Disability or Resignation of Audit Committee Member*); an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*) of NI 52-110; the exemption in subsection 3.3(2) *(Controlled Companies)* or section 3.6 *(Temporary Exemption for Limited and Exceptional Circumstances);* or section 3.8 *(Acquisition of Financial Literacy).*

Pre-Approval Policies and Procedures

Pursuant to the terms of the Audit Committee Charter, the Audit Committee shall pre-approve all non-audit services to be provided to NexGen by the external auditor.

External Auditor Service Fees (By Category)

The aggregate fees billed by our external auditors, KPMG LLP, in each of the last two (2) financial years are as follows:

Financial Year Ending	Audit Fees(1)	Audit-Related Fees(2)	Tax Fees(3)	All Other Fees(4)
2019	$203,700	Nil	Nil	Nil
2018	$199,500	Nil	Nil	Nil

Notes:

(1) The aggregate audit fees in respect of the financial year
(2) The aggregate fees for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements which are not included under the heading "Audit Fees"
(3) The aggregate fees for professional services rendered for tax compliance, tax advice and tax planning
(4) The aggregate fees for products and services other than as set forth under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees"

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Neither during the financial year ended December 31, 2019, nor as of the date hereof, is or has the Corporation been party to, nor is or has its property been the subject of, any legal proceeding, nor does the Corporation know of any such legal proceedings to be contemplated.

Neither during the financial year ended December 31, 2019, nor as of the date hereof, has the Corporation: (i) been subject to any penalties or sanctions imposed against the Corporation by a court relating to securities legislation or by a securities regulatory authority or any penalty or sanction imposed by a court or regulatory body against the Corporation that would likely to be considered important to a reasonable investor in making an investment decision; or (ii) entered into any settlement agreement relating to securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as described below and elsewhere in this AIF, no director, executive officer or person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the common shares of the Corporation or any associate or affiliate of any such person or company, has or had any

material interest, direct or indirect, in any transaction either within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Corporation.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Shares in Canada is Computershare Investor Services Inc. at its principal offices in Vancouver, British Columbia and Toronto, Ontario. The co-transfer agent and registrar for the Common Shares in the United States of America is Computershare Trust Company, N.A. in Denver, Colorado.

MATERIAL CONTRACTS

The only material contracts entered into by the Corporation within the financial year ended December 31, 2019, or before such time that are still in effect, other than in the ordinary course of business, are as follows:

- The Shareholder Rights Plan Agreement dated April 22, 2017 between the Corporation and Computershare Investor Services Inc.;
- The Amended and Restated Trust Indenture dated June 10, 2016, as amended and restated as of July 21, 2017, between the Corporation and Computershare Trust Company of Canada with respect to the issuance of the 2016 Debentures;
- The Trust Indenture dated July 21, 2017, between the Corporation and Computershare Trust Company of Canada with respect to the issuance of the 2017 Debentures; and
- The Investor Rights Agreement dated July 21, 2017 among the Corporation, CEF Holdings Limited, CEF (Capital Markets) Limited, Next Global Holdings Limited and Sprinkle Ring Investment Limited.

Copies of the above material contracts are available under the Corporation's profile on SEDAR at www.sedar.com.

INTERESTS OF EXPERTS

The following persons have been named in this AIF as having prepared the Arrow Deposit, Rook I Project, NI 43-101 Technical Report on Pre-Feasibility Study, filed on December 20, 2018: Paul O'Hara, Jason J. Cox, David M. Robson and Mark B. Mathisen, each of whom holds less than 1% of the Corporation's securities.

KPMG LLP, Chartered Accountants, provided an auditors report dated March 3, 2020 in respect of the Corporation's financial statements for the year ended December 31, 2019. KPMG LLP are the auditors of the Entity and have confirmed with respect to the Corporation that they are independent within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulations.

ADDITIONAL INFORMATION

Additional information relating to the Corporation can be found on SEDAR at www.sedar.com; or on NexGen's website at www.nexgenenergy.ca. Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and securities authorized for issuance under equity compensation plans is contained in the management information circular of the Corporation dated April 29, 2019, which is available on SEDAR at www.sedar.com. Additional financial information is provided in the Corporation's audited consolidated financial statements and management's discussion and analysis for the financial year ended December 31, 2019.

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

I. ROLE AND OBJECTIVES

The Audit Committee is a committee of the Board of Directors (the " **Board**") of NexGen Energy Ltd. (the " **Corporation**") to which the Board has delegated certain oversight responsibilities relating to the Corporation's financial statements, external auditors, risk management, compliance with legal and regulatory requirements and management information technology. In this Charter, the Corporation and all entities controlled by the Corporation are collectively referred to as "**NexGen**".

The objectives of the Audit Committee are to maintain oversight of:

(a) the Corporation's accounting and financial reporting processes;

(b) the audits of the Corporation's financial statements;

(c) the integrity of the Corporation's financial statements, the reporting process and its internal control over financial reporting;

(d) the reports, qualifications, independence and performance of the Corporation's external auditor;

(e) the Corporation's risk identification, assessment and management program;

(f) the Corporation's compliance with applicable legal and regulatory requirements;

(g) the Corporation's management of information technology related to financial reporting and financial controls; and

(h) the maintenance of open channels of communication among management of the Corporation, the external auditors and the Board.

II. MEMBERSHIP AND POLICIES

The Board, based on recommendation from the Nomination and Governance Committee, will appoint or reappoint members of the Audit Committee. Each member shall serve until his or her successor is appointed unless the member resigns, is removed or ceases to be a director. The Board of Directors may fill a vacancy that occurs in the Committee at any time.

The Audit Committee must be composed of not less than three (3) members of the Board, each of whom must be independent pursuant to the rules and regulations of all applicable stock exchanges and United States and Canadian securities laws and regulations.

No member of the Audit Committee may have participated in the preparation of the financial statements of the Corporation or any of its then-current subsidiaries at any time during the immediately prior three years.

Each member of the Audit Committee must be able to read and understand fundamental financial

statements, including the Corporation's balance sheet, income statement, and cash flow statement. Additionally, at least one member of the Audit Committee must be either (i) "financially sophisticated" within the meaning of such term in the NYSE MKT LLC Company Guide or (ii) an "audit committee financial expert" within the meaning of that term under the United States Securities Exchange Act of 1934, as amended, and the rules adopted by the United States Securities and Exchange Commission thereunder.

The Board, in consultation with the Nomination and Governance Committee, will appoint or reappoint the Chair of the Audit Committee from amongst its members.

The Audit Committee may at any time retain outside financial, legal or other advisors as it determines necessary to carry out its duties, at the expense of the Corporation. The Corporation shall provide for appropriate funding, as determined by the Audit Committee in its capacity as a committee of the Board, for payment of: (i) compensation to the external auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Corporation, (ii) compensation to any advisors employed by the Audit Committee, and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

In discharging its duties under this Charter, the Audit Committee may investigate any matter brought to its attention and will have access to all books, records, facilities and personnel, may conduct meetings or interview any officer or employee, the Corporation's legal counsel, external auditors and consultants, and may invite any such persons to attend any part of any meeting of the Audit Committee.

The Audit Committee has neither the duty nor the responsibility to conduct audit, accounting or legal reviews, or to ensure that the Corporation's financial statements are complete, accurate and in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"); rather, management is responsible for the financial reporting process, internal review process, and the preparation of the Corporation's financial statements in accordance with IFRS, and the Corporation's external auditor is responsible for auditing those financial statements.

III. FUNCTIONS

A. Financial Statements, the Reporting Process and Internal Controls over Financial Reporting

The Audit Committee will meet with management and the external auditor to review and discuss annual and quarterly financial statements, management's discussion and analyses ("**MD&A**"), any earnings press releases, and other financial disclosures and determine whether to recommend the approval of such documents to the Board.

(a) In connection with these procedures, the Audit Committee will, as applicable and without limitation review and discuss with management and the external auditor:

i. the information to be included in the Corporation's financial statements and other financial disclosures which require approval by the Board including the Corporation's annual and quarterly financial statements, notes thereto, MD&A and any earnings press releases paying particular attention to any use of "pro forma", "adjusted" and "non-GAAP" information, and ensuring that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the financial statements;

ii. any significant financial reporting issues identified during the reporting period;

iii. any change in accounting policies, or selection or application of accounting principles, and their impact on the Corporation's financial results and disclosure;

iv. all significant estimates and judgments, significant risks and uncertainties made in connection with the preparation of the Corporation's financial statements that may have a material impact to the financial statements;

v. any significant deficiencies or material weaknesses identified by management or the external auditor, compensating or mitigating controls and the final assessment and impact of such deficiencies or material weaknesses on disclosure;

vi. any major issues as to the adequacy of the internal controls and any special audit steps adopted in light of material internal control deficiencies;

vii. significant adjustments identified by management or the external auditor and the assessment of associated internal control deficiencies, as applicable;

viii. any unresolved issues between management and the external auditor that could materially impact the financial statements and other financial disclosures;

ix. any material correspondence with regulators, government agencies, any employee or whistleblower complaints and other reports of non-compliance which raise issues regarding the Corporation's financial statements or accounting policies and significant changes in regulations which may have a material impact on the Corporation's financial statements;

x. the effect of regulatory and accounting initiatives, as well as any off-balance sheet structures;

xi. significant matters of concern respecting audits and financial reporting processes, including any illegal acts, that have been identified in the course of the preparation or audit of the Corporation's financial statements; and

xii. any analyses prepared by management and/or the external auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of financial statements including analyses of the effects of IFRS on the financial statements.

(b) In connection with the annual audit of the Corporation's financial statements, the Audit Committee will review with the external auditor:

i. prior to commencement of the annual audit, plans, scope, staffing, engagement terms and proposed fees;

ii. reports or opinions to be rendered in connection with the audit including the external auditor's review or audit findings report including alternative treatment of significant financial information within IFRS that have been discussed with management and the associated impact on disclosure; and

iii. the adequacy of internal controls, any audit problems or difficulties, including:

a) any restrictions on the scope of the external auditor's activities or on access to requested information;

b) any significant disagreements with management, and management's response (including discussion among management, the external auditor and, as necessary, internal and external legal counsel);

c) any litigation, claim or contingency, including tax assessments and claims, that could have a material impact on the financial position of the Corporation; and

d) the impact on current or potential future disclosures.

In connection with its review of the annual audited financial statements and quarterly financial statements, the Audit Committee will also review any significant concerns raised during the Chief Executive Officer ("**CEO**") and Chief Financial Officer (" **CFO**") certifications with respect to the financial statements and NexGen's disclosure controls and internal controls. In particular, the Audit Committee will review with the CEO, CFO and external auditor: (i) all significant deficiencies, material weaknesses or significant changes in the design or operation of NexGen's internal control over financial reporting that could adversely affect the Corporation's ability to record, process, summarize and report financial information required to be disclosed by the Corporation in the reports that it files or submits under applicable securities laws, within the required time periods; and (ii) any fraud, whether or not material, that involves management of NexGen or other employees who have a significant role in NexGen's internal control over financial reporting. In addition, the Audit Committee will review with the CEO and CFO, NexGen's disclosure controls and procedures and at least annually will review management's conclusions about the efficacy of disclosure controls and procedures, including any significant deficiencies, material weaknesses or material non-compliance with disclosure controls and procedures.

The Audit Committee will also maintain a Whistleblower Policy, including procedures for the:

(a) receipt retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters; and

(b) confidential, anonymous submissions of concerns regarding questionable accounting or auditing matters.

B. The External Auditor

The Audit Committee, in its capacity as a committee of the Board, is directly responsible for overseeing the relationship, reports, qualifications, independence and performance of the external auditor and audit services by other registered public accounting firms engaged by the Corporation. The Audit Committee has responsibility to take, or recommend that the Board take, appropriate action to oversee the independence of the external auditor. The Audit Committee shall have the authority and responsibility to recommend the appointment and the revocation of the appointment of the external auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, and to fix their remuneration.

The external auditor will report directly to the Audit Committee. The Audit Committee's appointment of the external auditor is subject to annual approval by the shareholders.

With respect to the external auditor, the Audit Committee is responsible for:

(a) the appointment, termination, compensation, retention and oversight of the work of the external auditor engaged by the Corporation including the review and approval of the terms of the external auditors annual engagement letter and the proposed fees;

(b) resolution of disagreements or disputes between management and the external auditor regarding financial reporting for audit, review or attestation services;

(c) pre-approval of all legally permissible non-audit services to be provided by the external auditors considering the potential impact of such services on the independence of external auditors and, subject to any *de minimis* exemption available under applicable laws. Such approval can be given either specifically or pursuant to pre-approval policies and procedures adopted by the committee including the delegation of this ability to one or more members of the Audit Committee to the

extent permitted by applicable law, provided that any pre-approvals granted pursuant to any such delegation may not delegate Audit Committee responsibilities to management of the Corporation, and must be reported to the full Audit Committee at the first scheduled meeting of the Audit Committee following such pre-approval;

(d) obtaining and reviewing, at least annually, a written report by the external auditor describing the external auditor's internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues and all relationships between the external auditors and the Corporation;

(e) obtaining a formal written statement delineating all relationships between the auditor and the Corporation, consistent with The Public Company Accounting Oversight Board Rule 3526, and discussing any disclosed relationships or services with the auditor and how they may impact the objectivity and independence of the auditor;

(f) review of the external auditor which assesses three key factors of audit quality for the Audit Committee to consider and assess including: independence, objectivity and professional skepticism; quality of the engagement team; and quality of communications and interactions with the external auditor. A written comprehensive review of the external auditor to be considered if required each year and completed at least every five (5) years which will include an:

i. assessment of quality of services and sufficiency of resources provided by the external auditor;

ii. assessment of auditor independence, objectivity and professional skepticism;

iii. assessment of value of services provided by the external auditor;

iv. assessment of written input from external auditor summarizing:

a) background of firm, size, resources, geographical coverage, relevant industry experience, including reputational challenges, systemic audit quality issues identified by Canadian Public Accountability Board ("**CPAB**") and Public Company Accounting Oversight Board ("**PCAOB**") in public reports;

b) industry experience of the audit team and plans for training and development of the team;

c) how the external auditor demonstrated objectivity and professional skepticism during the audit;

d) how the firm and team met all criteria for independence including identification of all relationships that the external auditor has with the Corporation and its affiliates and steps taken to address possible institutional threats;

e) involvement of engagement quality control review (" **EQCR**") partner and significant concerns raised by the EQCR partner;

f) matters raised to national office or specialists during the review;

g) significant disagreements between management and the external auditors and steps taken to resolve such disagreements;

h) satisfaction with communication and cooperation with management and the Audit

Committee; and

i) findings and firm responses to reviews of the Corporation by CPAB and PCAOB;

v. communication of the results of the comprehensive review of the external auditor to the Board and recommending that the Board take appropriate action, in response to the review, as required. It is understood that the Audit Committee may recommend tendering the external auditor engagement at their discretion. In addition to rotation of the EQCR partner as required by law, the Audit Committee, together with the Board, will also consider whether it is necessary to periodically rotate the external audit firm itself. It will be at the discretion of the Audit Committee if the incumbent external auditor is invited to participate in the tendering process; and

vi. setting clear hiring policies for the Corporation regarding partners and employees and former partners and employees of the present and former external auditor of the Corporation. Before any such partner or employee is offered employment by the Corporation, prior approval from the Chair of the Audit Committee must be received and a one year grace period must pass from the date any work was last completed on an audit engagement before an external auditor employee can be considered for contract or employment by the Corporation.

C. Risk Management

The Audit Committee, in its capacity as a committee of the Board, is directly responsible for overseeing the risk identification, assessment and management program of the Corporation by discussing guidelines and policies to govern the process by which risk is identified, assessed and managed. At least annually, in conjunction with senior management, internal counsel and, as necessary, external counsel and the Corporation's external auditors, the Audit Committee will review the following:

(a) the Corporation's method of reviewing significant risks inherent in NexGen's business, assets, facilities, and strategic directions, including the Corporation's risk management and evaluation process;

(b) discuss guidelines and policies with respect to risk assessment and risk management, including the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures. The Audit Committee is not required to be the sole body responsible for risk assessment and management, but, as stated above, the committee must discuss guidelines and policies to govern the process by which risk assessment and management is undertaken;

(c) the major financial risk exposures and steps management has taken to monitor and manage such exposures;

(d) the Corporation's annual insurance report including its risk retention philosophy and resulting uninsured exposure, if any, including corporate liability protection programs for directors and officers;

(e) the Corporation's loss prevention policies, risk management programs, disaster response and recovery programs in the context of operational considerations; and

(f) other risk management matters from time to time as the Audit Committee may consider appropriate or the Board may specifically direct.

D. Additional Duties and Responsibilities

The Audit Committee will also:

(a) meet separately with management, the external auditor and, as is appropriate, internal and external legal counsel and independent advisors in respect of issues not elsewhere listed concerning any other audit, finance or risk matter;

(b) review the appointment of the CFO and any other key financial executives who are involved in the financial reporting process;

(c) review the Corporation's information technology practices as they relate to financial reporting;

(d) annually review Directors' and Officers' Liability Insurance Coverage;

(e) from time to time, discuss staffing levels and competencies of the finance team with the external auditor;

(f) review incidents, alleged or otherwise, as reported by whistleblowers, management, the external auditor, internal or external counsel or otherwise, of fraud, illegal acts or conflicts of interest and establish procedures for receipt, treatment and retention of records of incident investigations;

(g) facilitate information sharing with other committees of the Board as required to address matters of mutual interest or concern in respect of the Corporation's financial reporting;

(h) assist Board oversight in respect of issues not elsewhere listed concerning the integrity of the Corporation's financial statements, the Corporation's compliance with legal and regulatory requirements, the independent auditor's qualifications and independence, and the performance of the external auditors; and

(i) have the authority and responsibility to recommend the appointment and the revocation of the appointment of registered public accounting firms (in addition to the external auditors) engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, and to fix their remuneration.

In addition, the Audit Committee will perform such other functions as are assigned by law and on the instructions of the Board.

IV. MEETINGS

The Audit Committee will meet quarterly, or more frequently at the discretion of the members of the Audit Committee, as circumstances require.

Notice of each meeting of the Audit Committee will be given to each member and, if applicable, to the external auditors. The notice will:

(a) be in writing (which may be communicated by fax or email);

(b) be accompanied by an agenda that states the nature of the business to be transacted at the meeting in reasonable detail;

(c) include copies of documentation to be considered at the meeting and reasonably sufficient time to review documentation; and

(d) be given at least 48 hours preceding the time stipulated for the meeting, unless notice is waived by the Audit Committee members.

A quorum for a meeting of the Audit Committee is a majority of the members present in person, by video conference, webcast or telephone.

If the Chair is not present at a meeting of the Audit Committee, a Chair will be selected from among the members present. The Chair will not have a second or deciding vote in the event of an equality of votes.

At each meeting, the Audit Committee will meet "in-camera", without management or external auditors present, and will meet in separate sessions with the lead partner of the external auditor at least annually.

The Audit Committee may invite others to attend any part of any meeting of the Audit Committee as it deems appropriate. This includes other directors, members of management, any employee, the Corporation's internal or external legal counsel, external auditors, advisors and consultants.

Minutes will be kept of all meetings of the Audit Committee. The minutes will include copies of all resolutions passed at each meeting, will be maintained with the Corporation's records, and will be available for review by members of the Audit Committee, the Board, and the external auditor.

V. OTHER MATTERS

A. Review of Charter

The Audit Committee shall review and reassess the adequacy of this Charter at least annually or otherwise, as it deems appropriate, and propose recommended changes to the Nomination and Governance Committee.

B. Reporting

The Audit Committee shall report to the Board activities and recommendations of each Audit Committee meeting and review with the Board any issues that arise with respect to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements, the performance and independence of the Corporation's external auditors, management information technology with respect to financial reporting matters, risk management and communication between the parties identified above.

C. Evaluation

The Audit Committee's performance shall be evaluated annually by the Nomination and Governance Committee and the Board as part of the Board assessment process established by the Nomination and Governance Committee and the Board.

This Charter was last approved by the Board of Directors on April 4, 2017.

NEXGEN ENERGY LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended December 31, 2019

Dated March 3, 2020

GENERAL

This management's discussion and analysis (" **MD&A**") is management's interpretation of the results and financial condition of NexGen Energy Ltd. ("**NexGen**" or the "**Company**") for the year ended December 31, 2019 and includes events up to the date of this MD&A. This discussion should be read in conjunction with the audited consolidated financial statements as at and for the years December 31, 2019 and December 31, 2018 and the notes thereto (together, the "**Annual Financial Statements**") and other corporate filings including NexGen's Annual Information Form, all of which is available under the Company's profile on SEDAR at www.sedar.com. All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified. This MD&A contains forward-looking information. Please see the section, "Note Regarding Forward-Looking Information" for a discussion of the risks, uncertainties and assumptions used to develop the Company's forward-looking information.

