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

☒ **ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2020

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	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, no par value	**NXE**	**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:

☒ **Annual Information Form** ☒ **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: **381,830,205 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 ☒

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 ☒ No ☐

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company ☒

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. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

Principal Documents

The following documents, filed as Exhibits 99.1, 99.2 and 99.3 to this Annual Report on Form 40-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, 2020;

(b) Management's Discussion and Analysis for the fiscal year ended December 31, 2020; and

(c) Audited Consolidated Financial Statements for the fiscal years ended December 31, 2020 and 2019. 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. 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, 2020, 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, 2020, 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, 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, 2020, 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, 2020, 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 Form 40-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 Rule 2-01 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 year ended December 31, 2020, 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, 2020
99.2	Management's Discussion and Analysis for the fiscal year ended December 31, 2020
99.3	Audited Consolidated Financial Statements for the fiscal years ended December 31, 2020 and 2019
99.4	Certification of Chief Executive Officer pursuant to Rule 13a-14 or 15d-14 of the Securities Exchange Act of 1934
99.5	Certification of Chief Financial Officer pursuant to Rule 13a-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 Mark Hatton
99.10	Consent of Paul O'Hara
99.11	Consent of Mark B. Mathisen
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 19, 2021.

NexGen Energy Ltd.

By: */s/ Travis McPherson*
Name: Travis McPherson
Title: Acting – Chief Financial Officer

Exhibit 99.1



ANNUAL INFORMATION FORM
FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2020

MARCH 19, 2021

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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, 2020, 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, 2020 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 changes in 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**") applicable to domestic United States issuers. Accordingly, the disclosure in this AIF regarding the Company's mineral properties is not comparable to the disclosure of United States issuers subject to the SEC's mining disclosure requirements.

Technical Disclosure

All scientific and technical information in this AIF has been reviewed and approved by Mr. Anthony (Tony) George, P.Eng., Chief Project Officer and Mr. Troy Boisjoli, Geoscience Licensee, Vice President — Exploration & Community for NexGen. Each of Mr. George and Mr. Boisjoli is a qualified person for the purposes of National Instrument 43-101 Standards of Disclosure for Mineral Projects ("**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.

For details of the Rook I Project, including the key assumptions, parameters and methods used to estimate the updated Feasibility Study (as that term is defined below) set forth below, please refer to the technical report entitled Arrow Deposit, Rook I Project, Saskatchewan, NI 43-101 Technical Report on Feasibility Study dated 10 March 2021 (the "**Rook I FS Technical Report**"). The Rook I FS Technical Report is filed under the Company's profile on SEDAR (www.sedar.com) and EDGAR (www.sec.gov/edgar.shtml).

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.nexgenenergy.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".

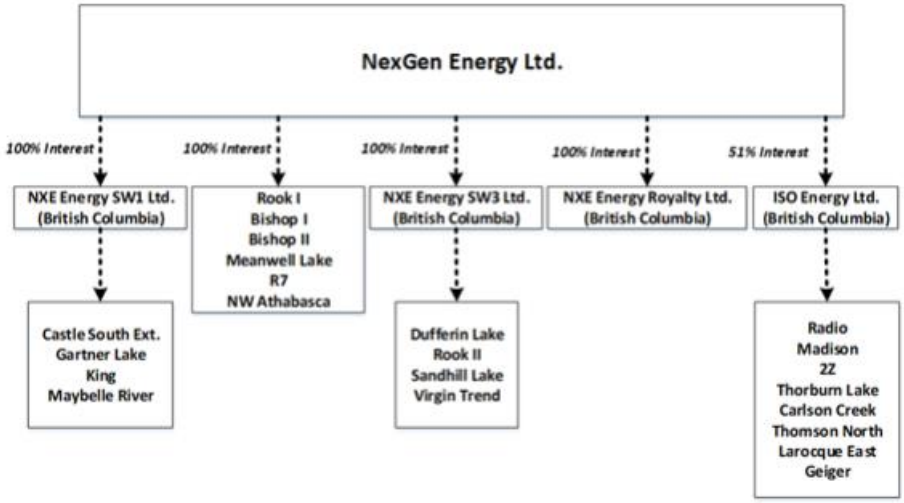
On April 19, 2013, the Corporation completed its "qualifying transaction" and in connection therewith consolidated its common shares on a 2.35:1 basis and changed its name to "NexGen Energy Ltd." On April 22, 2013, the Corporation's common shares (the "**Shares**") commenced trading on the TSXV under 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 51% of the outstanding common shares of IsoEnergy Ltd. ("IsoEnergy") as at December 31, 2020 and as of the date hereof. Each of the Subsidiaries and IsoEnergy were incorporated (and continue to exist) under the BCBCA.


NexGen Energy Ltd.
100% Interest
100% Interest
100% Interest
100% Interest
51% Interest
NXE Energy SW1 Ltd. (British Columbia)
Rook I
Bishop I
Bishop II
Meanwell Lake
R7
NW Athabasca
NXE Energy SW3 Ltd. (British Columbia)
NXE Energy Royalty Ltd. (British Columbia)
ISO Energy Ltd. (British Columbia)
Castle South Ext.
Gartner Lake
King
Maybelle River
Dufferin Lake
Rook II
Sandhill Lake
Virgin Trend
Radio
Madison
2Z
Thorburn Lake
Carlson Creek
Thomson North
Larocque East
Geiger

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

History

Year Ended December 31, 2018

Project Development

On November 5, 2018, the Corporation announced, an updated mineral research estimate on the Project and then subsequently filed a NI 43-101 pre-feasibility on December 20, 2018.

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 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, the CNSC being 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 by successfully entering into Study Agreements with four local communities within the Project area.

The communities are all within proximity to the Project, which is currently in the process of 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 established 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 (JWG) to lead, review and Traditional Land Use studies for inclusion into the EA.

Further, the Study Agreements agree that the parties will 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 beginning of 2019, NexGen commenced the engineering phase of a feasibility study on the Project.

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 comprised 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 51% 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 then-current 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 54,054.9 metres for an overall drill program total of 57,279.4 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 installations 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.

Year Ended December 31, 2020

Project Development

On February 22, 2021, the Corporation announced positive results from a feasibility study (the "**Feasibility Study**") for the Project. Details of the Feasibility Study, including an updated mineral resource estimate and an updated mineral reserve estimate, are provided in the Rook I FS Technical Report in respect of the Rook 1 Project.

For details of the Project, including the key assumptions, parameters and methods used to estimate the Feasibility Study, please refer to the Rook I FS Technical Report dated 10 March 2021. The Rook I FS Technical Report is filed under the Company's profile on SEDAR (www.sedar.com) and EDGAR (www.sec.gov/edgar.shtml).

Permitting, Regulatory and Engagement

On February 20, 2020, NexGen received a Record of Decision from the CNSC Commission with respect to the CNSC Commission's *Decision on the scope of an environmental assessment for the proposed Project*. The Record of Decision confirmed, among other things, CNSC receipt of the April 29, 2019 submission of the Project Description and that the Project will be subject to CEAA 2012, with no additional factors. The Record of Decision confirmed that the EA will be required to consider Indigenous traditional knowledge and community knowledge, and that NexGen is required to prepare a draft environmental impact statement ("**EIS**") in concordance with the *Generic Guidelines for the Preparation of an Environmental Impact Assessment pursuant to the Canadian Environmental Assessment Act, 2012*.

During 2020, work advanced on the EA for the Project, with continued technical, modelling and assessment work conducted in support of the development of the draft EIS submission. Similarly, work advanced on the Licence Application in order to obtain a Licence to Prepare Site and Construction for the Project.

Both the draft EIS and Initial Licence Application are expected to be completed in late 2021.

During 2020, the Corporation progressed engagement activities under the terms of the Study Agreements with four local communities within the Project area.

The communities are all within proximity to the Project, which is currently in the process of 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. Further, during 2020 the Corporation executed a funding agreement with Ya'thi Nene Lands and Resources (YNLR) to undertake a Traditional Knowledge, Land Use Occupancy (TKLUO) study for incorporation into the Draft EIS.

The Corporation continued to engage with the respective JWG to support the inclusion of each community's traditional knowledge throughout the EA process and commenced incorporating information from the TLU into the EA The Corporation provided funding for all aspects of the above including the JWG to review and independently confirm all studies for inclusion into the EA.

Further, the Corporation commenced negotiating Impact Benefit Agreements (IBA) with communities within proximity to the Project. The IBA negotiations were well advanced with the majority of the communities during 2020. The IBA will 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 IBA.

Financings

US$30 Million Financing

On May 27, 2020, the Corporation completed a financing with Queen's Road Capital Ltd. (" **QRC**") raising an aggregate US$30 million, comprising US$15 million of Common Shares issued at a price per share of C$1.80 for an aggregate of 11,611,667 Common Shares, and US$15 million aggregate principal amount of 7.5% unsecured convertible debentures (the "**2020 Debentures**") which are convertible into Common Shares at a conversion price of C$2.34. The Corporation also issued 348,350 Common Shares at a price of C$1.80 for the establishment fees of the 7.5% debentures, and 180,270 Common Shares at a deemed price of $1.97 for a consent fee to the investors of the debentures in connection with the 7.5% debentures financing.

The 2020 Debentures bear interest at the rate of 7.5% per annum and have a five-year term ending on May 27, 2025 (the " **Maturity Date**"). The 2020 Debentures are convertible at the holder's option into Common Shares at a price of $2.34 per share. Two-thirds of the interest (5% per annum) is payable in cash, while one-third (2.5% per annum) is payable in Common Shares issuable at a price equal to the 20-day volume weighted average trading price ("**VWAP**") on the exchange on which the Common Shares are trading that has the greatest trading volume, ending on the day prior to the date such interest payment is due. The Corporation will be entitled, on or after the third anniversary of the date of the issuance of the 7.5% Debentures, at any time that the 20-day VWAP on the TSX exceeds 130% of the conversion price of $2.34 per Common Share, to redeem the 7.5% Debentures at par plus accrued and unpaid interest.

The Corporation and QRC entered into an investor rights agreement dated May 27, 2020 providing for similar rights and obligations as those set out in the Investor Rights Agreement disclosed in the "*Material Contracts*" section of this AIF, including provisions relating to voting alignment, standstill and transfer restriction covenants that will apply until such time as QRC holds less than 5% of the Common Shares (calculated on a partially-diluted basis) or until there is a change of control of the Corporation.

Short Form Prospectus Financing

On February 25, 2021, NexGen announced that it had entered into an agreement with a syndicate of underwriters led by BMO Capital Markets and Canaccord Genuity Corp. under which the underwriters agreed to buy on a bought deal basis 33,400,000 Common Shares at a price of $4.50 per Common Share for gross proceeds of approximately $150 million (the "**Offering**"). The Corporation also granted the underwriters an option, exercisable at $4.50 per Common Share for a period of 30 days following the Offering to purchase up to an additional 5,010,000 Common Shares to cover over-allotments, if any (the "**Over-Allotment Option**"). The Offering closed on March 11, 2021 and the Over-Allotment Option closed on March 16, 2021.

Corporate

Conversion of US$120 Million Convertible Debentures into Equity

On February 18, 2021, the Corporation received notice that the registered holders of US$120 million aggregate principal amount of debentures had elected to convert their debentures into Common Shares pursuant to the terms of the trust indentures governing the debentures. The registered holders of the debentures are affiliates of CEF Holdings Limited and its shareholders. The debentures consist of US$60 million aggregate principal amount of 7.5% unsecured convertible debentures issued by the Corporation in 2016 (the "**2016 Debentures**") and US$60 million aggregate principal amount of 7.5% unsecured convertible debentures issued by the Corporation in 2017 (the "**2017 Debentures**" and, together with the 2016 Debentures, the " **Debentures**"), both due to mature on July 22, 2022.

Under their terms, the Debentures are convertible into Common Shares at a price of US$2.3261 for the 2016 Debentures and US$2.6919 for the 2017 Debentures. An aggregate of 48,083,335 Common Shares were issued in connection with the conversion of the principal amount of the Debentures. Upon issuance, CEF's percentage ownership of the issued and outstanding Common Shares increased from ~8.7% to ~18.7%. In addition, the Company is required to pay the interest that accrued on the Debentures prior to conversion, which it intends to pay by issuing an aggregate of 177,045 Common Shares to CEF, such number of shares being calculated in accordance with the terms of the relevant trust indenture governing the Debentures. The issuance of such Common Shares is subject to the approval of the TSX.

COVID-19 Pandemic

At the commencement of the COVID-19 pandemic, the Corporation had postponed "yet to commence" work programs related to the Feasibility Study and an EA for the Project, with previously commenced "in progress" work programs (including environmental monitoring and community programs) continuing where the Corporation concluded that the function was not impacted by the applicable health authority guidelines. During the third quarter of 2020, the Corporation's workflows that had been temporarily impacted by the COVID-19 pandemic for the Feasibility Study and EA resumed in what the Corporation believes is an orderly and safe manner. The Corporation expects the EIS to be completed in the second half of 2021. In the interim, the Corporation intends to continue to attempt to optimize all workflows in light of the current health and economic climate.

Change in Management

On February 17, 2021, the Corporation entered into an employment agreement with Harpreet Dhaliwal for the position of Chief Financial Officer. Harpreet Dhaliwal is expected to start as Chief Financial Officer on April 1, 2021. On May 12, 2020, Anthony (Tony) George was appointed to the position of Chief Project Officer. Mr. George started in his new position in mid-June and is responsible for the execution of the Project through to production.

Exploration

No field based exploration activity occurred in 2020. On June 5, 2020, the Saskatchewan Ministry of Energy and Resources granted mineral assessment relief in response to the pandemic. The relief waved expenditure requirements for the current term and subsequent 12 months for mineral claims and leases that were active on March 18, 2020; the date in which a state of emergency was declared in Saskatchewan. The relief period granted by the Saskatchewan Government extended the good standing date on most mineral claims for an additional 2 years. The mineral dispositions that make up the Project are in good standing until at least June 14, 2039.

DESCRIPTION OF THE BUSINESS

General

The principal business activity of the Corporation has been, and continues to be, the development of the Project and the exploration of its portfolio of uranium properties, located in the southwestern 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.