It is important to note that in accordance with International Financial Reporting Standards (" **IFRS**"), IsoEnergy Ltd.'s ("**IsoEnergy**") financial results are consolidated with those of NexGen, including in this MD&A. However, IsoEnergy is a listed entity with its own management, directors, internal control processes and financial budgets and finances its own operations.

Financial Statements

Management is responsible for the Annual Financial Statements referred to in this MD&A. The Audit Committee of the Company's Board of Directors (the "**Board**") has been delegated the responsibility of reviewing and approving the Annual Financial Statements and MD&A.

The Annual Financial Statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("**IASB**"), and interpretations of the International Financial Reporting Interpretations Committee (" **IFRIC**"). Based on the nature of the Company's activities, both presentation and functional currency is Canadian dollars.

The Company's Annual Financial Statements have been prepared using IFRS applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The ability of the Company to continue as a going concern is dependent on its ability to obtain financing and achieve future profitable operations.

Technical Disclosure

All scientific and technical information in this MD&A has been reviewed and approved by Mr. Troy Boisjoli, Geoscience Licensee, Vice President – Operations & Project Development for NexGen. Mr. Boisjoli is a qualified person for the purposes of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"), and has verified the sampling, analytical, and test data underlying the information or opinions contained herein by reviewing original data certificates and monitoring all of the data collection protocols.

For details of the Rook I Project including the key assumptions, parameters and methods used to estimate the updated mineral resource and Pre-Feasibility Study ("**PFS**") set forth below, please refer to the technical report entitled "Technical Report on the Pre-Feasibility Study of the Arrow Deposit, Rook I Property, Province of Saskatchewan, Canada" (the "**Rook I PFS Technical Report** "). The Rook I PFS Technical Report is filed under the Company's profile on SEDAR (www.sedar.com) and EDGAR (www.sec.gov/edgar.html). The Rook I PFS Technical Report has been reviewed and approved by Paul O'Hara, P.Eng. of Wood PLC (" **Wood**"), David Robson, P.Eng. and Jason Cox, P.Eng. of Roscoe Postle Associates Inc. ("**RPA**"), each of whom is a "qualified person" under NI 43-101.

The Mineral Resource Estimate was completed by Mr. Mark Mathisen, C.P.G., Senior Geologist at RPA and Mr. David Ross, P.Geo., Director of Resource Estimation and Principal Geologist at RPA. Both are independent Qualified Persons in accordance with the requirements of National Instrument (NI) 43-101 and they have approved the disclosure herein. All other technical information in this news release has been approved by Mr. Troy Boisjoli, Geoscientist Licensee, Vice President – Operations & Project Development for NexGen. Mr. Boisjoli is a qualified person for the purposes of NI 43-101 and has verified the sampling, analytical, and test data underlying the information or opinions contained herein by reviewing original data certificates and monitoring all of the data collection protocols.

Natural gamma radiation in drill core reported in this MD&A was measured in counts per second (cps) using a Radiation Solutions Inc. RS-120 gamma-ray scintillometer. The reader is cautioned that total count gamma readings may not be directly or uniformly related to uranium grades of the rock sample measured; they should be used only as a preliminary indication of the presence of radioactive minerals.

BACKGROUND

NexGen was incorporated pursuant to the *Business Corporations Act* (British Columbia) on March 8, 2011 as "Clermont Capital Inc.", a capital pool company within the meaning of Policy 2.4 – *Capital Pool Companies* of the TSX Venture Exchange. On April 19, 2013, the Company completed its "qualifying transaction" and in connection therewith consolidated its common shares on a 2.35:1 basis and changed its name to "NexGen Energy Ltd.".

NexGen is a Canadian based uranium exploration and development company engaged in the exploration and development of its portfolio of uranium properties located in the Province of Saskatchewan, Canada. NexGen's principal asset is its 100% interest in the Rook I project, a project in the Athabasca Basin, Saskatchewan (the "**Rook I Project**" **or "Project**").

The Rook I Project is located in the southwest Athabasca Basin and is the location of the Company's Arrow discovery in February 2014, the Bow discovery in March 2015, the Harpoon discovery in August 2016 and the South Arrow discovery in July 2017. The Rook I Project consists of thirty-two (32) contiguous mineral claims totaling 35,065 hectares.

The Company is listed on the Toronto Stock Exchange (the " **TSX**") and NYSE American, LLC (" **NYSE American**") under the symbol "NXE" and is a reporting issuer in each of the provinces of Canada other than Québec.

The Company has three wholly owned subsidiaries: NXE Energy Royalty Ltd., NXE Energy SW1 Ltd. and NXE Energy SW3 Ltd. The Company also holds 52.03% of the outstanding common shares of IsoEnergy, as of the date hereof.

In the year ended December 31, 2017, the Company completed a financing raising aggregate gross proceeds of US$110 million (the **"Financing"**) consisting of a private placement of: (a) 24,146,424 common shares at a price of US$2.0707 per share, for gross proceeds of US$50 million (the "**Placement Shares**"); and (b) US$60 million in aggregate principal amount of 7.5% unsecured convertible debentures (the "**2017 Debentures**") with affiliates of CEF Holdings Limited and/or its shareholders (collectively, the "Investors") and in connection therewith (i) extended the maturity date of the existing 7.5% unsecured convertible debentures (the "2016 Debentures" and together with the 2017 Debentures, the "**Convertible Debentures**") from June 11, 2021 to July 22, 2022 to match the maturity date of the 2017 Debentures; and (ii) revised and consolidated certain other non-financial provisions of the 2016 Debentures, including the strategic alignment provisions, into an investor rights agreement, described in detail below under "Discussion of Operations".

OVERALL PERFORMANCE

General

In the year ended December 31, 2019, the Company continued exploration and development activities at its Rook I Project including the completion of 57,282.40 metres of drilling at the Arrow deposit; 54,057.9 metres of which was drilling in 2019 and the remainder meterage drilled in December of 2018. The Company also completed an exploration drill program on the SW1 property for a total of 2,478.0 metres.

As an exploration and development stage company, the Company does not have revenues and historically has recurring operating losses. As at December 31, 2019, the Company had cash and cash equivalents of $52,117,581 (December 31, 2018: $125,059,189; December 31, 2017: $164,943,850), an accumulated deficit of $103,400,960 (December 31, 2018: $85,143,089; December 31, 2017: $88,038,390) and working capital of $48,677,217 (December 31, 2018: $119,195,168; December 31, 2017: $162,636,364).

The Consolidated Financial Statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Industry and Economic Factors that May Affect the Business

The business of mining for minerals involves a high degree of risk. NexGen is an exploration and development company and is subject to risks and challenges similar to companies in a comparable stage and industry. These risks include, but are not limited to, the challenges of securing adequate capital, exploration, development and operational risks inherent in the mining industry; changes in government policies and regulations; the ability to obtain the necessary permitting; as well as global economic and uranium price volatility; all of which are uncertain.

The underlying value of the Company's exploration and evaluation assets is dependent upon the existence and economic recovery of mineral reserves and is subject to, but not limited to, the risks and challenges identified above. Changes in future conditions could require material write-downs of the carrying value of the Company's exploration and evaluation assets.

In particular, the Company does not generate revenue. As a result, the Company continues to be dependent on third party financing to continue exploration and development activities on the Company's properties, maintain capacity and satisfy contractual obligations including servicing the interest payments due on the Convertible Debentures and repaying the principal amount thereof at maturity (or sooner in the event of redemption in accordance with the terms of the Convertible Debentures. Accordingly, the Company's future performance will be most affected by its access to financing, whether debt, equity or other means.

Access to such financing, in turn, is affected by general economic conditions, the price of uranium, exploration risks and the other factors described in the section entitled "Risk Factors" in the Company's most recent Annual Information Form, filed March 4, 2019.

At maturity of the Convertible Debentures, the US$120 million principal amount is due in full, and prior to then at a premium upon the occurrence of certain events, including a change of control. The Company holds sufficient US dollars to make all interest payments due under the Convertible Debentures until maturity but not to pay the entire principal amount. Accordingly, the Company is subject to risks associated with fluctuations in the Canadian/US dollar exchange rate that may make the Convertible Debentures more costly to repay. In addition, unless the Company commences generating revenue prior to the maturity date of the Convertible Debentures (or sooner in the event of redemption in accordance with the terms of the Convertible Debentures), the Company will have to raise funds to repay the principal amount of the Convertible Debentures and there can be no assurance that the Company will be able to raise sufficient funds when required, at all, or on reasonable terms.

SELECTED FINANCIAL INFORMATION

The following financial data is derived from the Annual Financial Statements for the years ended December 31, 2019, December 31, 2018 and December 31, 2017:

	For the year ended December 31, 2019	For the year ended December 31, 2018	For the year ended December 31, 2017
Total Revenue	$ -	$ -	$ -
Loss (profit) for the year	16,548,056	(1,491,606)	56,830,610
Loss (profit) and comprehensive loss (profit) for the year	18,892,957	(2,092,427)	56,830,610
Basic loss (profit) per Common Share	0.04	(0.01)	0.17
Diluted loss (profit) per Common Share	0.06	0.05	0.17
Operating expenses			
Salaries, benefits and directors' fees	$ 5,624,334	$ 5,897,494	$ 3,993,277
Office and administrative	1,996,123	1,855,177	1,502,988
Professional fees	3,572,164	2,003,931	1,725,921
Travel	1,142,668	920,834	639,559
Depreciation	2,383,177	1,533,634	758,063
Share-based payments	10,867,167	13,736,299	9,183,667
Impairment of exploration and evaluation assets	14,354	-	87,749
Finance income	(1,815,590)	(2,486,565)	(1,305,784)
Rental income	(30,305)	-	-
Mark to market loss (gain) on convertible debentures	(21,821,831)	(32,578,261)	27,522,985
Interest expense	11,822,910	11,954,146	8,693,847
Interest on lease liabilities	206,986	-	-
Convertible debenture issuance costs	-	-	2,811,146
Foreign exchange loss (gain)	1,653,616	(4,025,062)	1,225,599
Loss on disposal of equipment	-	6,065	24,905
Loss (profit) from operations	**$ 15,615,773**	**$ (1,182,308)**	**$ 56,863,922**
Deferred income tax expense (recovery)	932,283	(309,298)	(33,312)
Loss (profit) for the year	**$ 16,548,056**	**$ (1,491,606)**	**$ 56,830,610**
Other Comprehensive Income			
Items that will not be reclassified subsequently to profit or loss			
Change in fair value of convertible debentures attributable to the change in credit risk	$ 3,212,139	$ (600,821)	$ -
Deferred Income tax recovery	(867,238)	-	-
Total Other Comprehensive Income	**$ 2,344,901**	**$ (600,821)**	**$ -**
Loss (profit) and comprehensive loss (profit) for the year	**$ 18,892,957**	**$ (2,092,427)**	**$ 56,830,610**

SELECTED FINANCIAL INFORMATION (continued)

	For the year ended December 31, 2019	For the year ended December 31, 2018	For the year ended December 31, 2017
Loss (profit) attributable to:			
Shareholders of NexGen Energy Ltd.	$ 15,531,911	$ (2,269,689)	$ 56,038,329
Non-controlling interests in IsoEnergy Ltd.	1,016,145	778,083	792,281
Loss (profit) for the year	**$ 16,548,056**	**$ (1,491,606)**	**$ 56,830,610**
Total comprehensive loss (profit) attributable to:			
Shareholders of NexGen Energy Ltd.	$ 17,876,812	$ (2,870,510)	$ 56,038,329
Non-controlling interests in IsoEnergy Ltd.	1,016,145	778,083	792,281
Total comprehensive loss (profit) for the year	**$ 18,892,957**	**$ (2,092,427)**	**$ 56,830,610**
Loss per common share attributable to the Company's common shareholders –			
Basic loss (profit) per common share	$ 0.04	$ (0.01)	$ 0.17
Diluted loss (profit) per common share	$ 0.06	$ 0.05	$ 0.17
Weighted average number of common shares outstanding –			
Basic	354,593,084	345,868,725	321,921,938
Diluted	402,676,421	393,952,062	321,921,938

Year ended December 31, 2019 vs year ended December 31, 2018

In the year ended December 31, 2019, NexGen incurred a net loss of $16,548,056 or $0.04 per common share, compared to a net profit of $1,491,606 or $0.01 per common share for the year ended December 31, 2018.

The Company recognized a mark to market gain on the Convertible Debentures of $21,821,831 during the year ended December 31, 2019 as compared to a mark to market gain of $32,578,261 in the year ended December 31, 2018. Mark to market gains and losses result from the fair value re-measurement of the Convertible Debentures at each report date, with any changes in the fair value being recognized in the loss (profit) and comprehensive loss (profit) for the period. The mark to market gain for the year ended December 31, 2019 is due mainly to a decrease in the Company's share price from $2.41 at December 31, 2018 to $1.67 at December 31, 2019; partially offset by the accretion of the loan portion of the convertible debentures.

The Company incurred a foreign exchange loss of $1,653,616 in the year ended December 31, 2019 compared to a foreign exchange gain of $4,025,062 in the year ended December 31, 2018. These amounts are derived from foreign exchange rate fluctuations realized on US dollar denominated transactions and payments translated into Canadian dollars as well as unrealized foreign exchange rate fluctuations on US dollar cash and accounts payable balances held on December 31, 2019.

Salaries, benefits and directors' fees decreased to $5,624,334 in the year ended December 31, 2019 from $5,897,494 in the year ended December 31, 2018, mainly due to the decrease in management employees in 2019 compared to the year ended December 31, 2018.

Office and administrative costs increased to $1,996,123 during the year ended December 31, 2019 from $1,855,177 in the year ended December 31, 2018 mainly due to the increase of regulatory costs during the year ended December 31, 2019.

Professional fees increased to $3,572,164 in the year ended December 31, 2019 from $2,003,931 in the year ended December 31, 2018 due to an increase in consultant and legal fees pertaining to various corporate activities, audit fees and timing of investor relations costs incurred in the year ended December 31, 2019.

Travel expenses increased to $1,142,668 in the year ended December 31, 2019 from $920,834 in the year ended December 31, 2018, primarily due to an increase in general corporate activity in the year ended December 31, 2019.

Depreciation increased to $2,383,177 in the year ended December 31, 2019 from $1,533,634 in the year ended December 31, 2018 due to an increase in the amortization, related to the adoption of IFRS 16 – Leases standard, which resulted in the recognition of right-of-use assets related to the office and vehicle leases.

Share-based payments charged to the statement of loss (profit) and comprehensive loss (profit) decreased to $10,867,167 in the year ended December 31, 2019 from $13,736,299 in the year ended December 31, 2018. These are non-cash charges derived by the graded vesting method of the Black-Scholes values. Stock options granted to directors and employees vest over two years with the corresponding share-based compensation expense being recognized over this period. Variances in share-based compensation expense are expected from period to period depending on many factors, including whether options are granted in a period and whether options have fully vested or have been cancelled in a period. During the year ended December 31, 2019, the Company granted 9,438,679 stock options with a weighted average fair value per option of $0.96 compared to the year ended December 31, 2018 where the Company granted 9,045,482 stock options with a weighted average fair value per option of $1.76.

Finance income decreased to $1,815,590 in the year ended December 31, 2019 from $2,486,565 in the year ended December 31, 2018 mainly due to the decrease in cash on hand during the year ended December 31, 2019, as a result of costs associated with continued drilling, the Feasibility Study, Permitting and Regulatory and ongoing operating costs.

Rental income increased to $30,305 in the year ended December 31, 2019 from $nil in the year ended December 31, 2018 due to amounts received by IsoEnergy from NxGold for an office sublease where amounts previously received were netted against the related expense prior to the adoption of IFRS 16 – Leases Standard.

Interest expense decreased to $11,822,910 in the year ended December 31, 2019 from $11,954,146 in the year ended December 31, 2018 due to the fluctuation in the US dollar foreign exchange rate on the interest payments related to the 2016 and 2017 Debentures.

Interest expense on lease liabilities increased to $206,986 in the year ended December 31, 2019 from $nil in the year ended December 31, 2018 due to office and vehicle lease liabilities recognized as a result of the adoption of IFRS 16 – Leases standard.

A deferred income tax expense of $932,283 was incurred in the year ended December 31, 2019 as compared to a deferred income tax recovery of $309,298 in the year ended December 31, 2018. The deferred income tax expense of $932,283, is offset by a deferred tax recovery of $867,238 recorded in other comprehensive income relating to the change in the fair value of the convertible debentures being bifurcated between the loss for the period and other comprehensive income. The net $65,045 deferred income tax expense relates to the renunciation of the related tax attributes to investors in IsoEnergy's flow-through shares partially offset by the deferred income tax recovery on losses recognized in the period and the income recognition on the flow-through share premium liability as result of qualifying expenditures in the year ended December 31, 2019.

Year ended December 31, 2018 vs year ended December 31, 2017

In the year ended December 31, 2018, NexGen earned a net profit of $1,491,606 or $0.01 per common share, compared to a net loss of $56,830,610 or $0.17 per common share for the year ended December 31, 2017.

The Company recognized a mark to market gain on Convertible Debentures of $32,578,261 during the year ended December 31, 2018 as compared to a mark to market loss of $27,522,985 in the year ended December 31, 2017. This mark to market gain results from the fair value re-measurement of the Convertible Debentures at each report date, with any changes in the fair value being recognized in the loss (profit) and comprehensive loss (profit) for the period. The mark to market gain for the year ended December 31, 2018 is mainly due to the decrease in the Company's share price from $3.21 at December 31, 2017 to $2.41 at December 31, 2018 and partially offset by change in foreign exchange rates.

Salaries, benefits and directors' fees increased from $3,993,277 in the year ended December 31, 2017 to $5,897,494 in the year ended December 31, 2018 due to severance payments to management personnel, hiring of new staff and increased performance bonuses for the year ended December 31, 2018.

Office and administrative costs increased from $1,502,988 in the year ended December 31, 2017 to $1,855,177 in the year ended December 31, 2018 mainly due to increased marketing in the year ended December 31, 2018.

Professional fees increased from $1,725,921 in the year ended December 31, 2017 to $2,003,931 in the year ended December 31, 2018 due to an increase in legal fees pertaining to various corporate and operational matters and audit fees.

Travel expenses increased from $639,559 in the year ended December 31, 2017 to $920,834 in the year ended December 31, 2018, primarily due to increases in marketing-related travel and general corporate activity in the year ended December 31, 2018.

Depreciation increased from $758,063 in the year ended December 31, 2017 to $1,533,634 in the year ended December 31, 2018 due to an increase in the carrying value of field equipment.

Share-based payments charged to the statement of loss (profit) and comprehensive loss (profit) increased from $9,183,667 in the year ended December 31, 2017 to $13,736,299 in the year ended December 31, 2018 due to more stock options being granted during the year ended December 31, 2018. These are non-cash charges derived by the graded vesting method of the Black-Scholes values. Stock options granted to directors and employees vest over two years with the corresponding share-based compensation expense being recognized over this period. Variances in share-based compensation expense are expected from period to period depending on many factors, including whether options are granted in a period and whether options have fully vested or have been cancelled in a period. The Company granted 9,045,482 stock options with a weighted average fair value per option of $1.76 in the year ended December 31, 2018.

Finance income increased from $1,305,784 in the year ended December 31, 2017 to $2,486,565 in the year ended December 31, 2018 mainly due to interest earned on increased cash and cash equivalent balances and increased interest rates during the year.

Interest expense increased from $8,693,847 in the year ended December 31, 2017 to $11,954,146 in the year ended December 31, 2018 due to interest for the full year on the 2017 Debentures, with the Convertible Debentures bearing interest at a rate of 7.5% per annum, payable semi-annually.

The Company incurred a foreign exchange loss of $1,225,599 in the year ended December 31, 2017 compared to a foreign exchange gain of $4,025,062 in the year ended December 31, 2018. These amounts are derived from foreign exchange rate fluctuations realized on US dollar denominated transactions and payments translated into Canadian dollars as well as unrealized foreign exchange rate fluctuations on US dollar cash and accounts payable balances held on December 31, 2018.

A deferred income tax recovery of $309,298 was recognized in the year ended December 31, 2018 as compared to $33,312 in the year ended December 31, 2017. This relates to IsoEnergy's deferred income tax recovery on the income recognition on the flow-through share premium liability, offset by the temporary differences arising from the renunciation of flow-through shares in the year ended December 31, 2018.

Financial Position

The following financial data is derived from the Annual Financial Statements for the years ended December 31, 2019, December 31, 2018 and December 31, 2017:

	December 31, 2019	December 31, 2018	December 31, 2017
Exploration and evaluation assets	$ 252,380,408	$ 194,128,594	$ 152,412,555
Total assets	$ 313,525,914	$ 326,867,565	$ 323,079,350
Total current liabilities	$ 4,784,795	$ 6,517,313	$ 3,014,430
Total non-current liabilities	$ 122,392,265	$ 138,423,662	$ 171,724,215
Distributions or cash dividends declared per share	$ -	$ -	$ -

Financial Position as at December 31, 2019 vs December 31, 2018

NexGen had cash and cash equivalents totaling $52,117,581 as at December 31, 2019 compared to $125,059,189 as at December 31, 2018. This decrease in cash and cash equivalents was due to exploration and evaluation asset and equipment expenditures of $57,050,294 and $629,160, respectively, $12,805,886 of cash used in operating activities, $784,399 of cash used to pay lease liabilities, and $8,008,642 of cash interest paid on Convertible Debentures; offset by $3,964,800 of cash received from stock option and warrant exercises and shares of IsoEnergy issued to non-controlling interests for cash of $3,420,191.

Exploration and evaluation assets increased from $194,128,594 as at December 31, 2018 to $252,380,408 as at December 31, 2019 due to expenditures made on exploration and evaluation assets, costs associated with the resource drilling on Arrow, Feasibility Study and Environmental Assessment.

Current liabilities decreased from $6,517,313 as at December 31, 2018 to $4,784,795 as at December 31, 2019. The majority of this decrease is related to the timing of payments for exploration and evaluation expenditures.

Non-current liabilities decreased from $138,423,662 as at December 31, 2018 to $122,392,265 as at December 31, 2019 due to the net decrease in fair value of the Convertible Debentures resulting primarily from fluctuations in the Company's share price and foreign exchange rates since December 31, 2018; partially offset by the recording of long-term lease liability related to the adoption of IFRS 16 – Leases.

Financial Position as at December 31, 2018 vs December 31, 2017

NexGen had cash and cash equivalents totaling $125,059,189 as at December 31, 2018 compared to $164,943,850 as at December 31, 2017. This decrease in cash and cash equivalents was due to exploration and evaluation asset and equipment expenditures of $34,813,614 and $2,954,028, respectively, $8,452,068, of cash used in operating activities and $7,918,533 of cash interest paid on convertible debentures; partially offset by $5,074,334 of cash received from stock option exercises and shares of IsoEnergy issued to non-controlling interests for cash of $5,273,624.

Exploration and evaluation assets increased from $152,412,555 as at December 31, 2017 to $194,128,594 as at December 31, 2018 due to expenditures made on exploration and evaluation assets.

Current liabilities increased from $3,014,430 as at December 31, 2017 to $6,517,313 as at December 31, 2018. The majority of this increase is related to the timing of payments for exploration and evaluation expenditures, accrued interest on the Convertible Debentures and increase flow-through share premium liability due to flow through shares.

Non-current liabilities decreased from $171,724,215 as at December 31, 2017 to $138,423,662 as at December 31, 2018 due to the net decrease in fair value of the Convertible Debentures resulting primarily from fluctuations in the Company's share price and foreign exchange rates since December 31, 2017. The principal amount of the Convertible Debentures is US$120.0 million, due July 22, 2022.

DISCUSSION OF OPERATIONS

On May 17, 2017, the Company commenced trading on the NYSE American under the symbol "NXE", and its common shares ceased trading on the OTCQX as of the close of trading on May 16, 2017.

On July 21, 2017, the Company completed the Financing and in connection therewith amended and restated the trust indenture entered into between Computershare Trust Company of Canada and the Company dated June 10, 2016 in respect of the 2016 Debentures to extend the maturity date of the 2016 Debentures to match the maturity date of the 2017 Debentures. In addition, certain non-financial provisions of the 2016 Debentures, including in particular the strategic alignment provisions were revised and consolidated into the investor rights agreement described below.

An establishment fee consisting of 869,271 common shares, calculated as 3% of the aggregate principal amount of the 2017 Debentures at a deemed price of US$2.0707 per share, was paid to the Investors in connection with the Financing.

The Convertible Debentures mature on July 22, 2022 (the "**Maturity Date**") and bear interest at a rate of 7.5% per annum, payable semi-annually in arrears, with 5.0% of such interest payable in cash and the remaining 2.5% payable in common shares of the Company, issuable at a price equal to the volume-weighted average trading price of the common shares calculated in US dollars on the exchange or market which has the greatest trading volume in the Company's common shares for the 20 consecutive trading days ("**20-day VWAP**") ending three trading days preceding the date such interest payment is due.

The 2017 Debentures are convertible at the holders' option, in whole or in part, into common shares at a conversion price (the "2017 Conversion Price") of US$2.6919 per share, subject to adjustment. The Company may redeem the 2017 Debentures, in whole or in part, from July 21, 2020 and prior to the Maturity Date at a price equal to the outstanding principal amount plus accrued and unpaid interest up to the redemption date, provided the 20-day VWAP of the common shares for the period ending three trading days preceding the date immediately prior to the date the redemption notice is given exceeds 130% of the 2017 Conversion Price. The 2016 Debentures are convertible at the holder's option, in whole or in part, into common shares of the Company at a conversion price (the "**2016 Conversion Price**") of US$2.3261 per common share, subject to adjustment. The Company may redeem the 2016 Debentures in whole or in part from June 10, 2019 and prior to the Maturity Date at a price equal to the outstanding principal amount plus accrued and unpaid interest up to the redemption date, provided the 20-day VWAP of the common shares for the period ending three trading days preceding the date immediately prior to the date the redemption notice is given exceeds 130% of the 2016 Conversion Price.

Upon completion, of a change of control (which includes in the case of the Investors' right to require the Company to redeem the Convertible Debentures, a change in the Chief Executive Officer of the Company), the Investors of the Convertible Debentures may require the Company to redeem, or the Company has the right to redeem, any outstanding Convertible Debentures in cash at: (i) on or prior to July 21, 2020 for the 2017 Debenture and on or prior to June 10, 2019 for the 2016 Debenture, 130% of the principal amount; and (ii) at any time thereafter, 115% of the principal amount, in each case plus accrued but unpaid interest, if any. In addition, upon the public announcement of a change of control that is supported by the Board, the Company may require the Investors of the Convertible Debentures to convert the Convertible Debentures into common shares of the Company at the 2017 Conversion Price or 2016 Conversion Price, as applicable, provided the consideration payable upon the change of control exceeds the 2017 Conversion Price or 2016 Conversion Price, respectively, and is either payable in cash or is payable in property or securities which the holders of the 2017 Debentures or 2016 Debentures, as applicable, in their sole discretion, wish to receive.

A "change of control" of the Company is defined as: (i) the acquisition by any transaction, directly or indirectly, by a person or group of persons acting jointly or in concert of voting control or direction over 50% or more of the Company's outstanding common shares; (ii) the amalgamation, consolidation or merger of the Company with or into another entity as a result of which the holders of the common shares immediately prior to such transaction, directly or indirectly, hold less than 50% of voting control or direction over the entity carrying on the business of the Company following such transaction; (iii) the sale, assignment, transfer or other disposition of all or substantially all of the property or assets of the Company to another entity in which the holders of the common shares immediately prior to such transaction, directly or indirectly, hold less than 50% of voting control or direction following such transaction; or (iv) the removal by resolution of the shareholders of the Company, of more than 51% of the then incumbent directors of the Company which removal has not been recommended in the Company's management information circular, or the failure to elect to the Board a majority of the directors proposed for election by management in the Company's management information circular.

In consideration for the increased investment in the Company pursuant to the Financing, the Company and the Investors entered into an investor rights agreement (the "**Investor Rights Agreement**") dated July 21, 2017 which provides for the following and replaced those similar provisions contained in the 2016 Debentures. The Investor Rights Agreement provides that:

(a) for so long as the Investors hold at least 10% of the common shares (on a partially diluted basis), the Investors agreed: (i) not to tender or agree to tender (or convert) the Convertible Debentures or any common shares then held to an unsolicited takeover bid that constitutes a change of control, (ii) to exercise the votes attached to all common shares then held in respect of any change of control transaction, and deposit or tender such common shares, in accordance with the recommendation of the Board, (iii) to abstain or withhold votes in respect of any common shares they hold in respect of the election of individuals to the Board who are not nominees of management, and (iv) in respect of non-change of control matters, not to exercise the votes attached to any common shares they hold contrary to the recommendation of the Board;

(b) for so long as the Investors hold at least 10% of the common shares (on a partially diluted basis), the Investors agreed to a standstill whereby they will, among other things, not acquire any securities of the Company or solicit proxies or otherwise attempt to influence the conduct of security holders of the Company;

(c) for so long as the Investors hold at least 10% of the common shares (on a partially diluted basis), the Investors are subject to restrictions on disposition applicable to any common shares they hold, consisting of giving prior notice to the Company of any proposed disposition (within a 30 day period) of more than 0.5% of the number of common shares then outstanding and either: (i) disposing of such common shares to specific willing investors identified by the Company within a seven-day period; or (ii) thereafter, disposing of such common shares either through a broad distribution on the public markets or in a private transaction or block trade to anyone other than specific investors identified by the Company within the seven-day period; and

(d) for so long as the Investors hold at least 15% of the common shares (on a partially diluted basis), CEF Holdings Limited has the right to nominate one director to the Board.

Each of the foregoing covenants other than (d) shall terminate upon a completion of a Fundamental Change. A Fundamental Change means the occurrence of any of the transactions involved or items (i), (ii) or (iii) of the definition of Change of Control set out above and a change in the Company's Chief Executive Officer.

Project Development

Project Development

In the first six months of 2019, NexGen commenced the engineering phase of a Feasibility Study (" **FS**") on the Rook 1 Project. The FS is advancing and validating the previous stage engineering, supports the EA submission and Licensing application activities, produces a Class 3 (AACE) capital and operating cost estimate that will be summarized in a technical report under NI 43-101.

Permitting, Regulatory, Engagement

On April 29, 2019 the Project Description (Technical Proposal) was accepted by the Canadian Nuclear Safety Commission ("CNSC") and the Saskatchewan Ministry of Environment ("MOE"). The acceptance marks the commencement of an Environmental Assessment ("EA") on the Rook I Project in accordance with the requirements of both The Environmental Assessment Act (Province of Saskatchewan) and the Canadian Environmental Assessment Act, 2012 "CEAA 2012" (Government of Canada). The EA will be conducted through a coordinated process between the MOE and the CNSC, which is the Federal life-cycle regulator for all uranium mine and mill projects in Canada.

The Company has also filed an Initial Licence Application with the CNSC under the Nuclear Safety and Control Act in order to obtain a Licence to Prepare Site and Construction for the Project.

In Q4 2019 the Company reached a new milestone in its EA process by successfully entering into Study Agreements with four local communities with the Project area.

The communities are all within proximity to the Project, which is currently in the process of Feasibility and EA under CEAA 2012. The communities are:

- Clearwater River Dene Nation,
- Métis Nation Saskatchewan (MN-S) including as on behalf of the Locals of MN-S Region II,
- Birch Narrows Dene Nation,
- Buffalo River Dene Nation.

The Study Agreements enable the Company to formally engage with the communities to identify potential impacts to Aboriginal and treaty rights and socio-economic interests and identify potential avoidance and accommodation measures in relation to the Project whilst acknowledging the duty to consult remains with the Crown.

The Company and the communities have committed to establish respective joint working groups to support the inclusion of each community's traditional knowledge throughout the EA process and incorporating the Traditional Land Use and Dietary studies that are designed, scoped and completed by each of the respective communities. The Company will provide funding for all aspects of the above including the joint working groups to lead, review and independently confirm all studies for inclusion into the EA.

Further, the Study Agreements commit the parties to negotiate Impact Benefit Agreements in good faith and as early in the regulatory process as possible to allow the Parties greater certainty, including certainty that current and future potential concerns between the Parties can be addressed through the processes set out in the Impact Benefit Agreement.

Drilling

On December 4, 2018, the Company commenced a comprehensive drill program at the Arrow deposit using ten drill rigs for (i) conversion of Indicated Mineral Resources to the Measured category; (ii) geotechnical and hydrogeological characterization of the rock mass within proposed mine infrastructure at the Arrow deposit, and (iii) geotechnical and hydrogeological characterization of the rock mass in the area of the proposed Underground Tailings Management Facility (UGTMF). As of December 31, 2019, the Company has completed a total of 57,282.4 metres; of which 54,057.9 metres were drilled in 2019.

The winter 2019 drill program completed 125 drill holes totaling 54,057.9 metres for an overall drill program total of 57,282.4 metres in 131 drill holes inclusive of December 2018 drilling. All winter 2019 drill holes for resource conversion were collared at a steep inclination, then shallowed out before intersecting the target by utilizing the latest in directional drilling technology. All resource conversion drill holes intersected strong uranium mineralization and further demonstrate high-grade continuity of the Arrow deposit at the highest confidence measured drill hole spacing.

Outside of the Arrow deposit, four holes were completed within the UGTMF area, and positively indicate the area contains suitable rock-mass and hydraulic conductivity to facilitate underground development. One hole was drill to the Athabasca Unconformity above the proposed UGMT for the purpose of hydrogeological characterization.

Seven of the winter 2019 drill holes – four at the UGTMF area and three within the Arrow deposit – had vibrating water piezometers (VWP) installed to facilitate ongoing monitoring of groundwater pressure changes. In addition to the UGTMF holes completed during the winter 2019 drill program, a five hole drill program totaling 3,107.7 metres was completed in December of 2019 towards further characterizing the rock mass in and around the proposed UGTMF area beyond the Feasibility Study level. Four of the additional drill holes received VWP installs, one received a Westbay multilevel groundwater monitoring system installation, and one was abandoned due to drilling deviation.

The Company completed the maiden, helicopter supported, exploration drill program on the SW1 property in November of 2019. Two drill rigs were utilized during the program for a total of 2,478.0 metres in six drill holes (two were abandoned due to poor ground conditions). Drilling identified hydrothermal alteration and brittle structural disruption consistent with those recognized in a uranium bearing system. The prospective intersections from the drilling program add value in furthering targeting efforts towards discovery on the SW1 property.

Mineral Resource Update

On November 5, 2018, the Company announced the following updated mineral resource estimate on the Rook I Project having an effective date of May 25, 2018:

Structure	Tonnage (Tonnes)	Grade (U3O8%)	Metal U3O8 (U3O8 lb)
Indicated Mineral Resource			
A2 LG	1,240,000	0.79	21,700,000
A2 HG	**460,000**	**17.85**	**181,000,000**
A3 LG	1,010,000	0.70	15,500,000
A3 HG	**180,000**	**9.68**	**38,400,000**
Total	**2,890,000**	**4.03**	**256,600,000**
Inferred Mineral Resource			
A1	1,510,000	0.72	23,900,000
A2 LG	1,290,000	0.70	19,900,000
A2 HG	**5,000**	**12.70**	**1,400,000**
A3 LG	1,230,000	1.11	30,000,000
A3 HG	**1,000**	**9.07**	**200,000**
A4	800,000	0.92	16,300,000
Total	**4,480,000**	**0.86**	**91,700,000**

Notes:
1. CIM Definition Standards were followed for Mineral Resources, Mineral Resources are reported inclusive of Mineral Reserves. CIM defines Mineral Resource as a concentration or occurrence of a natural, solid, inorganic or fossilized organic material in or on the Earth's crust in such a form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics, and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge.
2. Mineral Reserves include transverse and longitudinal stopes, ore development and incremental ore.
3. Stopes and ore development were estimated at a cut-off grade of 0.25% U3O8.
4. Incremental ore is material between 0.03% U3O8 and 0.25% U3O8 that must be extracted to access mining areas. 0.0% U3O8 is the limit for what is considered benign waste and material that be must be treated and stockpiled in an engineered facility.
5. No by-product credits have been included in the Mineral Reserve statement.
6. Mineral resources are estimated using a long-term metal price of US$45 per pound U3O8, and a 0.75 US$/C$ exchange rate (C$1.00 = US$0.75).
7. A minimum mining width of 3.0 m was applied for all longhole stopes.
8. The density varies according to the U3O8 grade in the block model. Waste density is 2.464 t/m^3.
9. Numbers may not add due to rounding.

Probable Mineral Reserves

On November 5, 2018, the Company announced the following updated Probable Mineral Reserves on the Rook I Project having an effective date of May 25, 2018. The Probable Mineral Reserves include diluting materials and allowances for losses which may occur when material is mined:

Probable Mineral Reserves			
Structure	**Tonnage (Tonnes)**	**Grade (U3O8%)**	**Metal U3O8 (U3O8 lb)**
A2	2,057,600	4.13%	187,400,000
A3	1,375,500	1.54%	46,700,000
Total	**3,433,100**	**3.09%**	**234,100,000**

Pre-Feasibility Study

On November 5, 2018, the Company announced the results of the PFS in respect of the Arrow deposit which was based on the updated mineral resource estimate set forth above.

	PEA	**PFS**	**Variance**
After-Tax Net Present Value (8% discount)	CAD $3.49 Billion	CAD $3.7 Billion	+6%
After-Tax Internal Rate of Return (IRR)	56.7%	56.8%	0%
After-Tax Payback	1.1 Years	1.2 Years	+9%
Initial Capital Costs (CAPEX)	CAD $1.19 Billion	CAD $1.25 Billion	+5%
Average Annual Production (Life of Mine)	18.5 M lbs U_3O_8	25.4 M lbs U_3O_8	+37%
Average Annual Production (Years 1-5)	27.6 M lbs U_3O_8	29.0 M lbs U_3O_8	+5%
Average Annual Throughput	1,448 tonnes per day	1,039 tonnes per day	-28%
Average Annual Grade	1.73% U_3O_8	3.09% U_3O_8	+79%
Mine Life	15 Years	9 Years	-6 years
Average Annual After -Tax Net Cash Flow (Life of Mine)	**CAD $553 Million**	**CAD $909 Million**	**+64%**
Average Annual Operating Cost (Life of Mine)	CAD $8.37 (US $6.70)/lb U_3O_8	CAD $ 5.81 (US $4.36)/lb U_3O_8	-31%
Operating Margins (Life of Mine)	85.5%	90.6%	+6%

Note: PEA based on $1.00 = US $0.80, PFS based on $1.00 = US $0.75

The PFS resource only includes Indicated Mineral Resource as per CIM guidelines. Indicated Mineral Resources are that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters to support mine planning and evaluation of the economic viability of the deposit Inferred Mineral Resource. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.

The PFS envisioned a standalone mine, mill and ancillary site infrastructure to support a nine-year mine life.

Mine

A detailed mine plan based on conventional long-hole stope mining was engineered using Indicated Mineral Resources only. Geotechnical studies during Pre-Feasibility supported the conventional longhole stoping mining method including the use of longitudinal and transverse stopes, 30 metre level spacing, and the nominal stope strike length of 15 metres to 30 metres. This represents an excellent stope stability range for underground mining in highly competent conditions. The geometry of the Arrow deposit enables decoupled production areas in both the A2 and A3, enabling flexibility of mine sequencing.

Mill

The PFS confirmed processing and production of Yellowcake from the Arrow deposit with conventional processing technology. The main components of the processing plant are:

- Grinding
- Leaching
- Liquid-Solid Separation via Counter Current Decantation
- Solvent Extraction
- Yellowcake Precipitation
- Yellowcake Packaging
- Paste Tailings Plant

Detailed metallurgical study resulted in process recovery increasing to 97.6% (versus 96% in the PEA). In addition, the ammonia strip process envisioned in the PEA was updated to an acid strip process in the PFS, resulting in the complete elimination of ammonia in the processing facility. Elimination of ammonia from the processing facility will ultimately lead to improved effluent discharge performance.

The PFS also confirmed that all processed waste streams can be stored in an Underground Tailings Management Facility ("UGTMF"). The PFS also confirmed the geotechnical design, size and sequencing of the UGTMF as it relates to the mine plan. The UGTMF will significantly reduce the surface footprint of the Rook I project and represents continued and ongoing reclamation during operations, allowing for industry leading environmental sensitivity.

Cost Estimate

A capital cost estimate (Class 4 - AACE International classification guidelines) was produced from the PFS. The pre-production capital costs (CAPEX) for the contemplated underground mine, process plant and supporting infrastructure at Arrow are estimated at $1.247 billion with sustaining capital costs of $262 million (included $0.48 million for decommissioning). Wood and RPA estimated the capital costs based on a three-dimensional civil model, a mechanical equipment list, material takeoffs, vendor budget quotations on major and secondary equipment, and inputs from leading expert service providers who have experience in construction projects and cost estimation both in the Athabasca Basin and globally. Pre-production construction is envisioned to be complete in three years, the construction phase will be supported by a labour force consisting of skilled labour, trades persons, professionals and administration.