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.

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, 2020, the Corporation had 32 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 and development geology and business negotiations and management. See "*Risk Factors – Reliance upon Key Management and Other Personnel*".

Business or Seasonal Cycles

Due to the excellent infrastructure in the Athabasca Basin area of Saskatchewan, Canada, exploration can be carried out year-round. Prospecting, mapping, and surface bedrock sampling activities are however limited by snow cover during the period from December to May.

Economic Dependence

The Corporation's business is not substantially dependent on any contract upon which its business depends. It is not expected that the Company's business will be affected in the current financial year by the renegotiation or termination of any contracts or sub-contracts.

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.

Social and Environmental Policies

The Corporation is committed to carrying out all of its activities in an ethical manner that prioritizes health and safety, recognizes the concerns of indigenous peoples, communities, local stakeholders and preserves the natural environment. The Corporation ensures that all employees are trained and instructed in their assigned tasks and that safety procedures are followed at all times. The importance of ethical behavior and preservation of the natural environment is stressed to all employees and contractors, and all are charged with monitoring operations to ensure they are being carried out in an environmentally-friendly manner. The Corporation ensures that it will work with and consult local communities, indigenous peoples and stakeholders, recognizing this practice as a benefit to all. To this end, the Corporation regularly engages with stakeholders and in the case of indigenous communities, provides frequent updates before and during program activity.

DETAILS OF THE PROJECT

On February 22, 2021, the Corporation announced positive results from the Feasibility Study for the Project. Details of the Feasibility Study, including an updated mineral resource estimate and an updated mineral reserve estimate, are provided in the Rook I FS Technical Report.

The information contained in this AIF report regarding the Project, including the below summary, has been derived from the Rook I FS Technical Report (Arrow Deposit, Rook I Project, Saskatchewan, NI 43-101 Technical Report on Feasibility Study dated 10 March 2021 and authored by Mr. Mark Hatton, P.Eng., Stantec Consulting Ltd; Mr. Paul O'Hara, P.Eng., Wood Canada Limited; and Mr. Mark Mathisen, C.P.G., Roscoe Postle Associates Inc. (now a part of SLR Consulting (Canada) Ltd.), and was filed on March 10, 2021), is subject to certain assumptions, qualifications and procedures described in the Rook I FS Technical Report and is qualified in its entirety by the full text of the Rook I FS Technical Report. Reference should be made to the full text of the Rook I FS Technical Report.

Project Description, Location and Access

The Project is located in northwest Saskatchewan, approximately 40 km east of the Alberta–Saskatchewan border, 150 km north of the town of La Loche, and 640 km northwest of the city of Saskatoon. The Project can be accessed via all-weather gravel, Highway 955, which travels north-south approximately 8 km west of the Arrow Deposit. From Highway 955, a 13 km long all-weather, single-lane road provides access to the western portion of the Project, including the Arrow Deposit area.

The Project will take place in a region with a sub-arctic climate typical of mid-latitude continental areas. It is expected that mining activities will be conducted on a year-round basis.

The topography of the Project area is variable. Drumlins and lakes / wetlands dominate the northwest and southeast parts of the project area, respectively; and lowland lakes, rivers, and muskegs dominate the central part of the project area. The northwest part of the project area lies over portions of Patterson Lake and Forrest Lake, which are two of the largest waterbodies within 100 km of the Project. Elevations range from 583 metres above sea level ("**masl**") on drumlins, to 480 masl in lowland lakes. The elevation of Patterson Lake is 499 masl.

The Project is covered by boreal forest common to the Canadian Shield. Bedrock outcrops are very rare, but are known to exist in areas of the eastern half of the project area.

The Property consists of 32 contiguous mineral claims with a total area of 35,065 ha. All claims are 100% owned by NexGen.

Six of the 32 claims are subject to a 2% net smelter return (" **NSR**") royalty payable to Advance Royalty Corporation (" **ARC**"), and a 10% production carried interest with Terra Ventures Inc. ("**Terra**"). The NSR may be reduced to 1% upon payment of $1.0 million to ARC. The Arrow Deposit is located outside of these six claims.

As of December 6, 2012, mineral dispositions are defined as electronic mineral claims parcels within the Mineral Administration Registry Saskatchewan ("**MARS**") using a Geographical Information System (" **GIS**"). MARS is a web-based, electronic tenure system used for issuing and administrating mineral permits, claims, and leases. Mineral claims are acquired via electronic map staking, and administration of the dispositions is also web-based.

As of the effective date of the Rook I FS Technical Report, all 32 mineral claims comprising the Rook I property are in good standing, and are all registered in the name of NexGen.

Surface rights are distinct from subsurface or mineral rights. The Project is located on provincial Crown land; as the owner, the Province of Saskatchewan can grant surface rights under the authority of the *Forest Resources Management Act and the Provincial Lands Act* . Granting surface rights for the purpose of accessing the land to extract minerals is done by issuing a mineral surface lease subject to the Crown Resource Land Regulations. Mineral surface leases have a 33-year maximum term which may be extended, as necessary.

NexGen does not currently hold surface rights of the project area. Surface rights are obtained after the ministerial review and approval of the EA, and the successful negotiation of a mineral surface lease agreement with the Province of Saskatchewan.

History

The Geological Survey of Canada in 1961 included the Rook I property as part of a larger area.

From 1968 to 1970, Wainoco Oil and Chemicals Ltd. completed airborne magnetic and radiometric surveys, and geochemical sampling programs. No structures or anomalies of interest were detected.

In 1974, Uranerz Exploration and Mining Ltd. completed geological mapping, prospecting, and lake sediment sampling around the property.

From 1976 to 1982, Canadian Occidental Petroleum Ltd. and other companies (e.g., Saskatchewan Mining and Development Corporation (SMDC, now Cameco)) completed airborne INPUT electromagnetic ("**EM**") surveys. These surveys detected numerous conductors, many of which were subject to ground surveys prior to drilling.

Airborne magnetic-radiometric surveys were also completed and followed up on with prospecting, geological mapping, lake sediment surveys, and some soil and rock geochemical sampling. Few anomalies were found, other than those that were already located during the airborne and ground EM survey.

From 2005 to 2008, Titan Uranium Inc. (" **Titan**") carried out airborne time-domain EM surveys using MEGATEM and Versatile Time Domain Electromagnetic ("**VTEM**") systems, which detected numerous strong EM anomalies. A ground MaxMin II survey conducted in 2008 confirmed the airborne anomalies.

In 2012, pursuant to a mineral property acquisition agreement between Mega Uranium Ltd. (" **Mega**") and Titan dated February 1, 2012, Mega acquired all nine dispositions comprising the Project. A gravity survey was completed over 60% of S-113921 through S-113933, which defined several regional features and some additional local smaller scale features. Simultaneously, Mega sampled organic-rich soils and prospected the same area. No soil geochemical anomalies or radioactive boulders were found.

In 2012, NexGen acquired Mega's interest in the Rook I property.

Geology Setting, Mineralization and Deposit Types

The Rook I property is located along the southwestern rim of the Athabasca Basin, a large Paleoproterozoic-aged, flat-lying, intracontinental, fluvial, redbed sedimentary basin that covers much of northern Saskatchewan and part of northern Alberta. The Athabasca Basin is ovular at surface, with approximate dimensions of 450 km × 200 km. It reaches a maximum thickness of approximately 1,500 m near its centre.

The southwest portion of the Athabasca Basin is overlain by the flat-lying Phanerozoic stratigraphy of the Western Canada Sedimentary Basin, including the carbonate-rich rocks of the Lower to Middle Devonian Elk Point Group, Lower Cretaceous Manville Group sandstones and mudstones, moderately lithified diamictites, and Quaternary unconsolidated sediments.

South of the Athabasca Basin, where Athabasca sandstone cover becomes thin, paleo-valley fill and debris flow sandstones of the Devonian La Loche / Contact Rapids formation (Alberta) or Meadow Lake (Saskatchewan) formation unconformably overlie the basement rocks.

The Paleoproterozoic basement rocks of the Taltson Domain unconformably underlies the Athabasca Basin and the Phanerozoic stratigraphy within the extents of the Rook I property. The crystalline basement rocks comprise a spectrum of variably altered mafic to ultramafic, intermediate, and local alkaline rock types. The most abundant basement lithologies consist of gneissic, metasomatized-feldspar-rich granitoid rocks, and dioritic to quartz dioritic and quartz monzodioritic gneiss, with lesser granodioritic and tonalitic gneiss.

Mineralization occurs at the following seven locations on the property, and is exclusively hosted in basement lithologies below the unconformity that is overlain by the Athabasca Group.

- Arrow Deposit
- South Arrow Discovery
- Harpoon occurrence
- Bow occurrence
- Cannon occurrence
- Camp East occurrence
- Area A occurrence

Of the seven mineralized locations, the Arrow Deposit has undergone the most investigation.

The Arrow Deposit is currently interpreted as being hosted chiefly in variably altered porphyroblastic quartz-flooded quartz-feldspar-garnet-biotite (± graphite) gneiss. Mineralization at the Arrow Deposit is defined by an area comprised of several steeply dipping shears that have been labelled as the A0, A1, A2, A3, A4, and A5 shears. The A0 through A5 shears locally host high-grade ("**HG**") uranium mineralization.

The Arrow Deposit is considered to be an example of a basement-hosted, vein type uranium deposit.

Exploration

Since acquiring the Rook I property in December 2012, NexGen has carried out exploration activities consisting of the following.

- Ground gravity surveys
- Ground direct current (DC) resistivity and induced polarization surveys
- Airborne magnetic-radiometric- very low frequency (VLF) survey
- Airborne VTEM survey
- Airborne Z-Axis Tipper electromagnetic (ZTEM) survey
- Airborne gravity survey
- Radon-in-water geochemical survey
- Ground radiometric and boulder prospecting program.

NexGen also conducted diamond drilling programs to test several targets on the Rook I property, which resulted in the discovery of the Arrow Deposit in drill hole AR-14-001 (formerly known as RK-14-21) in February 2014.

Mineralization at the Arrow Deposit is defined by an area comprising the A0 through A5 shears, which locally host HG uranium mineralization. The mineralized area is 315 m wide, with an overall strike of 980 m. Mineralization is noted to occur 100 m below surface, and it extends to a depth of 980 m. The individual shear zones vary in thickness from 2 m to 60 m. The Arrow Deposit is open in most directions and at depth.

Regional drilling completed by NexGen from 2015 — 2019 along the Patterson conductive corridor identified new uranium discoveries at the Harpoon, Bow, Cannon, Camp East, and Area A occurrences, and the South Arrow Discovery.

Drilling

As of the effective date of the Rook I FS Technical Report, NexGen and its predecessors have drilled 754 holes totalling 380,051 m. From 2013 to the effective date of the Rook I FS Technical Report, NexGen has drilled 716 holes totaling 374,917 m.

Three types of drill core samples are collected at site for geochemical analysis and uranium assay.

- One-metre and 0.5-metre samples taken over intervals of elevated radioactivity, and one metre or two metres beyond radioactivity.
- Point samples taken at nominal spacings of five metres or 50 m for infill holes, which is meant to be representative of the interval or of a particular rock unit.
- Composite samples in the Devonian and Athabasca sandstone units where one-centimetre long pieces are taken and spaced throughout sample intervals ranging from one metre to 10 m long.

Sampling, Analysis and Data Verification

Sample Preparation Methods

On-site sample preparation consists of geological technicians splitting cores 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 on the project site. The bags containing the split samples are then placed in lidded buckets to be transported by NexGen personnel to SRC Geoanalytical Laboratories ("**SRC**") in Saskatoon, Saskatchewan.

NexGen personnel perform full core bulk density measurements using standard laboratory techniques. In mineralized zones, average bulk density is measured from samples at 2.5 m intervals, where possible (i.e., approximately 20% of all mineralized samples). 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.

Samples are also collected for clay mineral identification using infrared spectroscopy in areas of clay alteration. Samples are typically collected at five-metre intervals. and consist of centimetre-long pieces of core selected by a geologist.

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 Project 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.

SRC places a large emphasis on confidentiality and data security. 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.

After the completion of analyses, data is sent securely via electronic transmission to NexGen. These results are provided as a series of PDFs and an Excel spreadsheet.

Assaying and Analytical Procedures

SRC crushes each sample until 60% is capable of passing -10 mesh. It is then riffle-split to a 200 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 ICP-OES or ICP-MS for 64 elements including uranium. Samples with low radioactivity are analyzed using ICP-MS. Samples with anomalous radioactivity are analyzed using ICP-OES. Partial and total digestion runs are completed for most samples. For partial digestion, an aliquot of each sample is digested in HNO3/HCl for one hour at 95 °C, and then diluted using de-ionized water. For the total digestion, an aliquot of each sample is heated in a mixture of HF/HNO3/HClO4 until completely dried, and the residue dissolved in dilute HNO3.

For uranium assays, an aliquot of sample pulp is completely digested in concentrated HCl:HNO3, and then dissolved in dilute HNO3 before being analyzed using ICP-OES. For boron, an aliquot of pulp is fused in a mixture of NaO2/NaCO3 in a muffle oven. The fused melt is dissolved in de-ionized water before being analyzed using ICP-OES.

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

Quality Control Measures

NexGen's quality assurance and quality control (QA/QC) program includes the following.

- Standard reference materials (SRM) to determine accuracy.
- Duplicate samples to determine precision / repeatability.
- Blank samples to screen for cross-contamination between samples during preparation and analyses.

The QA/QC program used at the Arrow Deposit included the insertion of SRMs, blanks, and duplicates into the sample stream at the frequency summarized in the table below.

Laboratory QA/QC Protocols

QA/QC Type	Insertion Frequency	Acceptance Criteria
Blank	1 in 50	Assay > 10% detection limit
Field Duplicate	1 in 50	Relative Difference £ ±20%
SRM	1 in 50	95% of samples £ ±2 Std. Dev £ 1% of samples ³ ±3 Std. Dev

Results from the QA/QC samples are continually tracked by NexGen as certificates for each sample batch are received. If QA/QC samples of a sample batch pass within acceptable limits, the results of the sample batch are imported into the master database.

Data Verification Procedures

The QP's data verification steps included site visits during which RPA personnel reviewed core handling, logging, sample preparation and analytical protocols, density measurement system, and storage procedures. The QP also reviewed the Leapfrog model parameters and geological interpretation, reviewed how drill hole collar locations are defined, inspected the use of directional drilling methods, observed the data management system, obtained a copy of the master database, and obtained SRC laboratory certificates for all drilling assays.

A review of the database indicated no significant issues. A separate review of the assay table determined minimal errors, and all are most likely due to rounding. Limitations were not placed on the QP's data verification process.

Mineral Processing and Metallurgical Testing

NexGen conducted a metallurgical test program in 2018, which included a bench test program, a pilot plant, and paste backfill testing. Test work samples comprised three composite samples, consisting of low grade ("**LG**"), medium grade ("**MG**"), and high grade ("**HG**") material, and ten samples of localized deposit areas.

Completed bench test work included the following.

- Quantitative evaluation of materials by scanning electron microscopy (QEMSCAN), potential acid generation
- SAGDesign™ and Bond ball mill index
- Batch leach
- Optimization leaching
- Confirmation and variability
- Settling
- Solvent extraction (SX)
- Separating funnel shakeout
- Stripping
- Gypsum precipitation
- YC precipitation
- Preliminary sulfide flotation
- Diagnostic gravity separation

Additionally, two pilot leaching tests were performed in 2018 using two different feed samples.

In 2019, a series of tests were carried out to advance the process design. These tests were carried out at the SRC facilities and included the following.

- Bench-scale testing to recover uranium from gypsum (June 2019).
- Trade-off study / test work of dewatering and washing technologies using belt filters (July 2019).
- Trade-off study / test work of dewatering and washing technologies using centrifuges (August 2019).

An advanced phase of the paste backfill testing program was conducted in 2019 using drill core samples from the pilot plant program. Geotechnical and geochemical evaluations were performed to validate the mine / mill design, and results will be used in for the Project's EA. Test work included investigating the following.

- Particle size distribution
- Whole rock analysis
- Mineralogy
- Static yield stress
- Rheology
- Transportable moisture limit
- Uniaxial compressive strength (UCS)
- Process water analysis
- Tailings and kinetic tests

The Rook I FS Technical Report assumes a metallurgical steady state uranium recovery of 97.6%. This value was determined based on the results of pilot plant test work, and by compiling the performance of unit operation uranium recoveries. Pilot leach testing results indicated uranium extractions of 99.3%. The washing efficiency in the counter current decantation was greater than 99.6%. All other unit operations in the pilot testing had uranium recoveries of greater than 99.6%.

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

Mineral Resource and Mineral Reserve Estimates

Mineral Resource Estimation

The Mineral Resource estimate for the Project was based on results from 521 diamond drill holes. It was reported using a $50/lb U_3O_8 price, at a cut-off grade of 0.25% U_3O_8.

- Measured Mineral Resources total 2.18 million tonnes (" **Mt**") at an average grade of 4.35% U_3O_8, for a total of 209.6 million pounds ("**Mlb**") of U_3O_8.
- Indicated Mineral Resources total 1.57 Mt at an average grade of 1.36% U_3O_8, for a total of 47.1 Mlb U_3O_8.
- Inferred Mineral Resources total 4.40 Mt at an average grade of 0.83% U_3O_8, for a total of 80.7 Mlb U_3O_8.

The effective date of the Mineral Resource estimate is July 19, 2019. From July 19, 2019 to the effective date of the Rook I FS Technical Report, no additional exploration drilling has occurred at the Arrow Deposit. In the QP's opinion, as noted in the Rook I FS Technical Report, the Mineral Resource estimate remains current as of the effective date of Rook I FS Technical Report. Estimated block model grades are based on chemical assays only. The Mineral Resources were estimated by NexGen and audited by RPA. Mineral Resources are inclusive of Mineral Reserves. The QP noted, per the Rook I FS Technical Report, that the deposit is open in many directions.

The Arrow Deposit Mineral Resource estimate is based on the results of surface diamond drilling campaigns conducted from 2014–2019. The Mineral Resources of the Arrow Deposit are classified as Measured, Indicated, and Inferred based on drill hole spacing and apparent continuity of mineralization, as summarized in the following table:

Mineral Resource Estimate – 19 July 2019

Classification	Zone	Tonnage (t)	Grade (% U3O8)	Contained Metal (lb U3O8)
Measured	A2-LG	920,000	0.79	16,000,000
	A2-HG	441,000	16.65	161,900,000
	A3-LG	821,000	1.75	31,700,000
Measured Total	—	2,183,000	4.35	209,600,000
Indicated	A2-LG	700,000	0.79	12,200,000
	A2-HG	56,000	9.92	12,300,000
	A3-LG	815,000	1.26	22,700,000
Indicated Total	—	1,572,000	1.36	47,100,000
Measured + Indicated	A2-LG	1,620,000	0.79	28,100,000
	A2-HG	497,000	15.90	174,200,000
	A3-LG	1,637,000	1.51	54,400,000
Measured + Indicated Total	—	3,754,000	3.10	256,700,000
Inferred	A1	1,557,000	0.69	23,700,000
	A2-LG	863,000	0.61	11,500,000
	A2-HG	3,000	10.95	600,000
	A3-LG	1,207,000	1.12	29,800,000
	A4	769,000	0.89	15,000,000
Inferred Total	—	4,399,000	0.83	80,700,000

Notes:

1. CIM (2014) definitions were followed for Mineral Resources.
2. Mineral Resources are reported at a cut-off grade of 0.25% U_3O_8.
3. Mineral Resources are estimated using a long-term uranium price of US$50/lb U_3O_8 and estimated mining costs.
4. A minimum thickness of one metre was used.
5. Tonnes are based on bulk density weighting.
6. Mineral Resources are inclusive of Mineral Reserves.
7. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
8. Numbers may not sum due to rounding.
9. HG = High Grade, LG = Low Grade.

Per the Rook I FS Technical Report, the QP reviewed the geology, structure, and mineralization of the Arrow Deposit based on the results of 566 diamond drill holes. The QP also audited three-dimensional ("**3D**") wireframe models developed by NexGen, which represent 0.05% U_3O_8 grade envelopes with a minimum thickness of one metre.

Of the 566 holes completed, 45 drill holes were drilled on the South Arrow Discovery and were not used for the purposes of the Mineral Resource estimate. The wireframe models representing the Arrow Deposit mineralized zones are intersected in 418 of 566 drill holes. The updated 2019 Mineral Resource estimate does not account for HG domains within A3, which were accounted for in the previous 2017 Mineral Resource estimates. The A3-HG domains were found to be of relatively LG, with average grades just above the HG modelling threshold of 5% U_3O_8; after the 2019 infill drilling, the variability of grades was better handled with ordinary kriging (" **OK**"), where the locally varying mean, in conjunction with the density of data, counters grade smearing.

Based on 5,850 dry bulk density determinations for the Arrow Deposit, NexGen developed a formula that relates bulk density to grade. This formula was used to assign a density value to each assay. Bulk density values were then used to weight the grade estimation and convert volume to tonnage.

High grade values were capped, and their influence was further restricted during the block estimation process. High grade outliers were capped at 1%, 2%, 3%, 4%, 5%, 6%, 8%, 10%, 15%, 25%, and 30% U_3O_8, depending on the domain. This resulted in 428 capped assay values. No outlier assay values were identified in the HG domains. Therefore, no capping was applied to the assays as each HG domain dataset was determined to be stationary and appropriate for interpolation, with the exclusion of the A2-HG8, which was capped at 30% U_3O_8.

Variable density and grade multiplied by density (" **GxD**") were interpolated using OK in the A2-HG domains (excluding A2-HG6 and A2-HG8), the A2-LG domain that envelopes a HG domain, and two large A3-LG domains (301 and 312). Inverse distance squared (ID^2) was used on all remaining mineralized domains. Estimates used a minimum of one to three composites per block estimate, to a maximum of 50 composites per block estimate. The majority of the domains used a maximum of two composites per drill hole.

Sample selection criteria were based on sensitivity testing that compared the estimated block means of each domain to the composited mean. Unsampled intervals and samples below the detection limit within the domains were assigned a grade of zero and considered to be internal dilution. Hard boundaries were used to limit the use of composites between domains. Block grade was derived by dividing the interpolated GxD value by the interpolated density value for each block.

The block model was validated by swath plots, volumetric comparison, visual inspection, and statistical comparison. The average block grade at zero cut-off was compared to the average of the composited assay data to ensure that there was no global bias.

Per the Rook I FS Technical Report, the QP was not aware of any environmental, permitting, legal, title, taxation, socio-economic, marketing, political, or other relevant factors that could materially affect the Mineral Resource estimate other than what has been described in the Rook I FS Technical Report.

Mineral Reserve Estimation

The vertical extent of the Mineral Reserves extends from approximately 320 m below surface to 680 m below surface.

Based on the cut-off grade assessment, an incremental cut-off grade of 0.30% U_3O_8 was applied as the input parameter for designing stopes. This cut-off grade was applied at the level of stoping solids, after inclusion of waste and fill dilution. The Mineral Reserves are limited to the A2 and A3 veins within the Arrow Deposit.

A nominal amount of material between 0.03% U_3O_8 (the regulatory limit between benign waste and mineralized material) and 0.26% U_3O_8 (which is uneconomic to process) has been included in the mine plan, in addition to 88,100 tonnes of waste used to commission the mill and to keep the mill feed grade below 5.0%.

The project assumes that both transverse stope and longitudinal retreat stope mining methods would be used. The assumed mining rate is nominally 1,300 tonnes per day (t/d). A total planned dilution of approximately 24% is projected for the longhole stopes. The unplanned or overbreak dilution is estimated at 12% total.

Fill dilution will occur when mining next to fill walls and mucking on fill floors; a 4% fill dilution was applied to secondary transverse stopes only, and a 1% fill dilution was applied to secondary longitudinal stopes. Extraction (mining recovery) is estimated at a combined 95.5% for longhole mining and ore development.

The Mineral Reserve estimate is reported using the 2014 CIM Definition Standards. The effective date of the Mineral Reserve estimate is 21 January 2021. The table below summarizes Mineral Reserves based on a $50/lb uranium price at a cut-off grade of 0.30% U_3O_8.

Factors that may affect the Mineral Reserve estimate include the following.

- Commodity price assumptions.
- Changes in local interpretations of mineralization geometry and continuity of mineralization zones.
- Changes to geotechnical, hydrogeological, and metallurgical recovery assumptions.
- Input factors used to assess stope dilution.
- Assumptions that facilities such as the Underground Tailings Management Facility (UGTMF) can be permitted.
- Assumptions regarding social, permitting, and environmental conditions.
- Additional infill or step out drilling.

Mineral Reserve Estimate

Classification	Recovered Ore Tonnes (thousands)	U3O8 Grade (%)	U3O8 lb (millions)
Proven	0	0	0
Probable	4,575	2.37%	239.6
Total	**4,575**	**2.37%**	**239.6**

Notes:

1. CIM definitions were followed for Mineral Reserves.
2. Mineral Reserves are reported with an effective date of 21 January 2021.
3. Mineral Reserves include transverse and longitudinal stopes, ore development, marginal ore, special waste, and a nominal amount of waste required for mill ramp-up and grade control.
4. Stopes were estimated at a cut-off grade of 0.30% U_3O_8.
5. Marginal ore is material between 0.26% U_3O_8 and 0.30% U_3O_8 that must be extracted to access mining areas.
6. Special waste in material between 0.03% and 0.26% U_3O_8 that must be extracted to access mining areas. 0.03% U_3O_8 is the limit for what is considered benign waste and material that must be treated and stockpiled in an engineered facility.
7. Mineral Reserves are estimated using a long-term metal price of US$50/lb U_3O_8, and a 0.75 US$/C$ exchange rate (C$1.00 = US$0.75). The cost to ship the YC product to a refinery is considered to be included in the metal price.
8. A minimum mining width of 3.0 m was applied for all longhole stopes.
9. Mineral Reserves are estimated using a combined underground (UG) mining recovery of 95.5% and total dilution (planned and unplanned) of 33.8%.
10. The density varies according to the U_3O_8 grade in the block model. Waste density is 2.464 t/m^3.
11. Numbers may not add due to rounding.

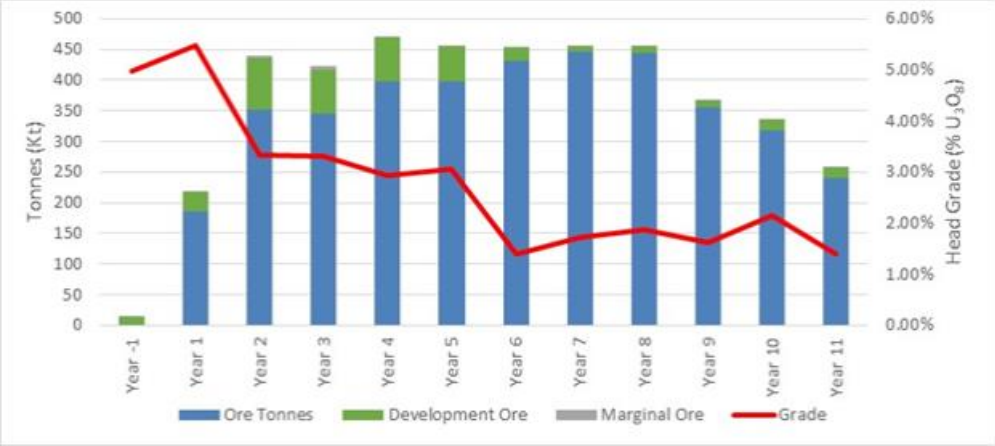
Mining Operations

Access to the underground ("**UG**") Arrow Deposit will be via two shafts, an 8.0 m diameter Production Shaft (intake air) and a 5.5 m diameter Exhaust Shaft (second egress). Access to the working will be from the Production Shaft with stations on 500 and 590 Levels. Levels will be spaced 30 m apart UG and will be connected via an internal ramp.