Preliminary Economic Assessment

The Company's PFS built upon the independent maiden Preliminary Economic Assessment (" **PEA**"), which the Company released on July 31, 2017 of the basement-hosted Arrow deposit and a standalone mine and mill at the Rook I Project. The maiden PEA was completed by RPA and is based on the mineral resource estimate announced by the Company in March 2017 (with an effective date of December 20, 2016). The PEA highlights include a 14.4-year mine life with an after-tax NPV of $3.49 Billion, 56.7% IRR, and a 1.1-year payback. Pre-production capital costs were estimated at $1.19 Billion and unit operation costs in years 1-5 were $5.53/lb U_3O_8 with a life of mine (LOM) operating cost of $8.37/lb U_3O_8. The PEA economics were supported by a robust production profile averaging 27.6M lb U_3O_8 in years 1-5 with an average LOM production rate of 18.5M lb U_3O_8. The March 2017 Mineral Resource Estimate formed the basis of the PEA which included Indicated Mineral Resources of 1.18Mt containing 179.5M lb U_3O_8 grading 6.88% U_3O_8 and Inferred Mineral Resources of 4.25Mt containing 122.1M lb U_3O_8 grading 1.3% U_3O_8.

The PEA is preliminary in nature and includes inferred mineral resources that are too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

Outlook

The Company plans to continue developing the Rook I Project through the advancement and completion of its FS, advancement of EA, advancement of its Initial License Application and continuation and advancement of Engagement activities. The FS is advancing and validating the previous stage engineering, supports the EA submission and Licensing application activities, produces a Class 3 (AACE) capital and operating cost estimate that will be summarized in a technical report under NI 43-101. The EA on the Rook I Project is being conducted in accordance with the requirements of both The Environmental Assessment Act (Province of Saskatchewan) and the Canadian Environmental Assessment Act, 2012 "CEAA 2012" (Government of Canada). The EA is being conducted through a coordinated process between the MOE and the CNSC, which is the Federal life-cycle regulator for all uranium mine and mill projects in Canada. The Initial License Application is being advanced with the CNSC under the Nuclear Safety and Control Act in order to obtain a License to Prepare Site and Construction for the Project.

As stated above, the Company does not generate revenue. As a result, the Company continues to be dependent on third party financing to continue exploration and development activities on the Company's properties, maintain capacity and satisfy contractual obligations (including servicing the interest payments due on the Convertible Debentures and repaying the principal amount thereof when due). Accordingly, the Company's future performance and activities will be most affected by its access to financing, whether debt, equity or other means. Access to such financing, in turn, is affected by general economic conditions, the price of uranium, exploration results, and the other factors described below under "Risk Factors".

SUMMARY OF QUARTERLY RESULTS

The following financial information is derived from the Company's financial statements, prepared in accordance with IFRS and presented in Canadian dollars. For all quarterly periods other than those ended December 31, the information below should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for each of the past eight quarters, as well as the Annual Financial Statements.

(Expressed in Canadian dollars)	2019 Dec 31	2019 Sep 30	2019 Jun 30	2019 Mar 31	2018 Dec 31	2018 Sep 30	2018 Jun 30	2018 Mar 31
Finance income	$ 291,266	$ 406,817	$ 511,300	$ 606,207	$ 660,899	$ 615,995	$ 617,126	$ 592,545
Loss (profit) for the period	$ 10,193,690	$ 808,850	$ 12,521,249	$ (6,975,732)	$ (15,089,688)	$ 19,215,320	$ 24,409,654	$ (30,026,892)
Loss (profit) for the period attributable to common shareholders	$ 9,934,713	$ 519,754	$ 12,311,087	$ (7,233,642)	$ (15,334,672)	$ 19,002,306	$ 24,304,876	$ (30,242,199)
Loss (profit) per common share attributable to common shareholders								
- Basic	$ 0.03	$0.00	$0.04	$ (0.02)	$ (0.04)	$ 0.05	$ 0.07	$ (0.09)
- Diluted	$ 0.03	$0.01	$0.04	$ 0.01	$ 0.08	$ 0.05	$ 0.07	$ 0.01

NexGen does not derive any revenue from its operations except for interest income from its cash and cash equivalent balances. Its primary focus is the acquisition, exploration, evaluation and development of resource properties.

The significant fluctuations in loss (profit) are mainly the result of mark to market gains or losses recognized on the fair value re-valuation of the Convertible Debentures at each quarter, with any changes in the fair value being recognized in the loss (profit) for the quarter.

Interest income recorded as finance income has fluctuated depending on cash and cash equivalent balances available to generate interest and the earned rate of interest.

The loss (profit) per period has fluctuated depending on the Company's activity level and periodic variances in certain items. Quarterly periods are therefore not comparable due to the nature and timing of exploration and development activities.

FOURTH QUARTER

The following information sets forth the Company's financial performance for the three months ended December 31, 2019:

	For the three months ended	
	December 31, 2019	***December 31, 2018***
Operating expenses		
Salaries, benefits and directors' fees	$ 2,435,210	$ 2,376,098
Office and administrative	432,235	504,987
Professional fees	869,334	444,383
Travel	391,672	306,427
Depreciation	599,199	643,565
Share-based payments	2,811,654	3,767,223
Impairment of exploration and evaluation assets	14,354	-
Finance income	(291,266)	(660,899)
Rental Income	(7,576)	-
Mark to market gain on convertible debentures	(1,132,741)	(22,900,959)
Interest expense	2,854,203	3,020,818
Interest on lease liabilities	47,539	
Foreign exchange loss (gain)	398,723	(2,464,462)
Loss (profit) from operations	**$ 9,422,540**	**$ (14,962,819)**
Deferred income tax expense (recovery)	771,150	(126,869)
Loss (profit) for the period	**$ 10,193,690**	**$ (15,089,688)**
Other Comprehensive Income		
Change in fair value of the convertible debentures attributable to the change in credit risk	2,398,260	(600,821)
Deferred income tax recovery	(867,238)	-
Total comprehensive loss (profit) for the period	**$ 11,724,712**	**$ (15,690,509)**
Loss (profit) attributable to:		
Shareholders of NexGen Energy Ltd.	$ 9,934,713	$ (15,334,672)
Non-controlling interests in IsoEnergy Ltd.	258,977	244,984
Loss (profit) for the year	**$ 10,193,690**	**$ (15,089,688)**
Total comprehensive loss (profit) attributable to:		
Shareholders of NexGen Energy Ltd.	$ 11,465,735	$ (15,935,493)
Non-controlling interests in IsoEnergy Ltd.	258,977	244,984
Total comprehensive loss (profit) for the year	**$ 11,724,712**	**$ (15,690,509)**
Loss (profit) per common share attributable to the Company's common shareholders –		
Basic	$ 0.03	$ (0.04)
Diluted	$ 0.03	$ 0.08
Weighted average number of common shares outstanding		
Basic	357,066,647	350,108,284
Diluted	357,066,647	409,294,084

In the three months ended December 31, 2019, NexGen earned a net loss of $10,193,690 or $0.03 per common share, compared to a net profit of $15,089,688 or $0.04 per common share for the three months ended December 31, 2018.

The Company recognized a mark to market gain on the Convertible Debentures of $1,132,741 during the three months ended December 31, 2019 as compared to a mark to market gain of $22,900,959 in the three months ended December 31, 2018. This mark to market gain or loss results from the fair value re-measurement of the Convertible Debentures at each report date, with any changes in the fair value being recognized in the loss (profit) and comprehensive loss (profit) for the period. The gain was primarily the result of fluctuations in the Company's share price, partially offset by the change in foreign exchange rates.

Salaries, benefits and directors' fees are consistent from $2,376,098 in the three months ended December 31, 2018 as compared to $2,435,210 in the three months ended December 31, 2019.

Office and administrative costs decreased from $504,987 in the three months ended December 31, 2018 to $432,235 in the three months ended December 31, 2019 mainly due to timing of costs and a decrease in general activities in 2019.

Professional fees increased from $444,383 in the three months ended December 31, 2018 to $869,334 in the three months ended December 31, 2019 mainly due to increased professional fees related to various corporate matters and timing of professional services in the three months ended December 31, 2019 compared to the three months ended December 31, 2018.

Travel expenses increased from $306,427 in the three months ended December 31, 2018 to $391,672 in the three months ended December 31, 2019, primarily due to an increase in general corporate activity in the three months ended December 31, 2019.

Depreciation expense decreased from $643,565 in the three months ended December 31, 2018 to $599,199 in the three months ended December 31, 2019 mainly due to decrease in fixed asset additions in the year ended December 31, 2019 compared to the year ended December 31, 2018.

Share-based payments charged to the statement of loss (profit) and comprehensive loss (profit) decreased from $3,767,223 in the three months ended December 31, 2018 to $2,811,654 in the three months ended December 31, 2019. These are non-cash charges derived by the graded vesting method of the Black-Scholes values. Stock options granted to directors and employees vest over two years with the corresponding share-based compensation expense being recognized over this period. Variances in share-based compensation expenses are expected from period to period depending on many factors, including whether options are granted in a period and whether options have fully vested or have been cancelled in a period. During the three months ended December 31, 2019, 4,300,000 stock options were granted with a weighted average fair value per option of $0.82 compared to 3,225,000 stock options were granted with a weighted average fair value per option of $1.58 during the three months ended December 31, 2018. This amount of stock options at a lower weighted average fair value per option contributed to the decrease in share-based payments charged in the three months ended December 31, 2019 as compared to the three months ended December 31, 2018.

Impairment of exploration and evaluation assets increased from $nil in the three months ended December 31, 2018 to $14,354 in the three months ended December 31, 2018 due to mineral claims relinquished in the three months ended December 31, 2019 by IsoEnergy.

Finance income decreased from $660,899 in the three months ended December 31, 2018 to $291,266 in the three months ended December 31, 2019 mainly due to decrease in cash on hand during the year ended December 31, 2019.

Interest expense of $3,020,818 in the three months ended December 31, 2018 was comparable to $2,854,203 in the three months ended December 31, 2019. Interest expense related to interest paid and accrued on the 2016 Debentures and 2017 Debentures bearing interest at a rate of 7.5% per annum, payable semi-annually.

The Company recognized a foreign exchange gain of $2,464,462 in the three months ended December 31, 2018 compared to a foreign exchange loss of $398,723 in the three months ended December 31, 2019. These amounts are derived from foreign exchange rate fluctuations realized on US dollar denominated transactions and payments translated into Canadian dollars as well as unrealized foreign exchange rate fluctuations on US dollar cash and accounts payable balances held on December 31, 2019.

A deferred income tax expense of $771,150 was recorded in the three months ended December 31, 2019 as compared to a recovery of $126.869 in the three months ended December 31, 2018. The deferred income tax expense of $771,150 is offset by a deferred tax recovery of $867,238 recorded in other comprehensive income relating to the change in the fair value of the convertible debentures being bifurcated between the loss for the period and other comprehensive income. The net $96,088 deferred income tax recovery relates to IsoEnergy's deferred income tax recovery on losses recognized in the period, partially offset by the renunciation of flow-through shares and the income recognition on the flow-through share premium liability in the year ended December 31, 2019.

LIQUIDITY AND CAPITAL RESOURCES

NexGen has no revenue-producing operations, earns only minimal interest income on cash and cash equivalents, and historically has recurring operating losses. As at December 31, 2019, the Company had an accumulated deficit of $103,400,960.

As at the date of this MD&A, the Company has approximately $46.53 million in cash and cash equivalents and approximately $2.79 million in current liabilities. The Company's working capital balance as at the date of this MD&A is approximately $43.59 million.

On July 21, 2017, the Company completed the Financing raising total gross proceeds of US$110 million. The Financing positions the Company to continue its planned exploration and development activities at the Rook I Project and planned pre-development activities and assessments, while maintaining current corporate capacity (including servicing the interest payments on the Convertible Debentures), which includes wages, consulting fees, professional fees, costs associated with the Company's office in Vancouver and Saskatoon and fees and expenditures required to maintain all of its tenements.

The Company does not have any commitments for capital expenditures. However, as of the date hereof, the Company has the following contractual obligations:

(Expressed in Canadian dollars)

Contract and leases	Total	Less than 1 year	1-3 years	3-5 years	After 5 years
Convertible debentures (1)	$ 168,631,667	$ 7,800,000	$ 160,831,667 (3)	$ -	$ -
Vehicle leases	253,557	138,050	115,507	-	-
Office leases (2)	2,916,287	576,563	994,727	1,344,997	-
Total contractual obligations	$ 171,801,511	$ 8,514,613	$ 161,941,901	$ 1,344,997	$ -

Notes:
1. Cash interest payments on 2016 and 2017 Debentures converted from $US into C$ at a rate of 1.30.
2. Leases pertain to Vancouver corporate head office, Saskatoon offices and IsoEnergy's corporate head office.
3. This includes repayment of the $120 million principal amount of 2016 and 2017 Debentures which, if not converted prior to maturity, will become due and payable (converted from US$ into C$ at a rate of 1.30).

On an ongoing basis, and particularly in light of current market conditions for mineral exploration, management evaluates and adjusts its planned level of activities, including planned, exploration and committed administrative costs, to maintain adequate levels of working capital.

As previously stated, the Company is dependent on external financing, including equity issuances and debt financing, to fund its activities. Even with the Financing, circumstances that could impair the Company's ability to raise future additional funds include general economic conditions, the price of uranium and the other factors set forth below under "*Risk Factors*" in the Company's current annual information form and above under "Industry and Economic Factors that May Affect the Business".

The Company has not paid any dividends and management does not expect that this will change in the near future.

Working capital is held in cash and cash equivalents, significantly reducing any liquidity risk of financial instruments held by NexGen.

OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements as at December 31, 2019 or as at the date hereof.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors, corporate officers and related companies.

Remuneration attributed to key management personnel can be summarized as follows:

	For the years ended	
	December 31, 2019	December 31, 2018
Short-term compensation(1)	$ 4,041,619	$ 3,961,649
Share-based payments (stock options)(2)	9,101,888	12,377,331
Consulting fees(3)	45,499	-
	$ 13,189,006	$ 16,338,980

Notes:
(1) Short-term compensation to key management personnel for the year ended December 31, 2019 amounted to $4,041,619 (2018 - $3,961,649) of which $2,985,193 (2018 - $3,320,106) was expensed and included in salaries, benefits and directors' fees on the statement of loss and comprehensive loss. The remaining $1,056,426 (2018 - $641,543) was capitalized to exploration and evaluation assets.

(2) Share-based payments to key management personnel for the year ended December 31, 2019 amounted to $9,101,888 (2018 - $12,377,331) of which $8,834,428 (2018 - $11,534,811) was expensed and $267,460 (2018 - $842,520) was capitalized to exploration and evaluation assets.

(3) The Company used consulting services of one of its directors in relation to advice on corporate matters for the year ended December 31, 2019 amounted to $45,499 (2018 - $nil).

As at December 31, 2019, there was $99,999 (December 31, 2018 - $1,415,900) included in accounts payable and accrued liabilities owing to its directors and officers for compensation and consulting fees.

OUTSTANDING SHARE DATA

The authorized capital of NexGen consists of an unlimited number of common shares and an unlimited number of preferred shares. As at March 3, 2020, there were 360,250,571 common shares, 36,617,495 stock options and no preferred shares issued and outstanding.

Set forth below are details regarding the outstanding stock options.

	Number of Options	Number Exercisable	Exercise Price	Remaining Contractual Life (Years)	Expiry Date
	2,850,000	2,850,000	$ 0.500	0.41	May 27, 2020
	1,000,000	1,000,000	$ 2.930	0.92	November 29, 2020
	500,000	333,334	$ 2.850	0.92	November 29, 2020
	166,667	166,667	$ 2.410	0.92	November 29, 2020
	166,667	83,333	$ 1.920	0.92	November 29, 2020
	3,250,000	3,250,000	$ 0.640	0.96	December 16, 2020
	250,000	250,000	$ 2.690	1.44	June 8, 2021
	4,425,000	4,425,000	$ 2.650	1.48	June 23, 2021
	2,750,000	2,750,000	$ 2.240	1.96	December 15, 2021
	250,000	250,000	$ 3.110	2.31	April 22, 2022
	125,000	125,000	$ 2.930	2.87	November 13, 2022
	3,725,000	3,725,000	$ 3.390	2.96	December 14, 2022
	475,000	316,666	$ 2.390	3.28	April 13, 2023
	4,025,000	2,683,333	$ 2.850	3.44	June 8, 2023
	100,000	66,667	$ 2.660	3.47	June 20, 2023
	720,482	520,482	$ 2.490	3.64	August 21, 2023
	2,800,000	1,866,664	$ 2.410	4.00	December 31, 2023
	500,000	166,667	$ 2.270	4.22	March 21, 2024
	250,000	83,334	$ 2.220	4.24	March 27, 2024
	3,800,000	1,266,667	$ 1.920	4.45	June 12, 2024
	188,679	94,340	$ 1.590	4.63	August 16, 2024
	4,300,000	1,433,333	$ 1.590	4.99	December 24, 2024
Total	**36,617,495**	**27,706,487**			

CRITICAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable in the circumstances. Uncertainty about these judgments, estimates and assumptions could result in a material adjustment to the carrying amount of the affected asset or liability in future periods.

Information about significant areas of estimation uncertainty considered by management in preparing the Financial Statements is as follows:

(i) Impairment

At the end of each financial reporting period the carrying amounts of the Company's non-financial assets are reviewed to determine whether there is any indication of an impairment loss or reversal of previous impairment. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. With respect to exploration and evaluation assets, the Company is required to make estimates about future events and circumstances regarding whether the carrying amount of intangible exploration assets exceeds its recoverable amount. Recoverability is dependent on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete development and upon future profitable production or proceeds from the disposition of the exploration and evaluation assets themselves. Additionally, there are numerous geological, economic, environmental and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or the ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's exploration and evaluation asset properties.

(ii) Share-based payments

The Company uses the Black-Scholes option pricing model to determine the fair value of options and warrants in order to calculate share-based payments expense and the fair value of warrants. The Black-Scholes model involves six key inputs to determine fair value of an option or warrant: risk-free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life, and expected volatility. Certain of the inputs are estimates that involve considerable judgment and are or could be affected by significant factors that are out of the Company's control. The Company is also required to estimate the future forfeiture rate of options based on historical information in its calculation of share-based payments expense.

(iii) Fair value of financial instruments

The Company measures its financial instruments at fair value. Where the fair value of financial assets and financial liabilities recorded in the financial statements cannot be derived from active markets, their fair value is determined using valuation techniques including a convertible note valuation model for the Convertible Debentures. The inputs used in these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

CHANGES IN ACCOUNTING POLICIES

The accounting policies followed by the Company are set out in Note 4 to the Annual Financial Statements and have been consistently followed in the preparation of these financial statements except for the following change in accounting policy:

In the year ended December 31, 2019, the Company transitioned to IFRS 16 – Leases, as of January 1, 2019, using the modified retrospective approach and therefore comparative information has not been restated and continues to be reported under IAS 17 Leases ("IAS 17"). On initial application, the Company has elected to record right-of-use assets based on the corresponding lease liability. Right-of-use assets and lease obligations of $2,826,512 and $3,222,380, respectively, were recorded as of January 1, 2019, with no net impact on retained earnings. When measuring lease liabilities, the Company discounted lease payments using an incremental borrowing rate at January 1, 2019. The weighted-average rate applied is 7.40%. Additional detail on the effect of adopting IFRS 16 - Leases are contained in Note 4 to the Interim Financial Statements.

Capital Management

The Company manages its capital structure, and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and evaluation of assets. The Board does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain the future development of the business.

In the management of capital, the Company considers all components of equity and is dependent on third party financing, whether through debt, equity, or other means. Although the Company has been successful in raising funds to date, there is no assurance that the Company will be successful in obtaining the required financing in the future or that such financing will be available on terms acceptable to the Company.

The properties in which the Company currently has an interest are in the exploration and development stage. As such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it determines that there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

As discussed in the section above entitled "Overall Performance", the Company completed a Financing raising gross proceeds of US$110 million in the period ended December 31, 2017. In addition to holding sufficient US dollars to make all interest payments due under the Convertible Debentures until maturity, the Company is investing the remaining funds from the Financing into short-term products offering the highest yields.

The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the year ended December 31, 2019.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities, and convertible debentures. The risks associated with these financial instruments are discussed below.

The fair values of the Company's cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities approximate their carrying value, due to their short-term maturities or prompt liquidation ability. The Company's cash and cash equivalents are classified as loans and receivables and are initially recorded at fair value and subsequently at amortized cost with accrued interest recorded in amounts receivable.

The Convertible Debentures are re-measured at fair value at each reporting date with any change in fair value recognized in profit or loss with the exception that under IFRS 9, the change in fair value that is attributable to change in credit risk is presented in other comprehensive income.

The Company's risk exposure and the impact on its financial instruments are summarized below:

(a) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments potentially subject to credit risk are cash and cash equivalents, short-term investments and amounts receivable. The Company holds cash and cash equivalents and short-term investments with large Canadian and Australian banks. Credit risk is concentrated as a significant amount of the Company's cash and cash equivalents on hand and short-term investments are held at two financial institutions. Management believes the risk of loss to be remote. The Company's amounts receivable consists of input tax credits receivable from the Government of Canada and interest accrued on cash equivalents and short-term investments. Accordingly, the Company does not believe it is subject to significant credit risk.