Production will be via a conventional longhole mining. The longhole mining methods and mine design discussed in this section were chosen to optimize safety performance, reduce worker exposure to physical hazards and radiation, maximize Mineral Resource extraction, and increase operational flexibility and productivity by achieving simultaneous production from multiple mining fronts.

The estimated mill capacity is targeted at 1,300 tonnes per day (t/d) of ore. To realize this target, the mine plan will include longhole production on four separate mining blocks, with multiple stopes available per block. The estimated production rates of the stopes range from 250 t/d to 300 t/d. This will require approximately five stopes to be active to achieve 1,300 t/d, which will be feasible with that many stopes available. The grades will vary by mining block; this will facilitate the ability to provide a more consistent grade to the process plant with four active blocks. Production profile and head grade from UG are shown in the following figure.

Underground Production Profile with Grade (U_3O_8)



The tailings produced by the mill will be returned UG as either cemented paste backfill for the production stopes or as cemented paste tailings into stopes that will be created for this purpose. The UGTMF will be located on the north side of the deposit and will consist of approximately 97 waste stopes and related development.

The mining method will make use of mechanized equipment and conventional processes widely employed in the global mining industry.

Shaft sinking will occur through a variety of stable and unstable strata, including water saturated overburden, Devonian Sandstone, Cretaceous Shales and Athabasca Sandstones, and finally into the basement rocks. These domains consist of poor to very poor-quality rock masses; however, once these have been temporarily artificially frozen for shaft construction, these are not anticipated to be problematic. A 600 mm hydrostatic lining is considered to be the minimum practicable thickness for lining against a freeze wall. As such, a 600 mm liner will be installed to 175 m in the Production Shaft and 217 m in the Exhaust Shaft. To prevent migration of water down the back of the liner and into the shaft, a grout seal will be placed at the base of the hydrostatic pressure resisting liner.

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 ("**FW**") of the deposit, in an area that is interpreted to have relatively minimal alteration or fault or shear structures. The Rook I FS Technical Report proposes the UGTMF will consist of 97 waste stopes, each approximately 25 m wide by 25 m long by 60 m high. The excavations will be arranged in a regular pattern with a minimum of 15 m pillars between openings. The first waste stopes will be located on the 500 Level and 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, 0.82 m3 of paste tailings will be created, along with 0.32 m3 of combined waste precipitates. Based on a steady-state production rate, the total fill produced will be nominally 373,100 m3 per year for paste tailings, and 145,600 m3 per year for combined precipitates. Tailings not used for paste backfill will be stored in the UGTMF.

The Arrow Deposit is planned to be accessed via two shafts. Both shafts will be located in the FW of the deposit. The first shaft will be used as a Production Shaft, and for transportation of personnel and materials into the mine and will be sunk to a depth of 650 m below surface. The Production Shaft will have divided compartments so that fresh air that comes into contact with ore being skipped to surface will be immediately exhausted within the mine. The Production Shaft will have a permanent headframe and hoisting house. The second shaft will be used as an exhaust ventilation shaft. The Exhaust Shaft will be sunk to a depth of 533 m below surface and will be equipped with a secondary emergency escapeway system.

Thirteen levels, spaced at 30 m intervals sill to sill, are planned for the Arrow Deposit. Lateral development will be concentrated in the first four years to establish the production areas, the UGTMF areas, UG infrastructure and the permanent ventilation system. In addition to the lateral development, there will be an internal ramp system that will connect all mining levels.

Mine dewatering will be completed using a clean water system on the 500 Level. The 500 Level sumps will be capable of collecting and removing all strata and operational process water from the mine infrastructure, ongoing development, operational stopes, shaft inflow, and pastefill seepage. Run-of-mine water will decant through membranes; the clean water will be pumped to surface while the residual solids and water will be collected and placed into the ore handling system.

Transverse stope mining will be used in areas of wider stopes (generally greater than 12 m), while longitudinal retreat stope mining will be used in areas of thinner stope widths. Transverse longhole mining will be completed using primary and secondary stoping sequences to avoid leaving pillars. The order in which stopes are extracted will be largely driven by the head grade, with the overarching goal of processing 30 Mlb of U_3O_8 annually. Primary stopes will be recovered first, followed by primary stopes on two vertical levels above, and then 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 veins, for a total of four separate production areas. A fifth production block will be created below the 620 Level.

The ore handling system will begin with load-haul-dump (“ **LHD**”) units loading muck in transverse and longitudinal retreat stopes. The LHDs will tram muck to centrally located ore and waste passes. The bottom of the ore pass will be located on 590 Level, where a control system will direct ore on to a grizzly equipped with a remotely operated rock breaker. The grizzly openings will be 400 mm by 450 mm. The sized ore will be loaded onto a conveyor on the 620 Level and hauled to the shaft for skip loading.

There will be two separate waste handling systems. The waste from the UGTMF will report to a rockbreaker on the 500 Level, near the Production Shaft. The sized waste rock will be loaded onto the 620 Level conveyor and hauled to the shaft for skip loading. The second waste handling system will be located near the ore body and will handle all remaining lateral development. The system will be identical to the ore handing system.

The ventilation system is designed as a predominately negative or “pull” system. Fresh air will be distributed throughout the mine from the 500 and 590 Level shaft stations from the Production Shaft and 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 exposure. A raisebore machine will be used for development of ore and waste passes, and internal ventilation raises.

The mobile equipment UG will be captive in the mine. The maintenance facility will be equipped to repair and service all captive equipment for the life of the operation.

Processing and Recovery Operations

The process plant design developed by Wood for the Project is based on the metallurgical testing and on the latest unit processes successfully used in uranium process plants across the world, including plants in northern Saskatchewan. The design of tailings preparation has been improved to facilitate a more reliable tailings deposition strategy through the paste plant. The process plant will consist of the following.

- Ore sorting
- Grinding
- Leaching
- Liquid-solid separation via counter current decantation and clarification
- SX
- Gypsum precipitation and washing
- YC precipitation and washing
- YC drying, calcining and packaging
- Tailings preparation and paste tailings plant
- Effluent treatment

Plant throughput will be 1,300 t/d and design production will be 30 Mlb U_3O_8 per annum. It is expected that a 3-month ramp-up period will be required to reach design throughput.

Water from the settling pond and fresh water from Patterson Lake will be fed to the process plant to provide the process requirements. The amount of water recycled from the settling pond has been further optimized to reduce the amount of fresh water required by using settling pond water for counter current decantation ("**CCD**") wash water and using belt filter filtrate for paste process water.

The major reagents required will include sulphur, sulphuric acid, unslaked lime, hydrogen peroxide, flocculant, kerosene, tertiary amine, isodecanol, sodium carbonate, magnesia, barium chloride and ferric sulphate.

The process plant will require approximately 7.4 megawatts (MW) of power to operate at full capacity. The paste plant will require approximately 0.9 MW of power.

Infrastructure, Permitting and Compliance Activities

Project Infrastructure

The key infrastructure contemplated for the Project includes the following.

- UG mine with two vertical shafts.
- UG infrastructure, including material handling systems, maintenance facilities, fuel bay, explosives magazine, ventilation, paste backfill and paste tailings distribution system, electrical and communications facilities, UG water supply, dewatering facilities.
- UGTMF.
- Surface support infrastructure for the mine, including headframe and hoist facilities, surface explosives magazine, and ventilation fans.
- Surface support infrastructure for the mill, including process plant, SX plant, effluent treatment plant, and acid plant.
- Site support infrastructure, including accommodation camp, Liquefied Natural Gas (LNG) facilities, LNG power plant, mine and mill dry facilities, analytical and metallurgical laboratory and maintenance, warehouse and security buildings.
- Surface ore storage stockpile facility.
- Waste rock storage facilities for potentially acid generating (PAG), non-potentially acid generating (NPAG) and special waste materials.
- Water management facilities, including: two site water runoff ponds, six contact water process ponds, a PAG stockpile runoff collection pond, and conveyance and diversion structures.
- Domestic / industrial waste management areas.
- Airstrip.
- LNG power plant.

From a study completed during the prefeasibility study (" **PFS**"), it was determined that the NexGen Rook I site would be powered by an on-site generation plant due to a lack of existing power infrastructure and a high cost for the installation of a new transmission line. An LNG power plant was progressed during the preparation of the Rook I FS Technical Report with a power requirement of 26.5 MW based on a nominal demand of 24.1 MW. An N+1 design is planned, with eight generators operating at 3.3 MW and one standby unit. The plant design includes LNG storage and filling facilities with the fuel being trucked to the site.

Ore and Special Waste Stockpiles

There will be an ore stockpile consisting of four piles of differing grades. Each pile will be approximately 6,500 m^3.

It is estimated that about 1% of the waste rock brought to surface will be mineralized but will not contain high enough grade to be processed through the mill economically, and therefore is not stockpiled in the ore stockpile area. This material is stored in the special waste rock stockpile area with an anticipated pile volume of 60,000 m3. The special waste will be processed during normal operations, to ensure the mill head grade remains below the 5% U_3O_8 design limit. The remaining special waste will be processed at end of mine life, with the resultant tailing being deposited UG in the UGTMF chambers.

Both the ore and special waste stockpiles will be dual lined with high-density polyethylene (HDPE) and will be self-contained facilities capable of holding a full probable maximum precipitation ("**PMP**") 24-hour event.

Environmental Studies

NexGen commenced collection of baseline data in 2015, with the majority of field studies commencing in 2018. Where necessary, some studies continued into 2019 and 2020 to complete the baseline data and information collection requirements, with some work ongoing into 2021. At the time of the Rook I FS Technical Report, NexGen has undertaken sufficient baseline data collection to complete a comprehensive EA.

Waste Rock Management Facility

Approximately 5.9 Mm^3 of waste rock will be generated over the course of the LOM. Of this total, 4.6 Mm^3 (78%) is PAG and 1.3 Mm^3 is NPAG. The PAG and NPAG waste rock will have separate storage areas. The PAG and NPAG waste rock will be stockpiled with 2H:1V side slopes and the top of the finished stockpile will tie into the hill to the south; the overall height will not exceed the highest nearby topography. The PAG storage area will be HDPE lined and the NPAG storage area will not be lined.

Water Management

The water management infrastructure has been designed to maximize the diversion of non-contact surface runoff water away from the general site footprint and developed features. Precipitation events and snow melt runoff that come in contact with disturbed infrastructure areas, or potential contact zones, are captured, collected, and directed to respective impound areas identified as site runoff ponds or collection areas.

All ponds and pads containing mineralized or radiologically contaminated material have been designed to accommodate a PMP 24-hour event. These areas are self-contained in that the initial precipitation events are contained within the feature itself. The initial precipitation event does not exit elsewhere until pumped. These contained waters are tested before release to the environment based on regulatory requirement; water that does not meet specification will report to the effluent treatment plant for treatment.

The capture zones for Site Runoff Pond #1 have potential contact with mineralized or radiologically contaminated material. Site Runoff Pond #1 is designed to capture a PMP 24-hour event. Draw down is by sump pump to the site settling pond.

Site Runoff Pond #2 is designed to capture a 1:100 year 24-hour precipitation event. The pond contents will be tested, and if suitable for release, will be released to environment. If tested and not suitable for release, pond contents will be pumped to the site settling pond. In the case of a PMP 24-hour precipitation event, Site Runoff Pond #2 will capture and collect runoff to full capacity of the pond, prior to overflowing additional precipitation to the west bermed runoff collection area.

Six contact water storage ponds are planned, including four fill-test-release monitoring ponds for treated effluent, one contingency pond, and one feed settling pond. Each monitoring pond and the contingency pond is sized for 5,000 m3 of capacity and will maintain 1 m of freeboard as contingency for a PMP 24-hour event. The feed settling pond will have a capacity of 16,000 m3 with 1 m freeboard. Approximately 1,100 m3 of the settling pond capacity is reserved for a 1:100 year 24-hour precipitation event which includes runoff collecting immediately surrounding the Production Shaft and in the pipe containment corridor.

All other water conveyance and containment structures have been designed to accommodate a 1:100 year 24-hour precipitation event as well as the anticipated volumes of water generated under routine and non-routine operating conditions.

Closure and Reclamation Planning

Following the completion of mining and milling activities, a detailed decommissioning plan will be developed in accordance with Provincial and Federal regulations and guidelines. Once finalized, the plan and an application for approval to decommission will be submitted to Provincial and Federal authorities. Following approval, decommissioning activities will commence.

Decommissioning will be preceded by the orderly cessation of operations and transition of the operation into a safe inactive state. Production mining will be completed, and active mining areas backfilled and secured. The mill processing circuits will be systematically shut down, flushed, and cleaned. Surface facilities, infrastructure, and equipment will be cleaned, as necessary, scanned, and prepared for decommissioning.

Wherever practicable, surface and UG infrastructure, equipment, and materials not required during the decommissioning phase and which meet radiological criteria for off-site removal will be salvaged, sold, or transferred off-site for recycling or disposal. Remaining infrastructure, equipment and materials will undergo final decommissioning on-site.

Permitting

There are several federal and provincial regulatory approvals required for a new uranium mine and mill development. Federally, under the authority of the Nuclear Safety Control Act ("**NSCA**"), proponents wishing to carry out uranium mining and milling must first obtain a licence from the federal nuclear regulator, the Canadian Nuclear Safety Commission ("**CNSC**"). The CNSC licensing process is in progress. Before the CNSC can make a licensing decision, proponents are required to undergo an EA of the proposed project. As the Project falls under both federal and provincial jurisdictions for EA, each of the CNSC and the Saskatchewan Ministry of Environment ("**ENV**") — Environmental Assessment Branch ("**EA Branch**") will require an EA prior to project approval. The EA process for the Project is in progress as of the effective date of the Rook I FS Technical Report, and preparation of a draft EIS is underway.

As development of the draft EIS and licensing applications are in progress, any findings, including any notable issues that could materially impact NexGen's ability to extract the Mineral Resources, are not yet available for inclusion in the Rook I FS Technical Report. Furthermore, no recommendations from the EA or licensing processes for future monitoring and/or management of environmental and social aspects of the Project have been determined. Therefore, any consideration regarding specific monitoring and management plans are not included in the Rook I FS Technical Report.

Social or Community Impacts

NexGen has engaged regularly and established relationships with local communities and Indigenous groups since 2013. Community and Indigenous engagement have evolved since the submission of the 2018 Technical Report. Engagement mechanisms have included notification letters, meetings with leadership, establishing joint working groups ("**JWGs**") for detailed discussions, and providing funding for traditional land use studies. The engagement process will continue throughout the EA and licensing processes.

In the second half of 2019, NexGen entered into Study Agreements (the " **Study Agreements**") with the following four Indigenous groups.

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

The Study Agreements provide a framework for working collaboratively to advance the EA and exchange information that will be used to inform the Crown as the Crown undertakes its duty to consult.

The Study Agreements provide funding to each Indigenous group and outline a collaborative process for formal engagement to support the inclusion of Indigenous knowledge in the EA. The Study Agreements also outline processes for identifying potential effects to Indigenous rights, treaty rights, and socio-economic interests, and avoidance and accommodation measures in relation to the Project.

Capital and Operating Costs

Capital Cost Estimates

The estimate meets the classification standard for a Class 3 estimate as defined by Association for the Advancement of Cost Engineering ("**AACE"**) International and has an intended accuracy of ±15%. The estimate is reported in Q4 2020 Canadian dollars. The table below outlines the estimated capital cost for supplying, constructing, and pre-commissioning the Project, and is inclusive of the early works activities.

Mining capital costs primarily comprise the following areas: shaft sinking, lateral mine development, and stationary mine infrastructure. Mine mobile equipment is assumed to be purchased on a lease-to-own basis, with the costs incurred in the lease payments. Process plant costs include the construction of the entirety of the process plant facility. Infrastructure costs include provision for the LNG power plant, as well as site preparation, permanent camp, maintenance shop, fuel storage, administration and dry facility, water treatment systems, airstrip, and site roads. Indirect costs include temporary construction facilities, construction services and supplies, and construction management ("**CM**") costs, construction equipment, freight, Owner's costs, and contingency.

NexGen is preparing a pre-commitment early works program that will encompass all scheduled activities planned for Year -4 Month 1 through Month 6. This plan will advance certain elements of the overall scope and mitigate project risks. The program includes work and the associated costs that NexGen intends on expending prior to an FID.

The scope of the pre-commitment early works program includes the following (at a high level).

- Clearing and grubbing.
- Site levelling and road construction.
- Batch plant construction.
- Initial camp construction.
- Shaft-sinking preparations, including freeze hole drilling, freeze plant installation, and sinking plant installations).

The pre-commitment early works are estimated in the Rook I FS Technical Report to cost approximately $157.9 million.

Total Capital Cost Estimate

Description	Units	Cost
Pre-commitment early works	***$million***	***157.9***
Project Capital		
UG Mining	$ million	240.0
Processing	$ million	216.4
Site Development	$ million	27.7
On-Site / Off-Site Infrastructure	$ million	118.9
Subtotal Project Direct Costs	***$million***	***602.9***
Project indirect costs	$ million	326.5
Project Owner's Costs	$ million	97.9
Subtotal Project Direct and Indirect Costs	***$million***	***1,027.2***
Project Contingency	$ million	114.8
Total Project Capital	**$million**	**1142.0**
Pre-production Capital Cost (Pre-Commitment & Project)	***$million***	***1,299.9***
Sustaining	$ million	362.4
Closure	$ million	69.5
Total	**$million**	**1,731.8**

Notes:

1. Pre-commitment capital costs include contingency.
2. Totals may not sum due to rounding.

Sustaining capital incorporates all capital expenditures after the pre-production period of Year –4, Year -3, Year -2, and Year -1. Reclamation costs of $78.6 million have been included in Years 12 through Year 16, less $9.1 million in salvage value.

Operating Cost Estimates

Operating cost estimates were developed to present annual costs for production. Unit costs are expressed as $/tonne processed and $/lb U_3O_8. Operating costs were allocated to either mining, process, tailings facility and paste plant, or general and administration (G&A). LOM operating costs are estimated to be $1,769.8 million. LOM operating costs are summarized in the table below.

UG mining occurs during Year -2 to Year 11 (note in Year -2 and Year -1, UG mining costs are capitalized). UG mining begins with capital development in Year -2 and the capitalized development continues through the LOM.

Operating Cost Estimate Summary (Year 1 to Year 11 inclusive)

Description	LOM Cost ($ million)	Average Annual ($ million)	Unit Cost ($/t processed)	Unit Cost ($/lb U3O8)
Mining	691.3	64.6	151.09	2.96
Processing	647.0	60.5	141.41	2.77
Tailing Facility and Paste Plant	144.0	13.5	31.46	0.62
General and administration	287.5	26.9	62.84	1.23
Total	**1,769.8**	**165.4**	**386.80**	**7.58**

Notes:

1. Totals may not sum due to rounding.
2. Average annual cost based on 10.7 years

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 included for reimbursable fees paid to the CNSC.

Economic Analysis

The results of the economic analysis represent forward-looking information that is subject to a number of known and unknown risks, uncertainties, and other factors that may cause actual results to differ materially from those presented here. Forward-looking statements in the Rook I FS Technical Report include, but are not limited to, statements with respect to future uranium prices, estimation of Mineral Resources and Mineral Reserves, estimated mine production and uranium recovered, estimated capital and operating costs, and estimated cash flows generated from the planned mine production. Actual results may be affected by the following.

- Differences in estimated initial capital costs and development time from what has been assumed in the Rook I FS Technical Report.
- Unexpected variations in quantity of ore, grade, or recovery rates, or presence of deleterious elements that would affect the process plant or waste disposal.
- Unexpected geotechnical and hydrogeological conditions from what was assumed in the mine designs, including water management during construction, mine operations, and post mine closure.
- Differences in the timing and quantity of estimated future uranium production, costs of future uranium production, sustaining capital requirements, future operating costs, assumed currency exchange rate, requirements for additional capital, unexpected failure of plant, or equipment or processes not operating as anticipated.
- Changes in government regulation of mining operations, environment, and taxes.
- Unexpected social risks, higher closure costs and unanticipated closure requirements, mineral title disputes or delays to obtaining surface access to the property.

If additional mining, technical, and engineering studies are conducted, these may alter the project assumptions presented in the Rook I FS Technical Report and may result in changes to the calendar timelines and the information and statements contained in the Rook I FS Technical Report.

Development and licensing approvals are not currently in place, and statutory permits, including environmental permits, are required to be granted prior to mine commencement.

The Project has been evaluated using discounted cash flow analysis. Cash inflows consist of annual revenue projections. Cash outflows consist of project 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 projections.

Cash flows are taken to occur at the mid point of each period. To reflect the time value of money, annual cash flow projections are discounted 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 Rook I FS Technical Report 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 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 NPV at 8% is $5,577.0 million, the IRR is 64.9%, and the assumed payback period is 0.8 years. On a post-tax basis, the NPV at 8% is $3,465.0 million, the IRR is 52.4% and the assumed payback period is 0.9 years.

A summary of the LOM cashflow is provided in the following table and "Undiscounted After-Tax Cash Flow" figure.

LOM Cashflow Forecast Summary Table

Description	Units	Value
Gross revenue	$ million	15,573.2
Less: transportation	$ million	0
NSR	$ million	15,573.2
Less: provincial revenue royalties	$ million	(1,129.1)
Net revenue	$ million	14,444.1
Less: total operating costs	$ million	(1,769.8)
Operating cash flow	$ million	12,674.3
Less: capital costs	$ million	(1,573.9)
Pre-tax cash flow	$ million	11,100.4
Less: provincial profit royalties	$ million	(1,683.5)
Less: taxes	$ million	(2,404.5)
Post-tax cash flow	***$million***	**7,012.4**

Undiscounted After-Tax Cash Flow



The following table summarizes the economic results of the Rook I FS Technical Report, with the NPV at 8% base case highlighted.

2021 Feasibility Study Forecast Economic Results

Description	Units	Value
Pre-Tax		
NPV at 8%	$million	5,577
NPV at 10%	$million	4,745
NPV at 12%	$million	4,051
Internal rate of return	%	64.9%
Payback period	Years	0.8
After-Tax		
NPV at 8%	$million	3,465
NPV at 10%	$million	2,930
NPV at 12%	$million	2,484
Internal rate of return	%	52.4%
Payback period	Years	0.9

Note: Payback period is calculated from the start of production

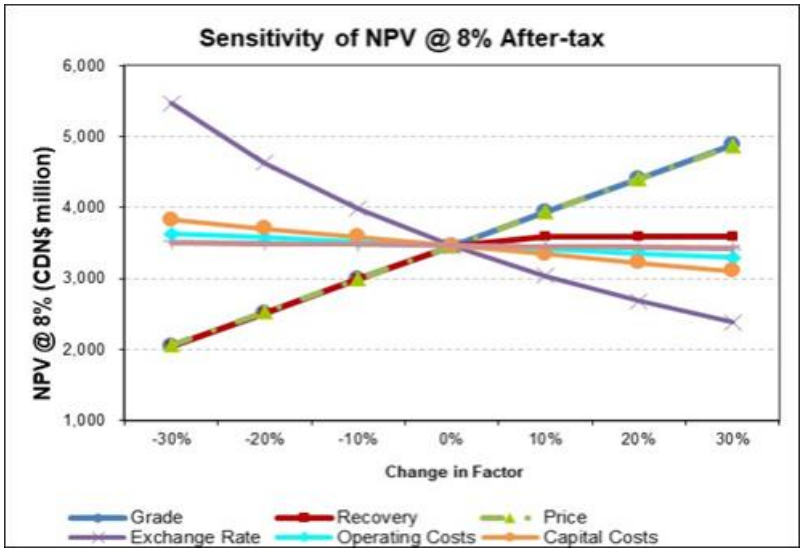
Sensitivity Analysis

The cash flow model was tested for sensitivity to variances regarding the following.

- Head grade
- Process recovery
- Uranium price
- Overall operating costs
- Overall capital costs
- Labour costs
- Reagent costs
- CAD to USD exchange rate

The figure below illustrates the results of the sensitivity analysis. The anticipated Project cash flow is most sensitive to fluctuations in the price of uranium, head grade, and process recovery. YC is primarily traded in US dollars, whereas capital and operating costs for the Project are primarily priced in Canadian dollars. Therefore, the CAD to USD exchange rate may significantly influence project economics.

Sensitivity Analysis



Risks and Opportunities

NexGen and its lead consultants have assessed critical areas of the Project and identified risks associated with the technical and cost assumptions used. The main risks identified in the Project include: assumptions around the prevalence of mineralized material in areas designated for mine infrastructure, assumptions around ground freezing and overall shaft development, adverse ground conditions as they relate to planned mining excavations, material handling systems unable to meet planned and peak production, commissioning of the UGTMF being slower than anticipated resulting in delays to first production, regulatory risks around permitting, and stakeholder engagement, and risks around cost escalation and project execution.

NexGen and its lead consultants performed an opportunities analysis. Opportunities that were recognized included: a potential expansion of Mineral Resources, and corresponding extension of the mine operating life, improvements to the mine extraction factor, reduction in mining operating costs and improved safety by considering remote or autonomous mining equipment, reductions in mining and process water usage through recycling, finalize the site water management philosophy and optimize the required infrastructure, consider heat recovery opportunities from the acid plant and power plant, evaluate alternative energy options including renewables and connecting to a provincial grid, and advancing critical early works construction packages to streamline overall project execution.

Interpretation and Conclusions

Under the assumptions presented in the Rook I FS Technical Report, the Project indicates positive economics. The anticipated Project cash flow is most sensitive to the price of uranium, head grade, and process recovery. The Canadian dollar to United States dollar exchange rate significantly influences Project economics.

Recommendations

Due to the positive, robust economics, it is recommended in the Rook I FS Technical Report to advance the Project to the next phase of engineering. The recommended development path is to continue to advance the EA and licensing efforts while concurrently advancing key activities that will provide further project definition and reduce project execution timeline risks. Associated project risks are manageable and identified opportunities can provide enhanced economic value.

Engineering and field investigations should be advanced in support increased certainty of costs and project timelines in preparation for permit approvals and a FID.

The recommendations proposed are presented as a two-phase work program. Portions of the second recommended work phase are dependent on information generated in the first phase. The Phase 1 recommendations are projected to require a budget of $9 – 10.5 million to complete. The Phase 2 recommendations are estimated at $30–35 million.

This following subsections list the programs that are recommended for the next stage of engineering work for the Project.

Phase 1

Site Investigations

It is recommended in the Rook I FS Technical Report that NexGen proceeds with site investigations to support basic engineering, including the following.

- Detailed materials characteristics and quantification assessment to confirm borrow source locations and available volumes of aggregates.
- Drill hole investigations of nuisance mineralization observed in the FW of Arrow proximal to LOM infrastructure, the quartz vein observed in GAR-18-013 (Exhaust Shaft pilot hole), and the northern extents of the UGTMF.
- Hydrogeological studies to increase NexGen's understanding of the impact of groundwater on the UG mine and mine dewatering requirements.
- Investigate near surface and subsurface conditions in the area of proposed surface infrastructure, focusing on the Mine Terrace and Waste Rock Storage Facility.

The total estimated project cost in the Rook I FS Technical Report for the geotechnical, geomechanical, hydrological and surface material assessment is $8–9 million.

Process Plant Optimizations

The following studies are proposed in the Rook I FS Technical Report:

- Loaded strip acid recovery
- Gypsum belt filter optimization
- YC particle size enhancement
- YC belt filter optimization
- Clarifier optimization
- Paste plant optimization
- Geo-metallurgical characterization
- Mine water pre-treatment technology

The total estimated cost in the Rook I FS Technical Report for this program is $1.0–1.5 million.

Phase 2

Engineering

It is recommended in the Rook I FS Technical Report that NexGen proceeds to basic engineering. Basic engineering design forms the basis for later successful completion of the detailed engineering, procurement, construction, and commissioning work, and further provides NexGen valuable information to finalize internal discussion and evaluation of the feasibility of the project. The work will include the following.