(b) Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital to meet short-term obligations. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2019, NexGen had cash and cash equivalents of $52,117,581 to settle accounts payable and accrued liabilities of $3,998,313.

(c) Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity and equity prices.

(i) Interest Rate Risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company holds its cash and cash equivalents in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values of the Company's cash and cash equivalent balances as of December 31, 2019. The Company manages interest rate risk by maintaining an investment policy for short-term investments held in cash equivalents. This policy focuses primarily on preservation of capital and liquidity. The Company monitors its investments and is satisfied with the credit rating of its banks. The Convertible Debentures, in an aggregate principal amount of US$120 million, carry a fixed interest rate of 7.5% and hence, are not subject to interest rate fluctuations.

(ii) Foreign Currency Risk

The functional currency of the Company and its subsidiaries is the Canadian dollar. The Company is affected by currency transaction risk and currency translation risk. Consequently, fluctuations of the Canadian dollar in relation to other currencies impact the fair value of financial assets, liabilities and operating results.

Financial assets and liabilities subject to currency translation risk primarily include US dollar denominated cash and US dollar accounts payable and accrued liabilities. The Company maintains Canadian and US dollar bank accounts in Canada.

The Company is exposed to foreign exchange risk on its US dollar denominated Convertible Debentures. At maturity the US$120 million principal amount of the Convertible Debentures is due in full, and prior to then at a premium upon the occurrence of certain events, including a change of control. The Company holds sufficient US dollars to make all interest payments due under the Convertible Debentures until maturity but not to pay the entire principal amount. Accordingly, the Company is subject to risks associated with fluctuations in the Canadian/US dollar exchange rate that may make the Convertible Debentures more costly to repay.

(iii) Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Accordingly, significant movements in the Company's share price may affect the valuation of the Convertible Debentures which may adversely impact its earnings.

Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatility. Future declines in commodity prices may impact the valuation of long-lived assets. The Company closely monitors the price of uranium, individual equity movements, and the stock market to determine the appropriate course of action, if any, to be taken by the Company.

Sensitivity Analysis

As at December 31, 2019, the Company's US dollar net financial liabilities were US$76,019,307. Thus a 10% change in the Canadian dollar versus the US dollar exchange rates would give rise to a $9,871,617 change in loss and comprehensive loss.

The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

INTERNAL CONTROL OVER FINANCIAL REPORT (ICFR)

Management of the Company is responsible for establishing and maintaining internal control over financial reporting (" **ICFR**") and disclosure controls and procedures ("**DC&P**") as such terms are defined in National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Internal Filings* ("**NI 52-109**"). DC&P is intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported accurately within prescribed time periods. ICFR is intended to provide reasonable assurance regarding the reliability of the Company's financial reporting for external purposes in accordance with IFRS, as issued by the IASB.

The Company's Chief Executive Officer and Chief Financial Officer have caused the effectiveness of the Company's ICFR and DC&P as at December 31, 2019 be evaluated under their supervision. Based on their evaluation, it has been concluded that as at December 31, 2019, each of the Company's ICFR and DC&P is effective, based on the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) on Internal Controls – integrated Framework (2013).

There have been no changes in the Company's ICFR during the year ended December 31, 2019 that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all controls issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

RISK FACTORS

The operations of the Company are speculative due to the high-risk nature of its business which is the exploration of mining properties. For a comprehensive list of the risks and uncertainties facing the Company, please see "*Risk Factors*" in the Company's most recent annual information form and above under "*Industry and Economic Factors that May Affect the Business* ". These are not the only risks and uncertainties that NexGen faces. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair its business operations. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

Negative Operating Cash Flow and Dependence on Third Party Financing

The Company has no source of operating cash flow and there can be no assurance that the Company will ever achieve profitability. Accordingly, the Company is dependent on third party financing to continue exploration activities on the Company's properties, maintain capacity and satisfy contractual obligations. Accordingly, the amount and timing of expenditures depends on the Company's cash reserves and access to third party financing. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's properties, including the Rook I Project, or require the Company to sell one or more of its properties (or an interest therein). In particular, there can be no assurance that the Company will have achieved profitability prior to the Maturity Date and may be required to finance the repayment of all or a part of the principal amount of the Convertible Debentures. Failure to repay the Convertible Debentures in accordance with the terms thereof would have a material adverse effect on the Company's financial position.

Uncertainty of Additional Financing

As stated above, the Company is dependent on third party financing, whether through debt, equity, or other means. Although the Company has been successful in raising funds to date, there is no assurance that the Company will be successful in obtaining required financing in the future or that such financing will be available on terms acceptable to the Company. The Company's access to third party financing depends on a number factors including the price of uranium, the results of ongoing exploration, the results of the FS and any other economic or other analysis, the Company's obligations under the Convertible Debentures, a claim against the Company, a significant event disrupting the Company's business or uranium industry generally, or other factors may make it difficult or impossible to obtain financing through debt, equity, or other means on favourable terms, or at all. As previously stated, failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's properties, including the Rook I Project, or require the Company to sell one or more of its properties (or an interest therein).

The Price of Uranium Price and Alternate Sources of Energy

The price of uranium is at historically low levels and the price of the Company's securities is highly sensitive to fluctuations in the price of uranium. Historically, the fluctuations in these prices have been, and are expected to continue to be, affected by numerous factors beyond the Company's control. Such factors include, among others: demand for nuclear power; political and economic conditions in uranium producing and consuming countries; public and political response to a nuclear accident; improvements in nuclear reactor efficiencies; reprocessing of used reactor fuel and the re-enrichment of depleted uranium tails; sales of excess inventories by governments and industry participants; and production levels and production costs in key uranium producing countries.

In addition, nuclear energy competes with other sources of energy like oil, natural gas, coal and hydro-electricity. These sources are somewhat interchangeable with nuclear energy, particularly over the longer term. If lower prices of oil, natural gas, coal and hydro-electricity are sustained over time, it may result in lower demand for uranium concentrates and uranium conversion services, which, among other things, could lead to lower uranium prices. Growth of the uranium and nuclear power industry will also depend on continuing and growing public support for nuclear technology to generate electricity. Unique political, technological and environmental factors affect the nuclear industry, exposing it to the risk of public opinion, which could have a negative effect on the demand for nuclear power and increase the regulation of the nuclear power industry. An accident at a nuclear reactor anywhere in the world could affect acceptance of nuclear energy and the future prospects for nuclear generation.

All of the above factors could have a material and adverse effect on the Company's ability to obtain the required financing in the future or to obtain such financing on terms acceptable to the Company, resulting in material and adverse effects on its exploration and development programs, cash flow and financial condition.

Exploration Risks

Exploration for mineral resources involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The risks and uncertainties inherent in exploration activities include but are not limited to: general economic, market and business conditions, the regulatory process and actions, failure to obtain necessary permits and approvals, technical issues, new legislation, competitive and general economic factors and conditions, the uncertainties resulting from potential delays or changes in plans, the occurrence of unexpected events and management's capacity to execute and implement its future plans. There is also no assurance that even if commercial quantities of ore are discovered that it will be developed and brought into commercial production. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, most of which factors are beyond the control of the Company and may result in the Company not receiving adequate return on investment capital.

Uninsurable Risks

Mining operations generally involve a high degree of risk. Exploration, development and production operations on mineral properties involve numerous risks, including but not limited to unexpected or unusual geological operating conditions, seismic activity, rock bursts, cave-ins, fires, floods, landslides, earthquakes and other environmental occurrences, and political and social instability, any of which could result in damage to, or destruction of life or property, environmental damage and possible legal liability. Although the Company believes that appropriate precautions to mitigate these risks are being taken, operations are subject to hazards such as equipment failure or failure of structures, which may result in environmental pollution and consequent liability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate the Company's future profitability and result in increasing costs and a decline in the value of the Common Shares. While the Company may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks is such that liabilities could exceed policy limits or be excluded from coverage. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage may cause substantial delays and require significant capital outlays, thereby adversely affecting the Company's business and financial condition.

Reliance upon Key Management and Other Personnel

The Company relies on the specialized skills of management in the areas of mineral exploration, geology and business negotiations and management. The loss of any of these individuals could have an adverse effect on the Company. The Company does not currently maintain key-man life insurance on any of its key employees. In addition, as the Company's business activity continues to grow, it will require additional key financial, administrative and qualified technical personnel. Although the Company believes that it will be successful in attracting, retaining and training qualified personnel, there can be no assurance of such success. If it is not successful in attracting, retaining and training qualified personnel, the efficiency of the Company's business could be affected, which could have an adverse impact on its future cash flows, earnings, results of operation and financial condition.

Imprecision of Mineral Resource Estimates

Mineral resource figures are estimates, and no assurances can be given that the estimated levels of uranium will be produced. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. While the Company believes that its mineral resource estimate is well established and reflects management's best estimates, by their nature, mineral resource estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. Should the Company encounter mineralization or formations different from those predicted by past sampling and drilling, resource estimates may have to be adjusted.

These are not the only risks and uncertainties that NexGen faces. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair its business operations. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

SEGMENT INFORMATION

The Company operates in one reportable segment, being the acquisition, exploration and development of uranium properties. All of the Company's non-current assets are located in Canada.

NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information and statements include, but are not limited to, statements with respect to planned exploration and development activities, the future interpretation of geological information, the cost and results of exploration and development activities, future financings, the future price of uranium and requirements for additional capital.

Generally, but not always, forward-looking information and statements can be identified by the use of forward-looking terminology such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or the negative connotation thereof or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative connotation thereof.

Forward-looking information and statements are based on the then current expectations, beliefs, assumptions, estimates and forecasts about NexGen's business and the industry and markets in which it operates. Forward-looking information and statements are made based upon numerous assumptions, including among others, that the proposed transaction will be completed, the results of planned exploration and development activities are as anticipated, the price of uranium, the cost of planned exploration and development activities, that financing will be available if and when needed and on reasonable terms, that third party contractors, equipment, supplies and governmental and other approvals required to conduct NexGen's planned exploration and development activities will be available on reasonable terms and in a timely manner and that general business and economic conditions will not change in a material adverse manner. Although the assumptions made by the Company in providing forward looking information or making forward looking statements are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate.

Forward-looking information and statements also involve known and unknown risks and uncertainties and other factors, which may cause actual results, performances and achievements of NexGen to differ materially from any projections of results, performances and achievements of NexGen expressed or implied by such forward-looking information or statements, including, among others, negative operating cash flow and dependence on third party financing, uncertainty of the availability of additional financing, the risk that pending assay results will not confirm previously announced preliminary results, imprecision of mineral resource estimates, the appeal of alternate sources of energy and sustained low uranium prices, aboriginal title and consultation issues, exploration and development risks, reliance upon key management and other personnel, deficiencies in the Company's title to its properties, uninsurable risks, failure to manage conflicts of interest, failure to obtain or maintain required permits and licenses, changes in laws, regulations and policy, competition for resources and financing and other factors discussed or referred to in the Company's Annual Information Form dated March 4, 2019 under "Risk Factors".

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in the forward-looking information or implied by forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended.

There can be no assurance that forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements or information. The forward-looking information and statements contained in this MD&A are made as of the date of this MD&A and, accordingly, are subject to change after such date. The Company undertakes no obligation to update or reissue forward-looking information as a result of new information or events except as required by applicable securities laws.

APPROVAL

The Audit Committee and the Board of NexGen have approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and can be located, along with additional information, on the Company's profile SEDAR website at www.sedar.com or by contacting the Corporate Secretary, located at Suite 3150, 1021 West Hastings Street, Vancouver, BC V6E 0C3 or at (604) 428-4112.

Exhibit 99.3



Consolidated Financial Statements of

NEXGEN ENERGY LTD.

December 31, 2019 and 2018

Management's Responsibility for Financial Reporting

The accompanying audited consolidated financial statements, related note disclosure, and other financial information contained in the management's discussion and analysis of NexGen Energy Ltd. (the "Company") were prepared by management in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. Management acknowledges responsibility for the preparation and presentation of the audited annual consolidated financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

The Company maintains adequate systems of internal accounting and administrative controls. Such systems are designed to provide reasonable assurance that transactions are properly authorized and recorded, the Company's assets are appropriately accounted for and adequately safe guarded and that the financial information is relevant and reliable.

The Board of Directors is responsible for reviewing and approving the audited annual consolidated financial statements together with the other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. The Board of Directors carries out this responsibility principally through its Audit Committee.

The Audit Committee is appointed by the Board of Directors and all of its members are non-management directors. The Audit Committee reviews the audited consolidated financial statements, management's discussion and analysis, the external auditors' report, examines the fees and expenses for audit services, and considers the engagement or reappointment of the external auditors. The Audit Committee reports its findings to the Board of Directors for its consideration when approving the consolidated financial statements for issuance to the shareholders. KPMG LLP, the external auditors, have full and free access to the Audit Committee.

/s/ Leigh Curyer

Leigh Curyer
President and Chief Executive Officer

/s/ Rhéal Assié

Rhéal Assié
Acting – Chief Financial Officer

Vancouver, Canada
March 3, 2020

KPMG LLP
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Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
NexGen Energy Ltd.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of NexGen Energy Ltd. (the Company) as of December 31, 2019 and 2018, the related consolidated statements of loss (profit) and comprehensive loss (profit), changes in equity, and cash flows for the years then ended, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for the years then ended, in conformity with International Financial Reporting Standards.

Change in Accounting Principle

As discussed in Note 4(n) to the consolidated financial statements, the Company has changed its accounting policy for leases as of January 1, 2019 due to the adoption of IFRS 16, *Leases*.

Basis for Opinion

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

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

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

KPMG LLP is a Canadian limited liability partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity. KPMG Canada provides services to KPMG LLP.

//s// KPMG LLP

We have served as the Company's auditor since 2016.

Chartered Professional Accountants

March 3, 2020

Vancouver, Canada

NEXGEN ENERGY LTD.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
As at

	Note	December 31, 2019	December 31, 2018
ASSETS			
Current			
Cash and cash equivalents		**$ 52,117,581**	$ 125,059,189
Amounts receivable		**610,121**	386,939
Prepaid expenses and other assets		**734,310**	266,353
		53,462,012	125,712,481
Non-current			
Deposits		**95,835**	514,711
Exploration and evaluation assets	**5**	**252,380,408**	194,128,594
Equipment	**8**	**7,587,659**	6,511,779
		260,063,902	201,155,084
TOTAL ASSETS		**$ 313,525,914**	$ 326,867,565
LIABILITIES			
Current			
Accounts payable and accrued liabilities		**$ 3,998,313**	$ 5,966,921
Current portion of lease liabilities	**4, 6**	**558,960**	-
Flow-through share premium liability	**7**	**227,522**	550,392
		4,784,795	6,517,313
Non-current			
Deferred income tax liability		**725,066**	199,366
Deferred lease inducement		**-**	33,412
Long-term lease liabilities	**4, 6**	**2,086,007**	-
Convertible debentures	**9**	**119,581,192**	138,190,884
		122,392,265	138,423,662
TOTAL LIABILITIES		**127,177,060**	144,940,975
EQUITY			
Share capital	**10**	**218,787,664**	208,711,135
Reserves	**10**	**51,559,201**	41,629,049
Accumulated other comprehensive income (loss)		**(2,247,226)**	97,675
Accumulated deficit		**(103,400,960)**	(85,143,089)
		164,698,679	165,294,770
Non-controlling interests		**21,650,175**	16,631,820
TOTAL EQUITY		**186,348,854**	181,926,590
TOTAL LIABILITIES AND EQUITY		**$ 313,525,914**	$ 326,867,565

Nature of operations (Note 2)
Commitments (Note 7)

The accompanying notes are an integral part of the consolidated financial statements
These consolidated financial statements were authorized for issue by the Board of Directors on March 3, 2020

NEXGEN ENERGY LTD.
CONSOLIDATED STATEMENTS OF LOSS (PROFIT) AND COMPREHENSIVE LOSS (PROFIT)
(Expressed in Canadian Dollars)
For the years ended

	Note	December 31, 2019	December 31, 2018
Salaries, benefits and directors' fees	11	$ 5,624,334	$ 5,897,494
Office and administrative		1,996,123	1,855,177
Professional fees		3,572,164	2,003,931
Travel		1,142,668	920,834
Depreciation	8	2,383,177	1,533,634
Impairment of exploration and evaluation assets	5	14,354	-
Share-based payments	10, 11	10,867,167	13,736,299
Finance income		(1,815,590)	(2,486,565)
Rental Income		(30,305)	-
Mark to market gain on convertible debentures	9	(21,821,831)	(32,578,261)
Interest expense	9	11,822,910	11,954,146
Interest on lease liabilities	6	206,986	-
Foreign exchange loss (gain)		1,653,616	(4,025,062)
Loss on disposal of equipment		-	6,065
Loss (profit) from operations		**$ 15,615,773**	**$ (1,182,308)**
Deferred income tax expense (recovery)	15	932,283	(309,298)
Loss (profit) for the year		**$ 16,548,056**	**$ (1,491,606)**
Other Comprehensive Income			
Items that will not reclassify subsequently to profit or loss			
Change in fair value of convertible debentures attributable to the change in credit risk	9	3,212,139	(600,821)
Deferred income tax recovery	15	(867,238)	-
Other Comprehensive Income		2,344,901	(600,821)
Total comprehensive loss (profit) for the year		**$ 18,892,957**	**$ (2,092,427)**

The accompanying notes are an integral part of the consolidated financial statements

NEXGEN ENERGY LTD.
CONSOLIDATED STATEMENTS OF LOSS (PROFIT) AND COMPREHENSIVE LOSS (PROFIT) (continued)
(Expressed in Canadian Dollars)
For the years ended

	Note	December 31, 2019	December 31, 2018
Loss (profit) attributable to:			
Shareholders of NexGen Energy Ltd.		$ 15,531,911	$ (2,269,689)
Non-controlling interests in IsoEnergy Ltd.		1,016,145	778,083
Loss (profit) for the year		**$ 16,548,056**	**$ (1,491,606)**
Total comprehensive loss (profit) attributable to:			
Shareholders of NexGen Energy Ltd.		$ 17,876,812	$ (2,870,510)
Non-controlling interests in IsoEnergy Ltd.		1,016,145	778,083
Total comprehensive loss (profit) for the year		**$ 18,892,957**	**$ (2,092,427)**
Loss (profit) per common share attributable to the Company's common shareholders			
Basic Loss (profit) per common share	18	$ 0.04	$ (0.01)
Diluted Loss (profit) per common share	18	$ 0.06	$ 0.05
Weighted average number of common shares outstanding			
Basic	18	354,593,084	345,868,725
Diluted	18	402,676,421	393,952,062

The accompanying notes are an integral part of the consolidated financial statements

NEXGEN ENERGY LTD.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)

	Note	Number of Common Shares	Share Capital	Reserves	Accumulated Other Comprehensive Income (loss)	Accumulated Deficit	Non-controlling Interests	Total
Balance as at December 31, 2017		**339,339,356**	**$ 196,311,184**	**$ 28,050,059**	**$ -**	**$ (88,038,390)**	**$ 12,017,852**	**$ 148,340,705**
Exercise of options	10	10,458,334	8,351,206	(3,276,872)	-	-	-	5,074,334
Issue of shares on convertible debenture interest payment	10	1,439,372	4,048,745	-	-	-	-	4,048,745
Share-based payments	10	-	-	16,855,862	-	-	-	16,855,862
Issue of shares of subsidiary to non-controlling interests		-	-	-	-	122,466	5,392,051	5,514,517
Loss for the period		-	-	-	-	2,269,689	(778,083)	1,491,606
Other comprehensive income		-	-	-	600,821	-	-	600,821
Impact of adopting IFRS 9		-	-	-	(503,146)	503,146	-	-
Balance as December 31, 2018		**351,237,062**	**$ 208,711,135**	**$ 41,629,049**	**$ 97,675**	**$ (85,143,089)**	**$ 16,631,820**	**$ 181,926,590**
Balance at December 31, 2018		**351,237,062**	**$ 208,711,135**	**$ 41,629,049**	**$ 97,675**	**$ (85,143,089)**	**$ 16,631,820**	**$ 181,926,590**
Exercise of options	10	6,783,333	6,201,760	(2,263,094)	-	-	-	3,938,666
Exercise of warrants of subsidiary to non-controlling interests		-	-	-	-	(14,153)	40,287	26,134
Issue of shares on convertible debenture interest payments	10	2,230,176	3,874,769					3,874,769
Share-based payments	10			12,193,246	-	-	-	12,193,246
Issue of shares of subsidiary to non-controlling interests		-	-	-	-	(2,711,807)	5,994,213	3,282,406
Loss for the period		-	-	-	-	(15,531,911)	(1,016,145)	(16,548,056)
Other commprehensive loss		-	-	-	(2,344,901)		-	(2,344,901)
Balance as at December 31, 2019		**360,250,571**	**$ 218,787,664**	**$ 51,559,201**	**$ (2,247,226)**	**$(103,400,960)**	**$ 21,650,175**	**$ 186,348,854**

The accompanying notes are an integral part of the consolidated financial statements

NEXGEN ENERGY LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
For the years ended

	December 31, 2019	December 31, 2018
Cash flows (used in) from operating activities		
Profit (loss) for the period	$ (16,548,056)	$ 1,491,606
Items not involving cash:		
Depreciation	2,383,177	1,533,634
Share-based payments	10,867,167	13,736,299
Amortization of deferred lease inducement	-	(40,097)
Impairment of exploration and evaluation assets	14,354	-
Unrealized foreign exchange loss (gain) on cash and cash equivalents	1,048,218	(3,905,624)
Deferred income tax expense (recovery)	932,283	(309,298)
Mark to market gain on convertible debentures	(21,821,831)	(32,578,261)
Interest expense	11,822,910	11,954,146
Accretion expense	206,986	-
Gain on disposal of equipment	-	6,065
Changes in non-cash working capital items:		
Amounts receivable	28,355	161,130
Prepaid expenses	(467,957)	(107,478)
Deposits	418,876	(481,784)
Accounts payable and accrued liabilities	(1,690,368)	87,594
	(12,805,886)	**(8,452,068)**
Cash flows (used in) investing activities		
Exploration and evaluation asset expenditures	(57,050,294)	(34,813,614
Acquisition of equipment	(629,160)	(2,954,028)
	(57,679,454)	**(37,767,642)**
Cash flows (used in) from financing activities		
Cash from exercise of options and warrants, net of share issuance costs	3,964,800	5,074,334
Payment of lease liabilities	(784,399)	-
Shares of subsidiary issued to non-controlling interests for cash, net of share issuance costs	3,420,191	5,273,624
Interest paid on convertible debentures	(8,008,642)	(7,918,533)
	(1,408,050)	**2,429,425**
Change in cash and cash equivalents	(71,893,390)	(43,790,285)
Cash and cash equivalents, beginning of period	125,059,189	164,943,850
Effect of exchange rate fluctuations on cash held	(1,048,218)	3,905,624
Cash and cash equivalents, end of period	$ 52,117,581	$ 125,059,189
Cash and cash equivalents consist of:		
Cash	$ 52,117,581	$ 125,059,189
Cash equivalents	-	-
Cash and cash equivalents	$ 52,117,581	$ 125,059,189

Supplemental disclosure with respect to cash flows (Note 17)

The accompanying notes are an integral part of the consolidated financial statements

1. REPORTING ENTITY

NexGen Energy Ltd. ("NexGen" or the "Company") is an exploration and development stage entity engaged in the acquisition, exploration and evaluation and development of uranium properties in Canada. The Company was incorporated pursuant to the provisions of the British Columbia *Business Corporations Act* on March 8, 2011. The Company's registered records office is located on the 25th Floor, 700 West Georgia Street, Vancouver, B.C., V7Y 1B3.

On April 19, 2013, the Company (as it was then called, Clermont Capital Inc. ("Clermont")) completed its qualifying transaction, which was effected pursuant to an amalgamation agreement dated December 31, 2012 (the "Amalgamation Agreement") amongst Clermont, 0957633 B.C. Ltd., a wholly owned subsidiary of Clermont, and NexGen Energy Ltd. ("Old NexGen"). Pursuant to the Amalgamation Agreement, the shareholders of Old NexGen were issued one common share of Clermont (on a post-share consolidation basis) for every one Old NexGen common share held immediately prior to the completion of the amalgamation. In connection with the Qualifying Transaction, Clermont also completed a consolidation of its common shares on a 2.35:1 basis and changed its name to "NexGen Energy Ltd.". The Company's acquisition of Old NexGen was accounted for as a reverse takeover.

The Company commenced trading on the TSX Venture Exchange("TSX-V") as a Tier 2 Issuer under the symbol "NXE" on April 23, 2013. On August 7, 2015, the Company became a Tier 1 Issuer. On July 15, 2016, NexGen graduated and commenced trading on the Toronto Stock Exchange ("TSX") under its existing symbol. The Company's common shares ceased trading on the OTCQX Best Market under the symbol "NXGEF" upon the commencement of trading on the NYSE American LLC ("NYSE American") under the symbol "NXE" on May 17, 2017.

In February 2016, the Company incorporated four wholly owned subsidiaries: NXE Energy Royalty Ltd., NXE Energy SW1 Ltd., NXE Energy SW3 Ltd., and IsoEnergy Ltd. (collectively, the "Subsidiaries"). The Subsidiaries were incorporated to hold certain exploration assets of the Company. In the three months ended June 30, 2016, certain exploration and evaluation assets were transferred to each of IsoEnergy Ltd. ("IsoEnergy"), NXE Energy SW1 Ltd. and NXE Energy SW3 Ltd. (Note 5). Subsequent to the transfer, IsoEnergy shares were issued to third parties pursuant to external financings and listed its common shares on the TSX-V, with NexGen retaining 52.03% of IsoEnergy's outstanding common shares as at December 31, 2019 (December 31, 2018 – 53.35%).

2. NATURE OF OPERATIONS

As an exploration and development stage company, the Company does not have revenues and historically has recurring operating losses. As at December 31, 2019, the Company had an accumulated deficit of $103,400,960 and working capital of $48,677,217. The Company will be required to obtain additional funding in order to continue with the exploration and development of its mineral properties and to repay its convertible debentures (Note 9), if required.

The business of exploring for minerals and development of projects involves a high degree of risk. NexGen is an exploration and development company and is subject to risks and challenges similar to companies in a comparable stage. These risks include, but are not limited to, the challenges of securing adequate capital; development and operational risks inherent in the mining industry; changes in government policies and regulations; the ability to obtain the necessary environmental permits or, alternatively NexGen's ability to dispose of its exploration and evaluation assets on an advantageous basis; as well as global economic and uranium price volatility; all of which are uncertain.

The underlying value of the exploration and evaluation assets is dependent upon the existence and economic recovery of mineral reserves and is subject to, but not limited to, the risks and challenges identified above. Changes in future conditions could require material write-downs of the carrying value of exploration and evaluation assets.

3. BASIS OF PRESENTATION

Statement of Compliance

These consolidated financial statements for the year ended December 31, 2019, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The consolidated financial statements were authorized for issue by the Board of Directors on March 4, 2020.

Basis of Presentation

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments which have been measured at fair value, including the convertible debentures issued by the Company (Note 9). In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. All monetary references expressed in these notes are references to Canadian dollar amounts ("$"), except as otherwise noted. These financial statements are presented in Canadian dollars, which is the functional currency of the Company and its subsidiaries.

3. BASIS OF PRESENTATION (continued)

Critical accounting judgments, estimates and assumptions

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable in the circumstances. Uncertainty about these judgments, estimates and assumptions could result in a material adjustment to the carrying amount of the asset or liability affected in future periods.

Where the fair value of financial assets and financial liabilities recorded in the financial statements cannot be derived from active markets, their fair value is determined using valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

The information about significant areas of estimation uncertainty considered by management in preparing the financial statements is as follows:

(i) Impairment

At the end of each financial reporting period the carrying amounts of the Company'snon-financial assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss or reversal of previous impairment. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. With respect to exploration and evaluation assets, the Company is required to make estimates and judgments about the future events and circumstances regarding whether the carrying amount of intangible exploration assets exceeds its recoverable amount. Recoverability is dependent on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production or proceeds from the disposition of the exploration and evaluation assets themselves. Additionally, there are numerous geological, economic, environmental and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or to the ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's exploration and evaluation assets properties.

(ii) Share-based payments

The Company uses the Black-Scholes option pricing model to determine the fair value of options and warrants in order to calculate share-based payments expense and the fair value of broker warrants. The Black-Scholes model involves six key inputs to determine fair value of an option: risk-free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life, and expected volatility. Certain of the inputs are estimates that involve considerable judgment and are or could be affected by significant factors that are out of the Company's control. The Company is also required to estimate the future forfeiture rate of options based on historical information in its calculation of share-based payments expense. Refer to Note 10 for further details.

(iii) Convertible debentures

The Company uses a model based on a system of two coupled Black-Scholes equations to determine the fair value of the convertible debentures. This model involves five key inputs to determine the fair value of the convertible debentures: risk-free interest rate, credit spread, market price at valuation date, expected dividend yield and historical volatility. Certain of the inputs are estimates that involve considerable judgment and are or could be affected by significant factors that are out of the Company's control. Refer to Note 9 for further details.

The information about significant areas of judgment considered by management in preparing the financial statements is as follows:

(i) Deferred tax assets

Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent it is probable that taxable income will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of future taxable income together with future tax planning strategies. Refer to Note 15 for further details.

3. BASIS OF PRESENTATION (continued)

(ii) Going concern

The Company's management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue its business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on a going concern basis.

(iii) Exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment to determine whether future economic benefits are likely, from either future exploitation or sale, or whether activities have reached a stage which permits a reasonable assessment of the existence of reserves. The determination of reserves and resources is itself an estimation process that requires varying degrees of uncertainty depending on how the resources are classified.

4. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies set out below have been applied consistently to all years presented in these financial statements:

(a) Functional and Presentation Currency

These financial statements are presented in Canadian dollars, which is the functional currency of the Company and its subsidiaries.

Translation of transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchange in effect at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction. Translation gains or losses are recognized in profit or loss.

(b) Consolidation

These consolidated financial statements include the accounts of the Company and its subsidiaries: NXE Energy Royalty Ltd., NXE Energy SW1 Ltd., NXE Energy SW3 Ltd. and IsoEnergy. Shares of IsoEnergy were issued to third parties as part of financings since its inception, thereby resulting in the recognition of non-controlling interests. The financial results of the subsidiaries are included in these consolidated financial statements from the date of incorporation. Intercompany balances and transactions are eliminated on consolidation. The following table sets forth the Company's ownership percentage in each of its subsidiaries as of December 31, 2019:

Name of Subsidiary	% Ownership as of December 31, 2019
NXE Energy Royalty Ltd.	100%
NXE Energy SW1 Ltd.	100%
NXE Energy SW3 Ltd.	100%
IsoEnergy Ltd.	52.03%

(c) Cash and cash equivalents

Cash and cash equivalents include deposits held with banks that are available on demand and guaranteed investment certificates with original maturities of three months or less or that are readily convertible into cash.

(d) Exploration and evaluation assets

Once the legal rights to explore a property have been obtained, exploration and evaluation costs are capitalized as exploration and evaluation assets on an area of interest basis pending determination of the technical feasibility and the commercial viability of the project. Capitalized costs include costs directly related to exploration and evaluation activities in the area of interest. When a claim is relinquished or a project is abandoned, the related costs are recognized in profit or loss immediately.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Proceeds received from the sale of any interest in a property will be credited against the carrying value of the property, with any excess included in operations for the period. If a property is abandoned, the acquisition and deferred exploration costs will be written off to operations.

Although the Company has taken steps to verify title to exploration and evaluation assets in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. A property may be subject to unregistered prior agreements or inadvertent non-compliance with regulatory requirements.

Management regularly assesses exploration and evaluation assets for events or circumstances that may indicate possible impairment.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining assets and development assets within property, plant and equipment.

(e) Equipment

(i) Recognition and measurement

Items of equipment are stated at cost less accumulated depreciation and impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset.

(ii) Subsequent costs

The cost of replacing a part of an item in the carrying amount of equipment is recognized when that cost is incurred, if it is probable that the future economic benefits embodied within the item will flow to the Company and the cost of the item can be measured reliably.

(iii) Depreciation

The carrying amounts of equipment (including initial and subsequent capital expenditures) are amortized to their estimated residual value over the estimated useful lives of the specific assets concerned. Depreciation is calculated over the estimated useful lives of each significant component as follows:

- Computing equipment	55% declining balance basis
- Software	55% declining balance basis
- Field equipment	20% declining balance basis
- Leasehold improvements	Lease term
- Road	5-year straight-line basis
- Lease right-of-use assets	Lease term straight-line basis

Depreciation methods, useful lives, and residual values are reviewed at least annually and adjusted if appropriate.

(iv) Disposal

Gains and losses on disposal of an item of equipment are determined by comparing the proceeds from disposal with the carrying amount of the item of equipment and are recognized in profit or loss.

(f) Impairment

An impairment loss is recognized when the carrying amount of an asset, or its cash generating unit ("CGU"), exceeds its recoverable amount. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in profit and loss for the period. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to CGUs and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to depreciation and are tested annually for impairment.

(g) Decommissioning and Restoration Provisions

Decommissioning and restoration provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation and discount rates. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows discounted at the market discount rate.

Over time the carrying value of the liability is increased for the changes in the present value based on the current market discount rates and liability risks. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received, and the amount receivable can be measured reliably.

Changes in reclamation estimates are accounted for prospectively as a change in the corresponding capitalized cost.

The Company did not have any decommissioning and restoration provisions for the years presented.

(h) Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity. Common shares issued for consideration other than cash, are valued based on their market value at the date the shares are issued.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in the private placements to be the more easily measurable component and the common shares are valued at their fair value, as determined by the closing market price on the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

(i) Share-based payments

The Company's stock option plan allows Company employees, directors, officers and consultants to acquire shares of the Company. The fair value of options granted is recognized as share-based payments expense with a corresponding increase in equity reserves. The fair value of the options granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. Fair value is measured at grant date, and each tranche is recognized using the graded vesting method over the period during which the options vest.

At each financial reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest. In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment, otherwise share-based payment awards to non-employees are measured at the fair value of goods or services received. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Flow-through shares

Resource expenditure deductions for income tax purposes related to exploration activities funded by flow-through share arrangements are renounced to investors under Canadian income tax legislation. On issuance, the Company separates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability and ii) share capital. Upon qualifying expenditures being incurred, the Company recognizes a deferred tax liability for the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures capitalized as exploration and evaluation assets and its tax base and the premium liability is reduced and recognized as a reduction of deferred tax expense. Proceeds received from the issuance of flow-through shares must be expended on Canadian resource property exploration within a period of two years. Failure to expend such funds as required under the Canadian income tax legislation will result in a Part XII.6 tax to the Company on flow-through proceeds renounced under the "Look-back" Rule. When applicable, this tax is classified as a financial expense.

(k) Loss (profit) per Share

Basic loss (profit) per share is calculated by dividing the loss (profit) attributable to the Company's common shareholders for the year by the weighted average number of common shares outstanding during the year.

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and other similar instruments. Under this method, the weighted average number of shares outstanding used in the calculation of diluted loss per share assumes that the deemed proceeds received from the exercise of stock options, share purchase warrants and their equivalents would be used to repurchase common shares of the Company at the average market price during the period.

(l) Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognize a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plan for the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Financial Instruments

(i) Classification

The Company classifies its financial assets in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading (including all equity derivative instruments) are classified as at FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL (such as the Convertible Debentures).

The Company has the following financial instruments, which are classified under IFRS 9 in the table below:

Financial assets/liabilities	***Classification***
Cash and cash equivalents	*Amortized cost*
Amounts receivable	*Amortized cost*
Accounts payable and accrued liabilities	*Amortized cost*
Convertible debentures	*FVTPL*

As the Company has taken an exemption not to restate prior periods with respect to classification and measurement, it has recognized the cumulative effects of retrospective application to shareholders' equity at the beginning of the 2018 annual reporting period that includes the date of initial application. Therefore, the adoption of IFRS 9 resulted in a decrease to opening accumulated deficit on January 1, 2018 of $503,146 with a corresponding adjustment to accumulated other comprehensive (loss) income, arising due to the changed classification on the accumulated fair value gain (loss) due to the change in the Company's own credit risk as at January 1, 2018.

(ii) Measurement

Financial assets at FVTOCI
Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income.

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of net (loss) income in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive (loss) income. The Company's Convertible Debentures have been recognized at FVTPL.

(iii) Impairment of financial assets at amortized cost

Under IFRS 9, the Company recognizes a loss allowance using the expected credit loss model on financial assets that are measured at amortized cost.

The adoption of the expected credit loss impairment model under IFRS 9 had no impact on the carrying amounts of our financial assets on the transition date given the Company transacts exclusively with large international financial institutions and amounts receivable are comprised of value-added tax receivable from the government of Canada.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to twelve month expected credit losses.

Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

(iv) Derecognition

Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of net (loss) income. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within the accumulated other comprehensive (loss) income.

Financial liabilities
The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the consolidated statements of net (loss) income.

(n) New standards adopted:

Change in accounting policy:

The Company has adopted all of the requirements of IFRS 16 Leases ("IFRS 16"), as of January 1, 2019, using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under IAS 17 Leases ("IAS 17"). IFRS 16 specifies how to recognize, measure, present and disclose leases. IFRS 16 provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all major leases. The impact of the transition is shown in Note 4(n) below.

The following is the Company's new accounting policy for leases under IFRS 16:

(i) Classification

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contracts conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset – this may be specific explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;

- The Company has the right to obtain substantially all of the economic benefit from use of the asset throughout the period of use; and

- The Company has the right to direct the use of the asset. The Company has this right when is has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

(ii) Measurement

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of theright-of-use assets are determined on the same basis as those of the property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrow rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

(iii) Remeasurement

The lease liability is measured at amortized costs using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of theright-of-use asset, or is recorded in profit or loss in the carrying amount of the right-of-use asset has been reduced to zero.

(iv) Short-term leases and leases of low-value assets

The Company has elected to apply the recognition exemption not to recognizeright-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The lease payments associated with these leases is recognized as an expense on a straight-line basis over the lease term.

(v) Impact of transition to IFRS 16

On initial application, the Company has elected to recordright-of-use assets based on the corresponding lease liability. Right-of-use assets and lease obligations of $2,826,512 and $3,222,380, respectively, were recorded as of January 1, 2019, with no net impact on retained earnings. When measuring lease liabilities, the Company discounted lease payments using an incremental borrowing rate at January 1, 2019. The weighted-average rate applied is 7.40%.

The transition to IFRS 16 from IAS 17 is shown in the reconciliation table below, starting with the lease commitments below as at December 31, 2018 and adjusting for the operating expenses included in the lease commitments and the discounted portion of the lease commitment to equal the Lease liability as at January 1, 2019.

IFRS 16 – Leases Standard Reconciliation		
Lease Commitments as at December 31, 2018 under IAS 17	$	4,501,376
Less: Operating expenses of Leases		(1,611,366)
Less: Impact of Discounting on Lease liability		(701,187)
Lease liability as at January 1, 2019 under IFRS 16	$	3,222,380

5. EXPLORATION AND EVALUATION ASSETS

(a) Rook I Property

The Rook I Project is located in Northern Saskatchewan, approximately 40 kilometres (km) east of the Saskatchewan – Alberta border, approximately 150 km north of the town of La Loche and 640 km northwest of the City of Saskatoon and consists of 32 contiguous mineral claims totalling 35,065 hectares.

The Rook I Project hosts the Arrow deposit discovered in February 2014, the Bow discovery in March 2015, the Harpoon discovery in August 2016 and the Arrow South discovery in July 2017. The Company released an updated mineral resource estimate and the results of a pre-feasibility study in November 2018, in each case, in respect of the Arrow deposit.

5. EXPLORATION AND EVALUATION ASSETS (continued)

NexGen has a 100% interest in the claims subject only to: (i) a 2% net smelter return royalty ("NSR"); and (ii) a 10% production carried interest, in each case, only on claims S-113928 to S-113933 (the Arrow deposit is not located on any of these claims). The NSR may be reduced to 1% upon payment of $1 million. The 10% production carried interest provides for the owner to be carried to the date of commercial production.

(b) Other Athabasca Basin Properties

The Other Athabasca Basin Properties are a portfolio of early stage mineral properties in the Athabasca Basin. The properties are grouped geographically as "SW1", "SW2" and "SW3". The SW2 properties are held directly by NexGen. The SW1 and SW3 properties are held by NXE Energy SW1 Ltd. and NXE Energy SW3 Ltd., respectively, each a wholly owned subsidiary.

(c) IsoEnergy Properties

The IsoEnergy Properties consist of (i) a 100% interest in the Radio Project, Saskatchewan (subject to a 2% net smelter return royalty and 2% gross overriding royalty); (ii) a 100% interest in the Thorburn Lake Project, Saskatchewan (subject to a 1% net smelter return royalty and a 10% carried interest which can be reduced to 1% at the holder's option upon completion of a bankable feasibility study); (iii) a 100% interest, in each of the Madison, 2Z, Carlson Creek and North Thorburn properties, Saskatchewan; (iv) a 100% interest in the Mountain Lake property, Nunavut; (v) a 100% interest in the Geiger property, Saskatchewan; (vi) a 100% interest in the Larocque East property, Saskatchewan that consists of 6 mineral claims constituting 3,200 hectares; and (vi) a portfolio of newly staked claims in Saskatchewan, all of which are early stage exploration properties.