- Complete engineering to a 40–45% level of completion, in alignment with the AACE Class 2 estimate requirements.
- Develop Request for Proposal (RFP) packages for construction level quotations.
- Fully define long-lead procurement items and initiate procurement process for critical path items.
- Develop a Class 2 capital cost (CAPEX) estimate that will form the control budget for the Project.
- Develop a Level 4 Implementation Schedule for the Project.

The total estimated in the Rook I FS Technical Report cost for basic engineering is $30–35 million.

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 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 Debentures and the 2020 Debentures. Failure to repay the Debentures or the 2020 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 Feasibility Study and any other economic or other analysis, the Corporation's obligations under the Debentures and the 2020 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 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 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 Reserve and Resource Estimates

Mineral reserve and 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

Aboriginal and treaty rights in Canada, as well as related consultation issues, may impact the Company's ability to conduct exploration, development and mining activities at its mineral properties in Saskatchewan. The Company's properties are located within areas subject to First Nation treaty rights and asserted aboriginal rights and title of the Métis, including an outstanding land claim that encompasses a large portion of northern Saskatchewan and Alberta. The legal requirements associated with aboriginal and treaty rights in Canada, including aboriginal title and land claims, are complex and constantly evolving. While the decision of the Supreme Court of Canada in *Tsilhqot'in Nation v. British Columbia* (2014 SCC 44) provided additional clarity in relation to the scope and content of aboriginal title in Canada, there remains considerable uncertainty about how aboriginal title claims will be reconciled with other interests in land. For example, the Tsilhqot'in decision did not fully address the impacts of a declaration of aboriginal title on third-party interests, including holders of mineral rights, within aboriginal title lands. The federal government has also recently introduced proposed legislation to implement the United Nations Declaration on the Rights of Indigenous Peoples in Canada, the impacts of which may not be fully understood for some time. Developing and maintaining strong relationships with First Nations and Métis people is a matter of paramount importance to the Company. However, there can be no assurance that aboriginal and treaty rights claims and related consultation issues, including outstanding land claims, will not arise on or impact the Company's mineral properties. These legal requirements and the risk of Indigenous Peoples' opposition may increase our operating costs and affect our ability to carry on our business. See "*Legal Proceedings and Regulatory Actions*".

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, titles 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 development 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 subject 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 operation of NexGen's Rook I mine requires approval from various governmental and non-governmental 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 (" **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 volume of Common Shares publicly traded; 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.

Negative Impacts by an Outbreak of Infectious Disease or Pandemic

An outbreak of infectious disease, pandemic or a similar public health threat, such as the COVID-19 pandemic, and the response thereto, could adversely impact the Corporation, both operationally and financially. The global response to the COVID-19 pandemic has resulted in, among other things, border closures, severe travel restrictions and extreme fluctuations in financial and commodity markets. Additional measures may be implemented by one or more governments around the world in jurisdictions where the Corporation operates. Labour shortages due to illness, Corporation or government imposed isolation programs, or restrictions on the movement of personnel or possible supply chain disruptions could result in a reduction or interruption of the Corporation's operations, including operational shutdowns or suspensions. The inability to continue ongoing exploration and development work could have a material adverse effect on the Corporation's future cash flows, earnings, results of operations and financial condition. The extent to which COVID-19 and any other pandemic or public health crisis impacts the Corporation's business, affairs, operations, financial condition, liquidity, availability of credit and results of operations will depend on future developments that are highly uncertain and cannot be accurately predicted, including new information which may emerge concerning the severity of and the actions required to contain the COVID-19 pandemic or remedy its impact, among others.

Loss of Foreign Private Issuer Status in the Future

The Corporation may in the future lose its foreign private issuer status if a majority of the Common Shares are owned of record in the United States and the Corporation fails to meet the additional requirements necessary to avoid loss of foreign private issuer status. The regulatory and compliance costs to the Corporation under U.S. federal securities laws as a U.S. domestic issuer may be significantly more than the costs the Corporation incurs as a Canadian foreign private issuer eligible to use a multi-jurisdictional disclosure system (the "**MJDS**") adopted in the United States and Canada. If the Corporation is not a foreign private issuer, it would not be eligible to use the MJDS or other foreign issuer forms and would be required to file periodic and current reports and registration statements on U.S. domestic issuer forms with the SEC, which are more detailed and extensive than the forms available to a foreign private issuer.

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, 2020, there were 381,830,205 Common Shares and no preferred shares issued and outstanding. As of the date hereof, there are 469,333,919 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.

MARKET FOR SECURITIES AND 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, 2020:

Month	High TSX (C$)	Low TSX (C$)	Volume TSX	High NYSE American (US$)	Low NYSE American (US$)	Volume NYSE American
January	1.66	1.37	8,462,277	1.27	1.08	8,521,286
February	1.56	1.15	8,915,040	1.19	0.85	10,360,880
March	1.35	0.76	12,520,580	1.02	0.49	10,373,631
April	2.03	1.11	29,216,400	1.45	0.78	17,587,960
May	2.18	1.71	20,284,350	1.56	1.22	9,209,690
June	2.09	1.66	12,863,070	1.59	1.22	8,704,570
July	2.52	1.75	17,367,720	1.88	1.27	16,838,960
August	2.62	2.12	14,321,306	2.00	1.59	13,171,340
September	2.64	2.13	11,671,832	2.04	1.58	10,420,348
October	2.395	2.12	7,855,089	1.85	1.61	8,429,203
November	2.52	2.18	11,130,356	1.94	1.645	9,372,641
December	3.71	2.32	34,352,961	2.89	1.79	35,832,122

The price of the Common Shares as quoted by the TSX at the close of business on December 31, 2020 (being the last trading day in 2020) was $3.51 and at the close of business on March 18, 2021 was $4.99. The price of the Common Shares as quoted by the NYSE American at the close of business on December 29, 2020 was US$2.73 and at the close of business on March 18, 2021 was US$3.99.

PRIOR SALES

The following table sets forth the securities of the Corporation that were issued during the financial year ended December 31, 2020, but not listed or quoted on a marketplace:

Issue or Grant Date	Type of Security	Conversion / Exercise Price per Security ($)	Number of Securities	Maturity / Expiry Date
May 27, 2020	2020 Debentures(1)	2.34	US$15 million of principal	May 27, 2025
June 12, 2020	Stock Options(2)	1.80	4,625,000	June 12, 2025
December 11, 2020	Stock Options(2)	3.24	4,930,000	December 11, 2025

Notes:

(1) Issued as part of the US$30 million financing with QRC See “ *General Development of the Business - Year Ended December 31, 2020 – Financings*”.

(2) Stock options have a term of five (5) years and vest one third 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 March 2020); 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 Queen's Road Central Capital Ltd. (2019 to present); Chairman of Queen's 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); Director of Maxim Power Corp. (May 13, 2019 to present), Director of Whitecap Resources Inc. (July 30, 2019 to present), Director Dye and Durham (August 2020 to present), President of Flying W Consulting Inc. (November 2007 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)
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)
Tony George British Columbia, Canada	Chief Project Officer of NexGen (June 2020 to present); Vice-President Project Execution of Victoria Gold Corp (February 2017 to May 2020); President of APG Consulting (September 2016 to February 2017); Vice-President Project Development of Lundin Gold Inc (January 2015 to September 2016.
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)
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).

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 5.1% 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 currently comprises 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. Mr. McFadden was most recently the President and Chief Executive Officer of NxGold Ltd. from February 2017 to March 2020. Previously, Mr. McFadden was 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 a 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 IPOs, capital raisings, corporate restructures, mergers and acquisitions, refinancing and joint ventures. 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 Queen's 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 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 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)
2020	$ 250,441	Nil	Nil	Nil
2019	$ 217,959	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

On September 9, 2020, the Métis Nation-Saskatchewan ("**MN-S**") filed a Statement of Claim against the Corporation in the Saskatchewan Court of Queen's Bench (the "**Action**") relating to the negotiation of an Impact Benefit Agreement (" **IBA**"). The Statement of Claim alleges that the Corporation breached the Study Agreement between the Corporation and the MN-S by failing to negotiate an IBA in good faith by the target date of June 30, 2020. The Statement of Claim does not quantify any damages sought by the MN-S.

On October 14, 2020, the Corporation filed its Statement of Defence in the Action. The Statement of Defence states that the Corporation has always acted in good faith with a view to furthering the objectives of the Study Agreement and formalizing an IBA with the MN-S, and remains committed to doing so. The Statement of Defence denies that the Corporation breached any contractual or common law duty and states that the MN-S has not suffered any damages.

On November 17, 2020, the MN-S filed a Notice of Application (" **Application**"), seeking an injunction to prevent the Corporation from filing its draft environmental impact statement for the Project pending resolution of the Action. The Corporation has filed its response to the Application and supporting affidavit. The Application is scheduled to be heard in early April 2021.

The Corporation believes the Action is without merit and is being inappropriately pursued by the MN-S to influence the negotiation process with the Corporation for the IBA. The Corporation is committed to the principles that is has successfully implemented with respect to the Project for the benefit of all communities, and will defend the Action vigorously. The Corporation also remains committed to concluding an IBA with the MN-S and has encouraged the MN-S to return to the negotiating table. Nevertheless, there is a risk that the MN-S will continue to pursue the Action.

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, 2020, 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., as amended and restated on April 22, 2020.
- 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.
- 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.
- The Trust Indenture dated May 27, 2020 between the Corporation and Computershare Trust Company of Canada with respect to the issuance of the 2020 Debenture.
- The Investor Rights Agreement dated May 27, 2020 between the Corporation and QRC.

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

INTERESTS OF EXPERTS

KPMG LLP, Chartered Accountants, provided an auditors report dated March 19, 2021 in respect of the Corporation's financial statements for the year ended December 31, 2020. 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 28, 2020, 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, 2020.

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.

Exhibit 99.2

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended December 31, 2020

March 19, 2021

This Management's Discussion and Analysis (" **MD&A**") was prepared as of March 19, 2021 and is management's interpretation of the results and financial condition of NexGen Energy Ltd. ("**NexGen**" or the "**Company**") for the year ended December 31, 2020 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, 2020 and December 31, 2019 and the notes thereto (together, the "**Annual Financial Statements**"), which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). For further information on the Company, reference should be made to its most current Annual Information Form and its additional public filings made available on SEDAR at www.sedar.com and on EDGAR at www.edgar.gov.

In accordance with IFRS, IsoEnergy Ltd.'s (" **IsoEnergy**") financial results are consolidated with those of NexGen, including in this MD&A. However, IsoEnergy is listed on the TSX Venture Exchange under the ticker symbol "ISO" and has its own management, directors, internal control processes and financial budgets and finances its own operations.

Management is responsible for the Annual Financial Statements and this MD&A. The Audit Committee of the Company's Board of Directors (the "**Board**") reviews and recommends for approval to the Board, who then review and approve, the Annual Financial Statements and this MD&A. 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.

BACKGROUND

NexGen is a British Columbia corporation with a focus on developing into production the 100% owned Rook I Project located in the south western Athabasca Basin of Saskatchewan, Canada. NexGen has a highly experienced team of uranium industry professionals with a successful track record in the discovery of uranium deposits and in the development of projects from discovery to production. NexGen also owns a portfolio of highly prospective uranium properties in the south western Athabasca Basin of Saskatchewan, Canada.

The Rook I Project is the location of the Company's Arrow discovery in February 2014, the Company's Bow discovery in March 2015, the Company's Harpoon discovery in August 2016 and the Company's 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 exchange (the " **NYSE American**") under the symbol "NXE" and is a reporting issuer in each of the provinces of Canada other than Québec.

The Company currently holds 51% of the outstanding common shares of IsoEnergy.

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 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 financial, uranium and other markets will not be adversely affected by a global pandemic (including COVID-19); 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; the expectations regarding mineral reserves and mineral resources; realization of mineral reserves and mineral resource estimates; and results, estimates, assumptions and forecasts in the Rook I FS Technical Report (as defined below). 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 most recent Annual Information Form 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.

ANNUAL HIGHLIGHTS

The following are Company highlights for the year ended December 31, 2020 and to the date of this MD&A.

Operational

On February 22, 2021, NexGen announced the results of an independent feasibility study (" **FS**") and mineral reserve and mineral resource update of the basement-hosted, vein type uranium deposit (the "**Arrow Deposit**"), located on the Company's 100% owned Rook 1 Project (related National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") technical report entitled "Arrow Deposit, Rook 1 Project, Saskatchewan, NI 43-101 Technical Report on Feasibility Study dated 10 March 2021 **"** (the "**Rook 1 FS Technical Report**"). Refer to "Discussion of Operations" section below and the Rook I FS Technical Report for further detail.

Financing

On February 25, 2021, the Company announced an equity financing on a bought deal basis of 33,400,000 common shares of the Company at a price of $4.50 per common share (the "**Offering Price**") for gross proceeds of approximately $150 million (the " **Offering**"). The Company has granted the Underwriters an option, exercisable at the Offering Price for a period of 30 days following the closing of the Offering, to purchase up to an additional 5,010,000 common shares to cover over-allotments, if any (the "**Over-Allotment Option**"). The Offering closed on March 11, 2021 and the Over-Allotment Option closed on March 16, 2021.

On February 18, 2021 the Company announced that the holders of US$120 million aggregate principal amount of convertible debentures have provided notice to the Company and the indenture trustee that they have elected to convert into common shares of the Company. The convertible debentures consist of US$60 million aggregate principal amount of 7.5% unsecured convertible debentures issued by the Company in 2016 (the "**2016 Debentures**") and the US$60 million aggregate principal amount of 7.5% unsecured convertible debentures issued by the Company in 2017 (the "**2017 Debentures**" and, together with the 2016 Debentures, the " **2016 and 2017 Debentures**") both due to mature on July 22, 2022.

On May 27, 2020, the Company completed a private placement for aggregate gross proceeds of US$30 million (the " **2020 Financing**") comprised of: (a) 11,611,667 common shares at a price of CAD$1.80 per share, for gross proceeds of US$15 million (the " **2020 Placement Shares**"); and (b) US$15 million in aggregate principal amount of 7.5% unsecured convertible debentures (the " **2020 Debentures**") with Queen's Road Capital Investments Ltd. ("**QRC**").

On August 18, 2020, IsoEnergy entered into an agreement with QRC for gross proceeds of US$6 million private placement of unsecured convertible debentures (the "**IsoEnergy Debentures**", and collectively with the 2016 and 2017 Debentures and the 2020 Debentures, the "**Convertible Debentures**"). The IsoEnergy Debentures are convertible at the holder's option at a conversion price of $0.88 into a maximum of 9,206,311 common shares of IsoEnergy. An establishment fee of 3% was also paid to the IsoEnergy Debenture holders through the issuance of 219,689 common shares in IsoEnergy.

Further detailed information on the financings can be found under the "Financing" section below.

COVID-19

At the commencement of the COVID-19 pandemic, the Company had postponed "yet to commence" work programs related to the Feasibility Study and an Environmental Assessment ("EA") for the Rook I Project, with previously commenced "in progress" work programs (including environmental monitoring and community programs) continuing where the Company concluded that the function was not impacted by the applicable health authority guidelines. During the third quarter of 2020, the Company's workflows that had been temporarily impacted by the COVID-19 pandemic for the Feasibility Study and EA resumed in what the Company believes is an orderly and safe manner. The Company expects the environmental impact statement ("EIS") to be completed in the second half of 2021. In the interim, the Company intends to continue to attempt to optimize all workflows in light of the current health and economic climate.

Personnel

During Q3 2020, the Company added new professional personnel to further strengthen the Project team as Rook I advances through integrated engineering, permitting, licensing and engagement objectives.

On February 17, 2021, the Company entered into an employment agreement with Harpreet Dhaliwal for the position of Chief Financial Officer. Harpreet Dhaliwal is expected to start as Chief Financial Officer on April 1, 2021. On May 12, 2020, Anthony (Tony) George, P.Eng. was appointed to the position of Chief Project Officer. Mr. George started in his new position in mid-June and is responsible for the execution of the Rook I Project through to production.

DISCUSSION OF OPERATIONS

Project Development

During Q4 2020, NexGen continued with the advancement of the FS on the Rook I Project, which was subsequently completed and issued a news release outlining the results on February 22, 2021. The FS validates the previous stage engineering, supports the EA process and licensing application activities, and produces a Class 3 (AACE) capital and operating cost estimate that are summarized in the Rook I FS Technical Report.

Permitting workflows, including the advancement of the draft Environmental Impact Statement (EIS) under the EA work program and corresponding licensing application to prepare the site for construction continued during Q4 2020.

The Company is continuing its engagement with the communities within the proximity to the Rook I Project, as per certain study agreements entered into with four Indigenous groups in the second half of 2019 (the "Study Agreements"). The Study Agreements provide a framework for working collaboratively to advance the EA and exchange information that will be used to inform the Crown as the Crown undertakes its duty to consult. The Study Agreements provide funding to each Indigenous group and outline a collaborative process for formal engagement to support the inclusion of Indigenous knowledge in the EA. The Study Agreements also outline processes for identifying potential effects to Indigenous rights, treaty rights, and socio-economic interests, and avoidance and accommodation measures in relation to the Rook I Project.

The Company and the Indigenous communities have committed to engagement through joint working groups to support the inclusion of each community's traditional knowledge throughout the EA process, including incorporating traditional land use and dietary studies that are to be undertaken by each of the respective communities. The Company has and will continue to provide funding for all aspects of the above, including the Joint Working Groups, and to lead, review and independently confirm the Traditional Land Use studies for inclusion into the EA.

Further, the Study Agreements agree that the parties will negotiate Impact Benefit Agreements in good faith and as early in the regulatory process as possible to allow the parties greater certainty.

Outlook

The Company intends to advance the development of the Project as outlined in the Rook I FS Technical Report. The work will include: initiating basic engineering with a selected engineering, procurement, construction and management company; and conducting site investigation and process plant optimization studies to support basic engineering.

Through 2021, the Company will continue to advance the EA and licensing activities and engage with regulators and communities.

Feasibility Study

The Rook I FS Technical Report includes updated mineral reserve and mineral resource estimates for the Arrow Deposit. The information contained in this section of the MD&A regarding the Project has been derived from the Rook I FS Technical Report, is subject to certain assumptions, qualifications and procedures described in the Rook I FS Technical Report and is qualified in its entirety by the full text of the Rook I FS Technical Report. Reference should be made to the full text of the Rook I FS Technical Report.

Highlights

Table A – Summary of Arrow Deposit Feasibility Study (based on US $50/lb U_3O_8)

	FS
After-Tax NPV @ 8%	**$3.47 Billion**
After-Tax Internal Rate of Return (IRR)	**52.4%**
After-Tax Payback	**0.9 Year**
Pre-Commitment Early Works Capital	$157 Million
Project Execution Capital	$1,143 Million
Total Initial Capital Costs ("CAPEX")	$1,300 Million
Average Annual Production (Years 1-5)	**28.8 M lbs U_3O_8**
Average Annual After-Tax Net Cash Flow (Years 1-5)	**$1,038 Million**
Average Annual Production (Life of Mine)	21.7 M lbs U_3O_8

Average Annual After -Tax Net Cash Flow (Life of Mine)	**$763 Million**
Nominal Mill Capacity	1,300 tonnes per day
Average Annual Mill Feed Grade	2.37% U_3O_8
Mine Life	10.7 Years
Average Annual Operating Cost ("OPEX", Life of Mine)	$ 7.58 (US$5.69)/lb U_3O_8

1) The economic analysis was based on the timing of a final investment decision ("FID") and does not include the Pre-Commitment Early Works Capital, which are costs NexGen intends on expending prior to the FID. Pre-Commitment Early Works scope includes site preparation, and the supporting infrastructure (concrete batch plant, Phase I camp accommodations and bulk fuel storage) required to support full Project Execution Capital.
2) FS based on CAD $1.00 = US $0.75 and US $50/lb U_3O_8 price.

Mineral Resources

The updated mineral resource estimate has an effective date of June 19, 2019 and builds upon the mineral resource estimate used in the Company's previously released pre-feasibility study by incorporating holes drilled in 2018 and 2019. The updated mineral resource estimate is principally comprised of measured mineral resources with measured mineral resources of 209.6 M lbs of U3O8 contained in 2,183 kt grading 4.35% U3O8, indicated mineral resources of 47.1 M lbs of U3O8 contained in 1,572 kt grading 1.36% U3O8, and inferred mineral resources of 80.7 M lbs of U3O8 contained in 4,399 kt grading 0.83% U3O8, summarized below in Table B. The drill hole spacing defining the measured and indicated mineral resources are supported by two leading and independent geostatistical drill hole spacing studies.

Table B- Arrow Deposit Mineral Resource Estimate

	FS Mineral Resource		
Structure	**Tonnage (k tonnes)**	**Grade (U_3O_8%)**	**Contained Metal (U_3O_8 M lb)**
Measured			
A2 LG	920	0.79	16.0
A2 HG	441	16.65	161.9
A3 LG	821	1.75	31.7
Total:	**2,183**	**4.35**	**209.6**
Indicated			
A2 LG	700	0.79	12.2
A2 HG	56	9.92	12.3
A3 LG	815	1.26	22.7
Total:	**1,572**	**1.36**	**47.1**
Measured and Indicated			
A2 LG	1,620	0.79	28.1
A2 HG	497	15.9	174.2
A3 LG	1,637	1.51	54.4
Total:	**3,754**	**3.1**	**256.7**
Inferred			
A1 LG	1,557	0.69	23.7
A2 LG	863	0.61	11.5
A2 HG	3	10.95	0.6
A3 LG	1,207	1.12	29.8
A4 LG	769	0.89	15.0
Total:	**4,399**	**0.83**	**80.7**

Notes:
1. CIM Definition Standards were followed for Mineral Resources. Mineral Resources are reported inclusive of Mineral Reserves.
2. Mineral Resources are reported at a cut-off grade of 0.25% U_3O_8 based on a long-term price of US$50 per lb U_3O_8 and estimated costs.
3. A minimum mining width of 1.0 m was used
4. The effective date of Mineral Resources is June 19, 2019
5. Numbers may not add due to rounding.

6. Mineral Resources that are not Mineral Reserves do not have demonstrated economics.

Mineral Reserves

The FS defines probable mineral reserves of 239.6 million lbs of U_3O_8 contained in 4,575 kt grading 2.37% U_3O_8 from the measured and indicated mineral resources, summarized in Table C. The probable mineral reserves include diluting materials and allowances for losses which may occur when material is mined. Although a majority of the mineral reserves are based on measured mineral resources, it was decided to allocate 100% of the mineral reserves to the probable category (as opposed to the proven category), since the Rook I Project is still at a development stage.

Table C- Arrow Probable Mineral Reserves

	Probable Mineral Reserves		
Structure	**Tonnage (k tonnes)**	**Grade (U_3O_8%)**	**Contained Metal (U_3O_8 M lb)**
A2	2,594	3.32%	190.0
A3	1,982	1.13%	49.5
Total	**4,575**	**2.37%**	**239.6**

Notes:

1. CIM definitions were followed for Mineral Reserves.
2. Mineral Reserves are reported with an effective date of January 21, 2021.
3. Mineral Reserves include transverse and longitudinal stopes, ore development, marginal ore, special waste and a nominal amount of waste required for mill ramp-up and grade control.
4. Stopes were estimated at a cut-off grade of 0.30% U_3O_8.
5. Marginal ore is material between 0.26% U_3O_8 and 0.30% U_3O_8 that must be extracted to access mining areas.
6. Special waste in material between 0.03% and 0.26% U_3O_8 that must be extracted to access mining areas. 0.03% U_3O_8 is the limit for what is considered benign waste and material that must be treated and stockpiled in an engineered facility.
7. Mineral Reserves are estimated using a long-term metal price of US$50 per pound U_3O_8, and a 0.75 US$/C$ exchange rate (C$1.00 = US$0.75). The cost to ship the yellow cake product to a refinery is considered to be included in the metal price.
8. A minimum mining width of 3.0 m was applied for all long hole stopes.
9. Mineral Reserves are estimated using a combined underground mining recovery of 95.5% and total dilution (planned and unplanned) of 33.8%.
10. The density varies according to the U_3O_8 grade in the block model. Waste density is 2.464 t/m^3.
11. Numbers may not add due to rounding.

Economic Results

The Study was based on a uranium price estimate of US$50/lb U3O8 per pound, net of yellow cake transportation fees and a fixed USD:CAD conversion rate of 0.75.

The economic analysis was based on the timing of a final investment decision (“FID”) and does not include the Pre-Commitment Early Works Capital, which are costs NexGen intends on expending prior to the FID. The economic analysis is based on a capital cost estimate of $1,143 million and a construction schedule of 3.5 years, excluding the Pre-Commitment Early Works scope (capital costs of $157 million and 6-month construction schedule).

The Feasibility Study returned an after-tax NPV@8% of $3.47 billion and an IRR of 52.4%. NPV and IRR are summarized in the following table using Base Case and other flat uranium price estimates. The economic model was subjected to a sensitivity analysis to determine the effects of changing metals prices, grade, metal recovery, exchange rate, OPEX, CAPEX, labour and reagent costs. The NPV is most sensitive to metals prices, grade, metal recovery, and exchange rate.

Table G – NPV and IRR Sensitivity to Uranium Price

Uranium Price (US$/lb U3O8)	**After-Tax NPV8**	**After-Tax IRR**
$65/lb U3O8	$4.87 Billion	62.8%
$60/lb U3O8	$4.40 Billion	59.5%
$55/lb U3O8	$3.93 Billion	56.1%
$50/lb U3O8 (Base Case)	$3.47 Billion	52.4%

$45/lb U3O8	$3.00 Billion	48.4%
$40/lb U3O8	$2.53 Billion	44.0%

FINANCINGS

2020 Financing and Debentures

On May 27, 2020, the Company completed the 2020 Financing, which was comprised of a private placement for aggregate gross proceeds of US$30 million with QRC consisting of US$15 million of 2020 Placement Shares Shares (11,611,667 Common Shares at a price of $1.80 per Common Share); and US$15 million of 7.5% unsecured convertible 2020 Debentures. The 2020 Debentures bear interest at the rate of 7.5% per annum and have a five-year term ending on May 27, 2025 (the "**Maturity Date**"). The 2020 Debentures are convertible at the holder's option into common shares of the Company at a price of $2.34 per share (the "**Conversion Price**"). Two-thirds of the interest (5% per annum) is payable in cash, while one-third (2.5% per annum) is payable in common shares issuable at a price equal to the 20-day volume weighted average trading price ("**VWAP**") on the exchange on which the common shares are trading that has the greatest trading volume, ending on the day prior to the date such interest payment is due. The Company will be entitled, on or after the third anniversary of the date of the issuance of the 2020 Debentures, at any time that the 20-day VWAP on the TSX exceeds 130% of the Conversion Price, to redeem the 2020 Debentures at par plus accrued and unpaid interest. The Company and QRC entered into an investor rights agreement dated May 27, 2020 providing for various rights and obligations, including provisions relating to voting alignment, standstill and transfer restriction covenants that will apply until such time as QRC holds less than 5% of the Common Shares (calculated on a partially-diluted basis) or until there is a change of control of the Company.

Upon completion of a change of control (which includes in the case of QRC's right to require the Company to redeem the 2020 Debentures, a change in the Chief Executive Officer of the Company), QRC may require the Company to redeem, or the Company has the right to redeem, any outstanding 2020 Debentures in cash at: (i) on or prior to May 27, 2023 for the 2020 Debentures, 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 QRC to convert the 2020 Debentures into common shares of the Company at the Conversion Price, provided the consideration payable upon the change of control exceeds the Conversion Price, and is either payable in cash or is payable in property or securities which QRC, in its sole discretion, wish to receive.

An establishment fee consisting of 348,350 common shares, calculated as 3% of the aggregate principal amount of the 2020 Debentures at a deemed price of CAD$1.80 per share, was paid to QRC in connection with the 2020 Financing. A consent fee consisting of 180,270 common shares at a deemed price of CAD$1.97 per share was paid to the investors of the 2016 and 2017 Debentures in connection with 2020 Debentures financing.