In 2019, IsoEnergy decided not to incur expenditure limits required to maintain their Fox mineral claims in good standing and accordingly has impaired the amounts related to that property totalling $14,354.

The following is a summary of the capitalized costs on the projects described above.

	Rook I $	Other Athabasca Basin Properties $	IsoEnergy Properties $	Total $
Acquisition costs:				
Balance, December 31, 2018	235,077	1,457,607	26,622,545	28,315,229
Additions	-	-	14,077	14,077
Impairment	-	-	(847)	(847)
Balance, December 31, 2019	235,077	1,457,607	26,635,775	28,328,459
Deferred exploration costs:				
Balance, December 31, 2018	148,658,925	6,530,533	10,623,907	165,813,365
Additions:				
Drilling	17,596,099	1,508,527	1,921,903	21,026,529
General exploration	5,453,717	4,126	665,140	6,122,983
Geological and geophysical	19,859,997	1,042,071	844,448	21,746,516
Labour and wages	6,099,402	78,110	825,860	7,003,372
Share-based payments (Note 10)	1,227,604	-	98,474	1,326,078
Travel	888,515	-	138,098	1,026,613
Impairment	-	-	(13,507)	(13,507)
	51,125,334	2,632,834	4,480,416	58,238,584
Balance, December 31, 2019	199,784,259	9,163,367	15,104,323	224,051,949
Total costs, December 31, 2019	**200,019,336**	**10,620,974**	**41,740,098**	**252,380,408**

5. EXPLORATION AND EVALUATION ASSETS (continued)

	Rook I $	Other Athabasca Basin Properties $	IsoEnergy Properties $	Total $
Acquisition costs:				
Balance, December 31, 2017	235,077	1,457,607	24,737,248	26,429,932
Additions	-	-	1,885,297	1,885,297
Balance, December 31, 2018	235,077	1,457,607	26,622,545	28,315,229
Deferred exploration costs:				
Balance, December 31, 2017	112,937,959	4,942,297	8,102,367	125,982,623
Additions:	-	-		
Drilling	16,761,145	-	1,103,960	17,865,105
General exploration	2,885,003	(23,200)	142,069	3,003,872
Geological and geophysical	7,650,358	1,611,436	256,224	9,518,018
Labour and wages	5,008,846	-	693,611	5,702,457
Share-based payments (Note 10)	2,883,711	-	235,852	3,119,563
Travel	531,903	-	89,824	621,727
	35,720,966	1,588,236	2,521,540	39,830,742
Balance, December 31, 2018	148,658,925	6,530,533	10,623,907	165,813,365
Total costs, December 31, 2018	**148,894,002**	**7,988,140**	**37,246,452**	**194,128,594**

6. LEASES

Right-of-use asset summary of adoption of IFRS 16 on January 1, 2019

	Office Lease Assets	Vehicle Lease Assets	Total Right-of-use Assets
Right-of-use assets created on adoption of IFRS 16 on January 1, 2019	$ 2,472,349	$ 354,163	$ 2,826,512
Depreciation of right-of-use assets	(485,602)	(123,985)	(609,587)
Right-of-use assets balance, December 31, 2019	$ 1,986,747	$ 230,178	$ 2,216,925

Office and vehicle lease right-of-use assets are included in equipment in the office, furniture and leasehold improvements, and field equipment categories, respectively (Note 8).

Lease obligation adoption summary of IFRS 16 on January 1, 2019

	Year ended December 31, 2019
Lease obligation created on adoption of IFRS 16 on January 1, 2019	$ 3,222,380
Interest on lease liabilities	206,986
Lease payments	(784,399)
Balance, end of the period	$ 2,644,967
Less: Current portion	(558,960)
Long-term lease liability	$ 2,086,007

6. LEASES (continued)

On January 1, 2019 the Company adopted IFRS 16 – Leases retrospectively with the cumulative effect on initially applying the standard recognized at the date of initial application (see Note 4).

The leases are for office space and vehicle leases that extend to 2025 and 2022, respectively. The discount rates applied to the leases for office spaces and vehicles are 7.50% and 6.74%, respectively. In addition to the lease payments the Company pays $422,185 annually related to operating costs and realty taxes of the leased office spaces. The amount is reassessed annually based on actual costs incurred.

In addition to the leased asset above the Company engages drilling companies to carry out its drilling programs on its exploration and evaluation properties. The drilling companies provide all required equipment for these drilling programs. These contracts are short-term in nature and the Company has elected not to apply the requirements of IFRS 16 to these payments. Payments to the drilling companies in the year ended December 31, 2019 were $16,239,540.

The Company and its subsidiary, IsoEnergy, have total office lease commitments at their Vancouver and Saskatoon offices and vehicle leases as follows:

2020	$ 926,772
2021	$ 814,754
2022	$ 702,349
2023	$ 661,863
2024	$ 634,053
2025	$ 634,053

7. COMMITMENTS

Flow-through expenditures:

IsoEnergy has raised funds through the issuance of flow-through shares. Based on Canadian tax law, IsoEnergy is required to spend this amount on eligible exploration expenditures by December 31 of the year after the year in which the shares were issued.

The premium paid for a flow-through share, which is the price paid for the share over the market price of the share, is recorded as a flow-through share premium liability. This liability is subsequently reduced when the required exploration expenditures are made, and accordingly, a recovery of flow-through premium is then recorded as a reduction in the deferred tax expense.

As of December 31, 2019, IsoEnergy is obligated to spend $3,412,807 on eligible exploration expenditures by the end of 2020. As the commitment is satisfied, the remaining balance of the flow-through premium liability will be recognized as income.

A continuity of the flow-through share premium liability is as follows:

	Year ended December 31, 2019	Year ended December 31, 2018
Balance, beginning of the period	$ 550,392	$ 109,251
Liability incurred on flow-through shares issued	233,340	784,892
Settlement of flow-through share liability on expenditure made	(556,210)	(343,751)
Balance, end of the period	$ 227,522	$ 550,392

8. EQUIPMENT

	Computing Equipment	Software	Field Equipment	Office, Furniture and Leasehold Improvements	Road	Total
Cost						
Balance at December 31, 2017	$ 235,586	$ 378,733	$ 4,218,220	$ 215,172	$ 1,773,585	$ 6,821,296
Additions	69,863	371,281	2,333,896	16,685	305,810	3,097,535
Disposals	-	-	(54,075)	-	-	(54,075)
Balance at December 31, 2018	305,449	750,014	6,498,041	231,857	2,079,395	9,864,756
Assets recognized on adoption of IFRS 16 (Notes 4 and 6)	-	-	354,163	2,472,349	-	2,826,512
Additions	111,281	189,171	38,841	302,475	-	641,768
Balance at December 31, 2019	$ 416,730	$ 939,185	$ 6,891,045	$ 3,006,681	$ 2,079,395	$13,333,036
Accumulated Depreciation						
Balance at December 31, 2017	$ 127,923	$ 235,944	$ 1,121,800	$ 90,530	$ 262,025	$ 1,838,222
Depreciation	79,703	180,188	842,944	45,198	409,982	1,558,015
Disposals	-	-	(43,260)	-	-	(43,260)
Balance at December 31, 2018	207,626	416,132	1,921,484	135,728	672,007	3,352,977
Depreciation	84,405	235,159	1,042,981	574,357	455,498	2,392,400
Balance at December 31, 2019	$ 292,031	$ 651,291	$ 2,964,465	$ 710,085	$ 1,127,505	$ 5,745,377
Net book value:						
At December 31, 2018	$ 97,823	$ 333,882	$ 4,576,557	$ 96,129	$ 1,407,388	$ 6,511,779
At December 31, 2019	**$ 124,699**	**$ 287,894**	**$ 3,926,580**	**$ 2,296,596**	**$ 951,890**	**$ 7,587,659**

9. CONVERTIBLE DEBENTURES

	December 31, 2019	December 31, 2018
2016 Debentures (a)	$ 61,149,632	$ 72,481,375
2017 Debentures (b)	58,431,560	65,709,509
Convertible Debentures	**$ 119,581,192**	**$ 138,190,884**

The fair value of the Debentures decreased from $138,190,884 on December 31, 2018 to $119,581,192 at December 31, 2019, resulting in a gain of $18,609,692 for the year ended December 31, 2019. This gain for the year ended December 31, 2019 was bifurcated with the amount of the change in fair value of the convertible debentures attributable to changes in the credit risk of the liability recognized in other comprehensive income (loss of $3,212,139) and the remaining amount recognized in loss for the period (gain of $21,821,831).

(a) 2016 Debentures

On June 10, 2016, the Company issued US$60 million principal amount of convertible debentures (the "2016 Debentures") which were determined to be a hybrid financial instrument comprised of the host debt contract and multiple embedded derivatives. The Company received gross proceeds of $76,416,000 (US$60 million) and net proceeds of $72,363,602 (US$56,852,383) after deducting $4,052,398 (US$3,147,617) in transaction costs from the issue of the 2016 Debentures. A 3% establishment fee of $2,292,480 (US$1.8 million) was also paid to the debenture holders through the issuance of 1,005,586 common shares. The fair value of the 2016 Debentures on issuance date was determined to be $74,123,520 (US$58.2 million).

Pursuant to an amended and restated trust indenture dated July 21, 2017, the maturity date of the 2016 Debentures was extended to July 22, 2022.

The fair value of the 2016 Debentures decreased from $72,481,375 (US$53,131,047) on December 31, 2018 to $61,149,632 (US$47,081,639) at December 31, 2019, resulting in a gain of $11,331,743 (US$6,049,408) for the year ended December 31, 2019. This gain, combined with the gain on the 2017 Debentures (see Note 9(b)) for the year ended December 31, 2019 was bifurcated with the amount of the change in fair value of the convertible debentures attributable to changes in the credit risk of the liability recognized in other comprehensive income and the remaining amount recognized in loss for the period.

	Year ended December 31, 2019	Year ended December 31, 2018
Fair value of 2016 Debentures, beginning of year	$ 72,481,375	$ 90,742,373
Fair value adjustment during the year	(11,331,743)	(18,260,998)
Interest expense	5,911,455	5,977,073
Interest paid	(5,566,552)	(5,622,593)
2016 Debentures and interest payable	$ 61,494,535	$ 72,835,855
Less: interest payable included in accounts payable and accrued liabilities	(344,903)	(354,480)
2016 Debentures, end of year	**$ 61,149,632**	**$ 72,481,375**

The 2016 Debentures were valued using a convertible bond pricing model based on a system of two coupled Black-Scholes equations where the debt and equity components are separately valued based on different default risks and assumptions.

The inputs used in the 2016 Debentures pricing model as at December 31, 2019 and December 31, 2018 are as follows:

	December 31, 2019	December 31, 2018
Volatility	38.00%	38.00%
Expected life in years	2.56 years	3.56 years
Risk free interest rate	1.69%	2.58%
Expected dividend yield	0%	0%
Credit spread	23.96%	25.79%
Underlying share price of the Company	$1.67	$2.41
Conversion exercise price	US$2.3261	US$2.3261
Exchange rate (C$:US$)	$0.7699	$0.7330

9. CONVERTIBLE DEBENTURES (continued)

(b) 2017 Debentures

On July 21, 2017, the Company issued US$60 million principal amount of convertible debentures (the "2017 Debentures") which were also determined to be a hybrid financial instrument comprised of the host debt contract and multiple embedded derivatives. The Company received gross proceeds of $75,294,000 (US$60 million) and net proceeds of $72,482,854 (US$57,759,864) after deducting $2,811,146 (US$2,240,136) in transaction costs from the issue of the 2017 Debentures. A 3% establishment fee of $2,258,820 (US$1.8 million) was also paid to the debenture holders through the issuance of 869,271 common shares. The fair value of the 2017 Debentures on issuance date was determined to be $73,035,180 (US$58,200,000).

The fair value of the 2017 Debentures decreased from $65,709,509 (US$48,167,064) on December 31, 2018 to $58,431,560 (US$44,988,882) at December 31, 2019, resulting in a gain of $7,277,949 (US$3,178,182) for the year ended December 31, 2019. This gain, combined with the gain on the 2016 Debentures (see Note 9(a)) for the year ended December 31, 2019 was bifurcated with the amount of the change in fair value of the convertible debentures attributable to changes in the credit risk of the liability recognized in other comprehensive income and the remaining amount recognized in loss for the period.

	Year ended December 31, 2019	Year ended December 31, 2018
Fair value of 2017 Debentures, beginning of year	$ 65,709,509	$ 80,627,593
Fair value adjustment during the year	(7,277,949)	(14,918,084)
Interest expense	5,911,455	5,977,073
Interest paid	(5,566,552)	(5,622,593)
2017 Debentures and interest payable	$ 58,776,463	$ 66,063,989
Less: interest payable included in accounts payable and accrued liabilities	(344,903)	(354,480)
2017 Debentures, end of year	**$ 58,431,560**	**$ 65,709,509**

The 2017 Debentures were valued using a convertible bond pricing model based on a system of two coupled Black-Scholes equations where the debt and equity components are separately valued based on different default risks and assumptions.

The inputs used in the 2017 Debentures pricing model as at December 31, 2019 and December 31, 2018 are as follows:

	December 31, 2019	December 31, 2018
Volatility	38.00%	38.00%
Expected life in years	2.56 years	3.56 years
Risk free interest rate	1.69%	2.58%
Expected dividend yield	0%	0%
Credit spread	23.96%	25.79%
Underlying share price of the Company	$1.67	$2.41
Conversion exercise price	US$2.6919	US$2.6919
Exchange rate (C$:US$)	$0.7699	$0.7330

General Terms

At inception, for each of the 2016 Debentures and 2017 Debentures (collectively, the "Convertible Debentures"), the Company made an irrevocable election under IAS 39 to designate the Convertible Debentures as a financial liability at fair value through profit or loss. At their respective initial recognition date, the entire convertible instrument was measured at fair value with associated transaction costs expensed as incurred. Subsequent to initial recognition, the convertible financial instrument is marked to market at each financial reporting date and any change in fair value is recognized in profit or loss with the exception that the change in fair value that is attributable to change in credit risk is presented in other comprehensive income.

The Convertible Debentures bear interest at a rate of 7.5% per annum, payable semi-annually in US dollars on June 10 and December 10 in each year. Two thirds of the interest (equal to 5% per annum) is payable in cash and one third of the interest (equal to 2.5% per annum) is payable, subject to any required regulatory approval, in common shares of the Company, using the volume-weighted average trading price ("VWAP") of the common shares on the exchange or market that has the greatest trading volume in the Company's common shares for the 20 consecutive trading days ending three trading days preceding the date on which such interest payment is due. For this purpose, the VWAP shall be converted into US dollars on each of the 20 days in the period, using the indicative rate of exchange for such currency as reported by the Bank of Canada.

9. CONVERTIBLE DEBENTURES (continued)

The 2016 Debentures and 2017 Debentures are convertible, from time to time, into common shares of the Company at the option of the debenture holders at any time prior to maturity at a price per common share of US$2.3261 and US$2.6919, respectively (the "Conversion Price").

The 2016 Debentures and 2017 Debentures are not redeemable by the Company prior to June 10, 2019 and July 21, 2020, respectively. On or after June 10, 2019 and July 21, 2020 and prior to July 22, 2022, the 2016 Debentures and 2017 Debentures, respectively, may be redeemed by the Company, in whole or in part, at any time that the 20-day VWAP of the common shares exceeds 130% of the Conversion Price, on not less than 30 days' prior notice to the debenture holders. For this purpose, the VWAP shall be converted into US dollars on each of the 20 days in the period, using the indicative rate of exchange for such currency as reported by the Bank of Canada.

Upon completion of a change of control (which includes in the case of the holders' right to redeem the Convertible Debentures, a change in the Chief Executive Officer of the Company), the holders of the Convertible Debentures or the Company may require the Company to purchase or the holders to redeem, as the case may be, any outstanding Convertible Debentures in cash at: (i) on or prior to June 10, 2019 and July 21, 2020 for the 2016 Debentures and 2017 Debentures, respectively, 130% of the principal amount; and (ii) at any time thereafter, 115% of the principal amount, in each case plus accrued but unpaid interest, if any. In addition, upon the public announcement of a change of control that is supported by the Board, the Company may require the holders of the Convertible Debentures to convert the Convertible Debentures into common shares at the Conversion Price provided the consideration payable upon the change of control exceeds the Conversion Price and is payable in cash.

A "change of control" of the Company is defined as consisting of: (a) the acquisition by a person or group of persons acting jointly or in concert of voting control or direction over 50% or more of the Company's outstanding common shares; (b) the amalgamation, consolidation or merger of the Company with or into another entity as a result of which the holders of the common shares immediately prior to such transaction, directly or indirectly, hold less than 50% of voting control or direction over the entity carrying on the business of the Company following such transaction; (c) the sale, assignment, transfer or other disposition of all or substantially all of the property or assets of the Company to another entity in which the holders of the common shares immediately prior to such transaction, directly or indirectly, hold less than 50% of voting control or direction over the other entity following such transaction; or (d) the removal by resolution of the shareholders of the Company, of more than 51% of the then incumbent directors of the Company which removal has not been recommended in the Company's management information circular, or the failure to elect to the Company's board of directors a majority of the directors proposed for election by management in the Company's management information circular.

10. SHARE CAPITAL AND RESERVES

Authorized Capital - Unlimited number of common shares with no par value and unlimited number of preferred shares.

Issued

For the period ended December 31, 2019:

(a) During the year ended December 31, 2019, the Company issued a total of 6,783,333 common shares on the exercise of 2,450,000 options at a price of $0.40, 3,300,000 options at a price of $0.46, 200,000 options at a price of $0.50, 325,000 options at a price of $0.64 and 508,333 options at a price of $ 2.24 for total proceeds of $3,938,666. As a result of the exercises, $2,263,094 was reclassified from reserves to share capital.

(b) On June 7, 2019, the Company issued 1,041,304 common shares at the then fair value of $2,020,130 to the convertible debenture holders for the share portion of the debenture interest payment.

(c) On December 9, 2019, the Company issued 1,188,872 common shares at the then fair value of $1,854,639 to the convertible debenture holders for the share portion of the debenture interest payment.

For the period ended December 31, 2018:

(a) During the year ended December 31, 2018, the Company issued a total of 10,458,334 common shares on the exercise of 250,000 options at a price of $0.30, 5,975,000 options at a price of $0.40, 1,100,000 options at a price of $0.46, 1,300,000 options at a price of $0.50, 500,000 options at a price of $0.62, 1,000,000 options at a price of $0.64 and 333,334 options at a price of $1.51 for total proceeds of $5,074,334. As a result of the exercises, $3,276,872 was reclassified from reserves to share capital.

(b) On June 11, 2018, the Company issued 745,378 common shares at the then fair value of $2,154,142 to the convertible debenture holders for the share portion of the debenture interest payment.

10. SHARE CAPITAL AND RESERVES (continued)

(c) On December 6, 2018, the Company issued 693,994 common shares at the then fair value of $1,894,603 to the convertible debenture holders for the share portion of the debenture interest payment.

Stock Options

Pursuant to the Company's stock option plan, directors may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Company, enabling them to acquire up to 20% of the issued and outstanding common shares of the Company.

The options can be granted for a maximum term of 10 years and are subject to vesting provisions as determined by the Board of Directors of the Company.

Stock option transactions and the number of stock options are summarized as follows:

	Number of Stock Options	Weighted Average Exercise Price
Outstanding at December 31, 2017	**37,858,334**	**$ 1.42**
Granted	9,045,482	2.64
Exercised	(10,458,334)	0.49
Forfeited	(208,334)	3.23
Outstanding at December 31, 2018	**36,237,148**	**$ 1.98**
Granted	9,438,679	1.79
Exercised	(6,783,333)	0.58
Expired/Forfeited	(2,274,999)	2.77
Outstanding at December 31, 2019	**36,617,495**	**$ 2.14**
Number of options exercisable	27,706,487	$ 2.17

As at December 31, 2019, the Company has stock options outstanding and exercisable as follows:

Number of Options	Number Exercisable	Exercise Price	Remaining Contractual Life (Years)	Expiry Date
2,850,000	2,850,000	$ 0.500	0.41	May 27, 2020
1,000,000	1,000,000	$ 2.930	0.92	November 29, 2020
500,000	333,334	$ 2.850	0.92	November 29, 2020
166,667	166,667	$ 2.410	0.92	November 29, 2020
166,667	83,333	$ 1.920	0.92	November 29, 2020
3,250,000	3,250,000	$ 0.640	0.96	December 16, 2020
250,000	250,000	$ 2.690	1.44	June 8, 2021
4,425,000	4,425,000	$ 2.650	1.48	June 23, 2021
2,750,000	2,750,000	$ 2.240	1.96	December 15, 2021
250,000	250,000	$ 3.110	2.31	April 22, 2022
125,000	125,000	$ 2.930	2.87	November 13, 2022
3,725,000	3,725,000	$ 3.390	2.96	December 14, 2022
475,000	316,666	$ 2.390	3.28	April 13, 2023
4,025,000	2,683,333	$ 2.850	3.44	June 8, 2023
100,000	66,667	$ 2.660	3.47	June 20, 2023
720,482	520,482	$ 2.490	3.64	August 21, 2023
2,800,000	1,866,664	$ 2.410	4.00	December 31, 2023
500,000	166,667	$ 2.270	4.22	March 21, 2024
250,000	83,334	$ 2.220	4.24	March 27, 2024
3,800,000	1,266,667	$ 1.920	4.45	June 12, 2024
188,679	94,340	$ 1.590	4.63	August 16, 2024
4,300,000	1,433,333	$ 1.590	4.99	December 24, 2024
36,617,495	**27,706,487**			

10. SHARE CAPITAL AND RESERVES (continued)

The Company uses the Black-Scholes option pricing model to calculate the fair value of stock options granted. The model requires management to make estimates, which are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values. The following weighted average assumptions were used to estimate the weighted average grant date fair values for the years ended December 31, 2019 and December 31, 2018:

	December 31, 2019	December 31, 2018
Expected stock price volatility	61.75%	83.41%
Expected life of options	5.00 years	5.00 years
Risk free interest rate	1.54%	2.08%
Expected forfeitures	0%	0%
Expected dividend yield	0%	0%
Weighted average fair value per option granted in period	$0.96	$1.76

Share-based payments for options vested for the year ended December 31, 2019 amounted to $12,193,245 (2018 – $16,855,862) of which $10,867,167 (2018 – $13,736,299) was expensed to the statement of loss and comprehensive loss and $1,326,078 (2018 - $3,119,563) was capitalized to exploration and evaluation assets (Note 5).

11. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors, corporate officers and related companies.

Remuneration attributed to key management personnel can be summarized as follows:

	For the years ended December 31, 2019	December 31, 2018
Short-term compensation(1)	$ 4,041,619	$ 3,961,649
Share-based payments (stock options)(2)	9,101,888	12,377,331
Consulting fees(3)	45,499	-
	$ 13,189,006	$ 16,338,980

(1) Short-term compensation to key management personnel for the year ended December 31, 2019 amounted to $4,041,619 (2018 - $3,961,649) of which $2,985,193 (2018 - $3,320,106) was expensed and included in salaries, benefits and directors' fees on the statement of loss and comprehensive loss. The remaining $1,056,426 (2018 - $641,543) was capitalized to exploration and evaluation assets.
(2) Share-based payments to key management personnel for the year ended December 31, 2019 amounted to $9,101,888 (2018 - $12,377,331) of which $8,834,428 (2018 - $11,534,811) was expensed and $267,460 (2018 - $842,520) was capitalized to exploration and evaluation assets.
(3) The Company used consulting services from a company associated with one of its directors in relation to advice on corporate matters for the year ended December 31, 2019 amounting to $45,499 (2018 - $nil).

As at December 31, 2019, there was $99,999 (December 31, 2018 - $1,415,900) included in accounts payable and accrued liabilities owing to its directors and officers for compensation.

12. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and evaluation of assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain the future development of the business.

In the management of capital, the Company considers all components of equity and debt and is dependent on third party financing, whether through debt, equity, or other means. Although the Company has been successful in raising funds to date, there is no assurance that the Company will be successful in obtaining required financing in the future or that such financing will be available on terms acceptable to the Company.

The properties in which the Company currently has an interest are in the exploration and development stage. As such the Company has historically relied on the equity markets and convertible debt to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it determines that there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

12. CAPITAL MANAGEMENT (continued)

Management reviews its capital management approach on anon-going basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period.

13. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities and the Convertible Debentures.

The fair values of the Company's cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities approximate their carrying value, due to their short-term maturities or liquidity.

Fair Value Measurement

The Company classifies the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument:

- Level 1 – quoted prices in active markets for identical assets or liabilities.
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 – inputs for the asset or liability that are not based on observable market data.

The Convertible Debentures are re-measured at fair value at each reporting date with any change in fair value recognized in profit or loss with the exception that under IFRS 9, the change in fair value that is attributable to change in credit risk is presented in other comprehensive income (Note 9). The Convertible Debentures are classified as Level 2.

As at December 31, 2019, the Company's risk exposures and the impact on the Company's financial instruments are summarized below:

(a) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments potentially subject to credit risk are cash and cash equivalents and amounts receivable. The Company holds cash and cash equivalents with large Canadian and Australian banks. Credit risk is concentrated as a large portion of the Company's cash and cash equivalents is held at one financial institution. Management believes the risk of loss to be remote. The Company's amounts receivable consists of input tax credits receivable from the Government of Canada and interest accrued on cash equivalents. Accordingly, the Company does not believe it is subject to significant credit risk.

(b) Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital to meet short-term obligations. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2019, NexGen had cash and cash equivalents of $52,117,581 to settle accounts payable and accrued liabilities of $3,998,313.

(c) Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity and equity prices.

13. FINANCIAL INSTRUMENTS (continued)

(i) Interest Rate Risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company holds its cash and cash equivalents in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on the estimated fair value of the Company's cash and cash equivalent balances as of December 31, 2019. The Company manages interest rate risk by maintaining an investment policy for short-term investments. This policy focuses primarily on preservation of capital and liquidity. The Company monitors the investments it makes and is satisfied with the credit rating of its banks. The Convertible Debentures, in an aggregate principal amount of US$120 million, carry a fixed interest rate of 7.5% and hence, are not subject to interest rate fluctuations.

(ii) Foreign Currency Risk

The functional currency of the Company and its subsidiaries is the Canadian dollar. The Company is affected by currency transaction risk and currency translation risk. Consequently, fluctuations of the Canadian dollar in relation to other currencies impact the fair value of financial assets, liabilities and operating results. Financial assets and liabilities subject to currency translation risk primarily include US dollar denominated cash and US dollar accounts payable and accrued liabilities. The Company maintains Canadian and US dollar bank accounts in Canada.

The Company is exposed to foreign exchange risk on its US dollar denominated Convertible Debentures. At maturity the US$120 million principal amount of the Convertible Debentures is due in full, and prior to then at a premium upon the occurrence of certain events, including a change of control. The Company holds sufficient US dollars to make all cash interest payments due under the Convertible Debentures until maturity but not to pay the principal amount. Accordingly, the Company is subject to risks associated with fluctuations in the Canadian/US dollar exchange rate that may make the Convertible Debentures more costly to repay.

(iii) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Accordingly, significant movements in the Company's share price may affect the valuation of the Convertible Debentures which may adversely impact its earnings.

Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatility. Future declines in commodity prices may impact the valuation of long-lived assets. The Company closely monitors commodity prices of uranium, individual equity movements, and the stock market to determine the appropriate course of action, if any, to be taken by the Company.

Sensitivity Analysis

As at December 31, 2019, the Company's US dollar net financial liabilities were $76,019,307. Thus a 10% change in the Canadian dollar versus the US dollar exchange rates would give rise to a $9,871,617 change in loss and comprehensive loss.

The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

14. SEGMENT INFORMATION

The Company operates in one reportable segment, being the acquisition, exploration and development of uranium properties. All of the Company's non-current assets are located in Canada.

15. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2019	2018
Net profit (loss) for the year	$ (15,615,773)	$ 1,182,308
Statutory rate	27.00%	27.00%
Expected income tax (recovery)	$ (4,216,259)	$ 319,224
Permanent differences	1,350,167	5,165,153
Impact of flow-through shares	1,114,153	496,463
Share issuance costs	-	-
Adjustment to prior years provision versus statutory tax returns	165,160	(7,689)
Change in unrecognized deductible temporary differences and other	2,519,062	(6,282,449)
Total	$ 932,283	$ (309,298)

The Company's income tax (recovery) expense is comprised of the following:

	2019	2018
Deferred income tax expense (recovery)	$ 932,283	$ (309,298)
Total	**$ 932,283**	**$ (309,298)**

The Company's deferred tax items recognized in OCI during the year:

	2019	2018
Change in fair value of convertible debentures attributable to the change in credit risk	$ (867,238)	$ -
Total	**$ (867,238)**	**$ -**

The tax effects of temporary differences between amounts recorded in the Company's accounts and the corresponding amounts as calculated for income tax purposes give rise to the following deferred tax (assets) and liabilities:

	2019	2018
Exploration and evaluation assets	$ 8,464,017	$ 5,997,824
Convertible debentures	8,565,347	4,040,500
Non-capital losses	(16,067,850)	(9,638,615)
Share issuance costs	(194,576)	(177,234)
Equipment	(41,872)	(24,109)
Net deferred tax liabilities	**$ 725,066**	**$ 199,366**

Movement in the Company's deferred tax liability balance in the year is as follows:

	2019	2018
Opening balance	$ 199,366	$ 280,740
Recognized in income tax expense	1,488,534	34,454
Recognized in OCI/equity	(962,834)	(115,828)
Net deferred tax liability	**$ 725,066**	**$ 199,366**

15. INCOME TAXES (continued)

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2019	Expiry Date Range	2018	Expiry Date Range
Temporary Differences				
Non-capital losses available for future periods	$ 42,080,000	2031 to 2039	$ 31,030,000	2031 to 2038
Net capital losses	355,000	No expiry	355,000	No expiry
Share issuance costs	4,288,000	-	8,179,000	-
Convertible debt	4,146,000	-	-	-
Equipment	894,000	-	424,000	-

Tax attributes are subject to review, and potential adjustment, by tax authorities.

16. NON-CONTROLLING INTERESTS

During the year ended December 31, 2016, the Company incorporated four new wholly owned subsidiaries in Canada and transferred certain exploration and evaluation assets to three of its wholly owned subsidiaries (Note 5). As at December 31, 2019, NexGen held 100% ownership of the subsidiaries with the exception of IsoEnergy, where it retained 52.03% of IsoEnergy's outstanding common shares (December 31, 2018 – 53.35%) (Note 4(b)).

During the year ended December 31, 2017, IsoEnergy issued 999,999 of its flow-through common shares to unrelated third parties in exchange for gross proceeds of $1,100,000. A further 3,000,000 and 1,000,000 of its common shares were issued for the acquisition of the Radio and Geiger properties, respectively.

During the year ended December 31, 2018, IsoEnergy issued 10,848,200 of its flow-through common shares to unrelated third parties, 102,600 common shares to related parties and 7,022,520 to the Company in exchange for gross proceeds of $7,710,764. IsoEnergy issued a further 3,330,000 common shares for the acquisition of Dawn Lake North Block which is contiguous with IsoEnergy's Geiger property and 1,000,000 of its common shares for the acquisition of the Laroque East uranium exploration property (see Note 5(c)).

During the year ended December 31, 2019, IsoEnergy issued 8,403,000 of its common shares to unrelated third parties, 60,000 common shares to related parties and 7,371,858 to the Company in exchange for gross proceeds of $6,748,977. IsoEnergy issued a further 68,774 common shares to outsiders related to exercised warrants.

For financial reporting purposes, the assets, liabilities, results of operations, and cash flows of the Company's wholly owned subsidiaries and non-wholly owned subsidiary, IsoEnergy, are included in NexGen's consolidated financial statements. Third party investors' share of the net earnings of IsoEnergy is reflected in the loss and comprehensive loss attributable to non-controlling interests in the consolidated statements of loss and comprehensive loss.

16. NON-CONTROLLING INTERESTS (continued)

Summarized financial information for IsoEnergy Ltd. is as follows:

	2019	2018
Cash and cash equivalents	$ 6,587,000	$ 6,405,000
Other current assets	209,000	155,000
Non-current assets	48,208,000	43,511,000
Total assets	**$ 55,004,000**	**$ 50,071,000**
Current liabilities	650,000	817,000
Non-current liabilities	867,000	199,000
Total liabilities	**$ 1,517,000**	**$ 1,016,000**
Loss from operations	$ 2,097,000	$ 2,142,000
Loss and comprehensive loss	2,162,000	1,832,000
Net cash flow from operating activities	(1,915,000)	(1,679,000)
Net cash flow from investing activities	(4,236,000)	(2,522,000)
Net cash flow from financing activities	6,333,000	7,282,000
Net increase (decrease) in cash and cash equivalents	**$ 182,000**	**$ 3,081,000**

17. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

The significant non-cash transactions during the year ended December 31, 2019 included:

a) At December 31, 2019, $2,653,508 of exploration and evaluation asset expenditures and $3,385 of equipment expenditures were included in accounts payable and accrued liabilities.

b) At December 31, 2019, $681,870 of interest expense related to the convertible debentures was included in the accounts payable and accrued liabilities. On June 7, 2019, the Company issued 1,041,304 shares valued at $2,020,130 for the non-cash portion of the convertible debenture interest payment. On December 9, 2019, the Company issued 1,188,872 shares valued at $1,854,639 for the non-cash portion of the convertible debenture interest payment.

c) The right-of-use lease assets of $2,826,512 and related lease liabilities of $3,222,380 recorded in the year ended December 31, 2019 were non-cash (see Notes 4 & 6).

d) Share-based payments of $1,326,078 was included in exploration and evaluation assets (Note 5).

e) The re-allocation upon exercise of stock options from reserves to share capital of $2,263,094.

17. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS (continued)

The significant non-cash transactions during the year ended December 31, 2018 included:

a) At December 31, 2018, $2,763,713 of exploration and evaluation asset expenditures and $114,376 of equipment expenditures were included in accounts payable and accrued liabilities.

b) At December 31, 2018, $708,960 of interest expense related to the convertible debentures was included in the accounts payable and accrued liabilities. On June 10, 2018, the Company issued 745,378 shares valued at $2,154,142 for the non-cash portion of the convertible debenture interest payment. On December 11, 2018 the Company issued 693,994 common shares valued at $1,894,603 for the non-cash portion of the convertible debenture interest payment.

c) Share-based payments of $3,119,563 was included in exploration and evaluation assets (Note 5).

d) The re-allocation upon exercise of stock options from reserves to share capital of $3,276,872.

e) In the year ended December 31, 2018 IsoEnergy issued 3,330,000 shares valued at $1,282,050 and a partial payment to expand its interest in the Geiger property (see Note 5(c)).

f) In the year ended December 31, 2018 IsoEnergy issued 1,000,000 shares valued at $350,000 as a partial payment to acquire Laroque East uranium exploration property (see Note 5(c)).

18. LOSS PER SHARE

Basic net income per share provides a measure of the interests of each ordinary common share in the Company's performance over the year. Diluted net income per share adjusts basic net income per share for the effect of all dilutive potential common shares.

	2019	2018
Basic loss (profit) per share		
Loss (profit) attributable to common shareholders	$ 15,531,911	$ (2,269,689)
Weighted average number of common shares	354,593,084	345,868,725
Basic loss (profit) per share	**$ 0.04**	**$ (0.01)**
Diluted loss (profit) per share		
Loss (profit) attributable to common shareholders	$ 15,531,911	$ (2,269,689)
Interest expense on convertible debentures	(11,822,910)	(11,954,146)
Mark to market gain on convertible debentures	21,821,831	32,578,261
Diluted Loss attributable to common shareholders	$ 25,530,832	$ 18,354,426
Weighted average number of common shares	354,593,084	345,868,725
Effect on conversion of convertible debentures	48,083,337	48,083,337
Weighted average number of common shares (diluted) at December 31	402,676,421	393,952,062
Diluted loss (profit) per common share	**$ 0.06**	**$ 0.05**

19. SUBSEQUENT EVENTS

In February 2020, the Company signed a lease agreement extension for the Vancouver office at 6 years for a total lease agreement costs of approximately $3,650,000.

20. COMPARATIVE FIGURES

Certain amounts have been reclassified to conform with current period presentation.

EXHIBIT 99.4

CERTIFICATION REQUIRED BY RULE 13a-14(a) OR RULE 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934

I, Leigh R. Curyer, certify that:

1. I have reviewed this annual report on Form 40-F of NexGen Energy Ltd.;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, 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 report;

4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 11, 2020

/s/ Leigh R. Curyer

Name: Leigh R. Curyer
Title: Chief Executive Officer

EXHIBIT 99.5

CERTIFICATION REQUIRED BY RULE 13a-14(a) OR RULE 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934

I, Rhéal J. Assié, certify that:

1. I have reviewed this annual report on Form 40-F of NexGen Energy Ltd.;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, 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 report;

4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 11, 2020

/s/ Rhéal J. Assié

Name: Rhéal J. Assié

Title: Acting – Chief Financial Officer & Corporate Secretary

Exhibit 99.6

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of NexGen Energy Ltd. (the "Company") on Form 40-F for the year ended December 31, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Leigh R. Curyer, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly represents, in all material respects, the financial condition and results of the operations of the Company.

Date: March 11, 2020

/s/ Leigh R. Curyer
Leigh R. Curyer
Chief Executive Officer

Exhibit 99.7

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of NexGen Energy Ltd. (the "Company") on Form 40-F for the year ended December 31, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Rhéal J. Assié, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly represents, in all material respects, the financial condition and results of the operations of the Company.

Date: March 11, 2020

/s/ Rhéal J. Assié
Rhéal J. Assié
Acting – Chief Financial Officer & Corporate Secretary

Exhibit 99.8

KPMG LLP
Chartered Professional Accountants
PO Box 10426
777 Dunsmuir Street
Vancouver, BC V7Y 1K3
Tel (604) 691-3000
Fax (604) 691-3031
www.kpmg.ca

Consent of Independent Registered Public Accounting Firm

The Board of Directors
NexGen Energy Ltd.
3150 - 1021 West Hastings Street
Vancouver, BC V6E 0C3

Ladies and Gentlemen:

We consent to the use of our report, dated March 3, 2020, with respect to the consolidated financial statements included in this annual report on Form 40-F. Our report on the consolidated financial statements refers to a change in the accounting for leases on adoption of IFRS 16.

Very truly yours,



Chartered Professional Accountants
March 11, 2020
Vancouver, Canada

KPMG LLP is a Canadian limited liability partnership and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative ("KPMG International"), a Swiss entity. KPMG Canada provides services to KPMG LLP.

Exhibit 99.9

CONSENT OF EXPERT

The undersigned hereby consents to the references to, and the information derived from, the report titled "Technical Report on the Pre-Feasibility Study of the Arrow Deposit, Rook I Property, Saskatchewan, Canada", dated effective November 5, 2018 and to the references, as applicable, to the undersigned's name included in or incorporated by reference in the Annual Report on Form 40-F of NexGen Energy Ltd. being filed with the United States Securities and Exchange Commission for the fiscal year ended December 31, 2019.

Dated: March 11, 2020

(Signed) ***Jason J. Cox***

Jason J. Cox, P.Eng.

Exhibit 99.10

CONSENT OF EXPERT

The undersigned hereby consents to the references to, and the information derived from, the report titled "Technical Report on the Pre-Feasibility Study of the Arrow Deposit, Rook I Property, Saskatchewan, Canada", dated effective November 5, 2018 and to the references, as applicable, to the undersigned's name included in or incorporated by reference in the Annual Report on Form 40-F of NexGen Energy Ltd. being filed with the United States Securities and Exchange Commission for the fiscal year ended December 31, 2019.

Dated: March 11, 2020

(Signed) ***David M. Robson***

David M. Robson, P.Eng., MBA

Exhibit 99.11

CONSENT OF EXPERT

The undersigned hereby consents to the references to, and the information derived from, the report titled "Technical Report on the Pre-Feasibility Study of the Arrow Deposit, Rook I Property, Saskatchewan, Canada", dated effective November 5, 2018 and to the references, as applicable, to the undersigned's name included in or incorporated by reference in the Annual Report on Form 40-F of NexGen Energy Ltd. being filed with the United States Securities and Exchange Commission for the fiscal year ended December 31, 2019.

Dated: March 11, 2020

(Signed) ***Mark B. Mathisen***

Mark B. Mathisen, C.P.G.

Exhibit 99.12

CONSENT OF P. O'HARA

The undersigned hereby consents to the references to, and the information derived from those portions of the report titled "Technical Report on the Pre-Feasibility Study of the Arrow Deposit, Rook I Property, Saskatchewan, Canada", dated effective November 5, 2018 that were prepared by Wood and to the references, as applicable, to the undersigned's name included in or incorporated by reference in the Annual Report on Form 40-F of NexGen Energy Ltd. being filed with the United States Securities and Exchange Commission for the fiscal year ended December 31, 2019.

/s/ *Paul O'Hara*

By: Paul O'Hara
Mineral Process Engineer
Wood Canada Limited

Dated: March 11, 2020