IsoEnergy Debentures and Share Placements

On August 18, 2020 IsoEnergy entered into an agreement with QRC for a US$6 million private placement of unsecured convertible IsoEnergy Debentures. The IsoEnergy Debentures are convertible at the holder's option at a conversion price of $0.88 (the "**IsoEnergy Conversion Price**") into a maximum of 9,206,311 common shares (the " **Maximum Conversion Shares**") of IsoEnergy.

On any conversion of any portion of the principal amount of the IsoEnergy Debentures, if the number of common shares in IsoEnergy to be issued on such conversion, taking into account all common shares issued in respect of all prior conversions would result in the common shares to be issued exceeding the Maximum Conversion Shares, on such conversion the IsoEnergy Debenture holder shall be entitled to receive a payment (the "**Exchange Rate Fee**") equal of the number of common shares that are not issued as a result of exceeding the Maximum Conversion Shares, multiplied by the 20-day VWAP of IsoEnergy. IsoEnergy can elect to pay the Exchange Rate Fee in cash or, subject to the TSX Venture Exchange (the "**TSXV**") approval, in common shares of IsoEnergy.

The IsoEnergy Debentures will carry an 8.5% coupon over a 5-year term, payable semi-annually with 6% payable in cash and 2.5% payable in common shares of IsoEnergy, subject to TSXV approval, at a price equal to the market price of IsoEnergy's common shares on the TSXV on the day prior to the date such interest is due. The IsoEnergy Debenture interest can be reduced to 7.5% per annum on the public dissemination by IsoEnergy of an economically positive preliminary economic assessment study, at which point the cash component of the interest will be reduced to 5% per annum.

IsoEnergy will be entitled, on or after the third anniversary of the date of issuance of the IsoEnergy Debentures, at any time the 20-day VWAP of IsoEnergy on the TSXV exceeds 130% of the Conversion Price, to redeem the IsoEnergy Debentures at par plus accrued and unpaid Interest.

An establishment fee of 3% was also paid to the debenture holders through the issuance of 219,689 common shares in IsoEnergy.

During the year ended December 31, 2020, IsoEnergy completed a bought deal private placement for aggregate gross proceeds of $8 million (the "**IsoEnergy Share Placements**") comprising the issuance of 2,702,703 IsoEnergy flow-through shares (" **IsoEnergy FT Shares**") at $1.48 per IsoEnergy FT Share and 5,882,352 IsoEnergy common shares ("**IsoEnergy Shares**") at $0.68 per IsoEnergy Share.

Conversion of Debentures

On February 18, 2021 the Company received notice that the registered holders of US$120 million aggregate principal amount of 2016 and 2017 Debentures had elected to convert their 2016 and 2017 Debentures into common shares of the Company pursuant to the terms of the trust indentures governing the 2016 and 2017 Debentures. The 2016 and 2017 Debentures consist of the 2016 Debentures, with US$60 million aggregate principal amount of 7.5% unsecured convertible debentures issued by the Company in 2016 and the 2017 Debentures, with US$60 million aggregate principal amount of 7.5% unsecured convertible debentures issued by the Company in 2017, both due to mature on July 22, 2022. Under their terms, the 2016 and 2017 Debentures are convertible into common shares at a price of US$2.3261 for the 2016 Debentures and US$2.6919 for the 2017 Debentures. An aggregate of 48,083,335 Common Shares were issued in connection with the conversion of the principal amount of the 2016 and 2016 Debentures. Upon issuance, the registered holder CEF's percentage ownership of the issued and outstanding Common Shares increased from ~8.7% to ~18.7%. In addition, the Company is required to pay the interest that accrued on the 2016 and 2016 Debentures prior to conversion, which it intends to pay by issuing an aggregate of 177,045 Common Shares to CEF, such number of shares being calculated in accordance with the terms of the relevant trust indenture governing the 2016 and 2017 Debentures and remaining subject to final approval of the TSX.

Bought Deal Financing

On February 25, 2021, the Company announced the Offering comprised of a bought deal equity financing of 33,400,000 common shares of the Company at an Offering Price of $4.50 per common share for gross proceeds of approximately $150 million. The Company has granted the Underwriters an Over-Allotment Option, exercisable at the Offering Price for a period of 30 days following the closing of the Offering, to purchase up to an additional 5,010,000 common shares to cover over-allotments, if any. The Offering closed on March 11, 2021 and the Over-Allotment Option closed on March 16, 2021.

FINANCIAL RESULTS

Selected Annual Financial Information

The following financial data is derived from the Company's annual financial statements for the years ended December 31, 2020, December 31, 2019 and December 31, 2018:

	For the year ended December 31, 2020	For the year ended December 31, 2019	For the year ended December 31, 2018
Total Revenue	$ —	$ —	$ —
Loss (profit) for the year	114,490,129	16,548,056	(1,491,606)
Comprehensive loss (profit) for the year	116,617,974	18,892,957	(2,092,427)
Basic loss (profit) per Common Share	0.30	0.04	(0.01)
Diluted loss per Common Share	0.30	0.06	0.05
Operating expenses			
Salaries, benefits and directors' fees	$ 5,631,519	$ 5,624,334	$ 5,897,494
Office and administrative	1,639,127	1,965,818	1,855,177
Professional fees	4,037,273	3,572,164	2,003,931
Travel	279,259	1,142,668	920,834
Depreciation	2,281,419	2,383,177	1,533,634
Share-based payments	9,748,199	10,867,167	13,736,299
Impairment of exploration and evaluation Assets	—	14,354	—
Finance income	(410,498)	(1,815,590)	(2,486,565)
Mark to market loss (gain) on Convertible Debentures	76,492,786	(21,821,831)	(32,578,261)
Interest expense	13,371,117	11,822,910	11,954,146
Interest on lease liabilities	253,978	206,986	—
Foreign exchange loss (gain)	462,359	1,653,616	(4,025,062)
Other losses	1,264	—	6,065
Loss (profit) from operations	**$ 113,787,802**	**$ 15,615,773**	**$ (1,182,308)**
Deferred income tax expense (recovery)	702,327	932,283	(309,298)
Loss (profit) for the year	**$ 114,490,129**	**$ 16,548,056**	**$ (1,491,606)**
Other Comprehensive (Income) Loss			
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	$ 2,888,050	$ 3,212,139	$ (600,821)
Deferred income tax recovery	(760,205)	(867,238)	—
Total other comprehensive (income) loss	**$ 2,127,845**	**$ 2,344,901**	**$ (600,821)**
Total comprehensive loss (profit) for the year	**$ 116,617,974**	**$ 18,892,957**	**$ (2,092,427)**

Selected Financial Information (continued)

	For the year ended December 31, 2020	For the year ended December 31, 2019	For the year ended December 31, 2018
Loss (profit) attributable to:			
Shareholders of NexGen Energy Ltd.	$ 109,828,218	$ 15,531,911	$ (2,269,689)
Non-controlling interests in IsoEnergy Ltd.	4,661,911	1,016,145	778,083
Loss (profit) for the year	**$ 114,490,129**	**$ 16,548,056**	**$ (1,491,606)**
Total comprehensive loss (profit) attributable to:			
Shareholders of NexGen Energy Ltd.	$ 111,920,611	$ 17,876,812	$ (2,870,510)
Non-controlling interests in IsoEnergy Ltd.	4,697,363	1,016,145	778,083
Total comprehensive loss (profit) for the year	**$ 116,617,974**	**$ 18,892,957**	**$ (2,092,427)**
Loss per common share attributable to the Company's common shareholders –			
Basic loss (profit) per common share	$ 0.30	$ 0.04	$ (0.01)
Diluted loss per common share	$ 0.30	$ 0.06	$ 0.05
Weighted average number of common shares outstanding –			
Basic	370,530,748	354,593,084	345,868,725
Diluted	370,530,748	402,676,421	393,952,062

Year ended December 31, 2020 vs Year Ended December 31, 2019

In the year ended December 31, 2020, NexGen incurred a loss of $114,490,129 or $0.30 per common share, compared to a loss of $16,548,056 or $0.04 per common share for the year ended December 31, 2019.

The Company recognized a mark to market loss on the Convertible Debentures of $76,492,786 during the year ended December 31, 2020 as compared to a mark to market gain of $21,821,831 during the year ended December 31, 2019. Mark to market gains and losses result from the fair value re-measurement of the Convertible Debentures at each reporting date, with any changes in the fair value being recognized in the loss and comprehensive loss for the period. The mark to market loss for the year ended December 31, 2020 is due mainly to debt accretion and an increase in the Company's and IsoEnergy's share prices from December 31, 2019 to December 31, 2020.

Salaries, benefits and directors' fees were consistent from $5,631,519 in the year ended December 31, 2020 compared to $5,624,334 in the year ended December 31, 2019.

Office and administrative costs decreased to $1,639,127 in the year ended December 31, 2020 from $1,965,818 in the year ended December 31, 2019 due to reduced expenditures as a result of COVID-19.

Professional fees increased to $4,037,273 in the year ended December 31, 2020 from $3,572,164 in the year ended December 31, 2019 due to legal and professional fees related to the 2020 Financing and an increase in consulting and legal fees pertaining to various activities at the Company.

Travel expenses decreased to $279,259 in the year ended December 31, 2020 from $1,142,668 in the year ended December 31, 2019 due to limited travel related to COVID-19 restrictions.

Depreciation expense of $2,281,419 in the year ended December 31, 2020 was consistent with depreciation expense of $2,383,177 in the year ended December 31, 2019.

Share-based payments charged to the statement of loss and comprehensive loss decreased to $9,748,199 in the year ended December 31, 2020 from $10,867,167 in the year 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 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, 2020 the company issued 9,555,000 stock options with a weighted average fair value per option of $1.29 compared to 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. Stock-based compensation decreased compared to the previous year as comparatively higher value options issued in 2018 were recognized in 2019.

Finance income decreased to $410,498 in the year ended December 31, 2020 from $1,815,590 in the year ended December 31, 2019 primarily due to lower interest rates.

Interest expense increased to $13,371,117 in the year ended December 31, 2020 from $11,822,910 in the year ended December 31, 2019. The increase in interest expense is due to the fluctuations in foreign exchange rates and interest paid on the new issuance of the 2020 Debentures and the IsoEnergy Debentures.

Interest expense on lease liabilities increased to $253,978 in the year ended December 31, 2020 from $206,986 in the year ended December 31, 2019 due to an increase in the carrying value of the office leases from additional leased office space which commenced in June 2020.

The Company recognized a foreign exchange loss of $462,359 in the year ended December 31, 2020 as compared to a foreign exchange loss of $1,653,616 in the year ended December 31, 2019. The difference relates to foreign exchange rate fluctuations realized on US dollar denominated transactions and payments translated into Canadian dollars in addition to unrealized foreign exchange rate fluctuations on US dollar cash and accounts payable balances held on December 31, 2020.

A deferred income tax expense of $702,327 was incurred in the year ended December 31, 2020 compared to a deferred income tax expense of $932,283 in the year ended December 31, 2019. The deferred income tax expense of $702,327, is partially offset by a deferred income tax recovery of $760,205 recorded in other comprehensive income relating to the change in the fair value of the Convertible Debentures being bifurcated between the loss for period and other comprehensive loss.

The net $57,878 deferred income tax recovery relates to the renunciation of the tax attributes to investors in IsoEnergy's flow-through shares offset by the deferred income tax recovery on losses recognized in the year and income recognition of the flow-through share premium liability as a result of qualifying expenditures in the year ended December 31, 2020.

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 $1,965,818 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.

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.

FINANCIAL POSITION

The following financial data is derived from the Company's annual financial statements for the years ended December 31, 2020, December 31, 2019 and December 31, 2018:

	December 31, 2020	December 31, 2019	December 31, 2018
Exploration and evaluation assets	$274,721,793	$252,380,408	$194,128,594
Total assets	$357,392,071	$313,525,914	$326,867,565
Total current liabilities	$ 7,322,034	$ 4,784,795	$ 6,517,313
Total non-current liabilities	$230,818,100	$122,392,265	$138,423,662
Distributions or cash dividends declared per share	$ —	$ —	$ —

Financial Position as at December 31, 2020 vs December 31, 2019

NexGen had cash totaling $74,021,706 as at December 31, 2020 compared to $52,117,581 as at December 31, 2019. This increase in cash was due to $28,790,500 of cash received from the issuance of the 2020 Debentures and IsoEnergy Debentures, $24,585,307 of cash received from the 2020 Placement Shares and IsoEnergy Share Placements and $7,421,686 of cash received from stock option and warrant exercises; offset by exploration and evaluation asset and equipment expenditures of $18,056,382 and $186,391, respectively, $955,431 of cash used to pay lease liabilities, $8,615,859 of cash interest paid on convertible debentures, and $10,616,946 of cash used in operating activities.

Exploration and evaluation assets increased to $274,721,793 as at December 31, 2020 from $252,380,408 as at December 31, 2019 due to expenditures associated with the Rook I FS Technical Report and EA.

Current liabilities increased to $7,322,034 as at December 31, 2020 from $4,784,795 as at December 31, 2019. The majority of this increase is related to the timing of payments for exploration and evaluation expenditures.

Non-current liabilities increased to $230,818,100 as at December 31, 2020 from $122,392,265 as at December 31, 2019 due to the issuance of the 2020 Debentures and the IsoEnergy Debentures and the net increase in fair value of the 2016 and 2017 Debentures resulting primarily from the change in the Company's credit risk, share price and foreign exchange rates since December 31, 2019.

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.

Q4 2020 RESULTS

The following information sets forth the Company's financial performance for the three months ended December 31, 2020 and December 31, 2019:

	For the three months ended	
	December 31, 2020	***December 31, 2019***
Operating expenses		
Salaries, benefits and directors' fees	$ 2,559,295	$ 2,435,210
Office and administrative	410,274	424,659
Professional fees	1,019,522	869,334
Travel	111,915	391,672
Depreciation	590,861	599,199
Share-based payments	3,909,489	2,811,654
Impairment of exploration and evaluation assets	—	14,354
Finance income	(84,242)	(291,266)
Mark to market loss (gain) on Convertible Debentures	51,567,924	(1,132,741)
Interest expense	3,747,426	2,854,203
Interest on lease liabilities	74,005	47,539
Foreign exchange loss	1,014,241	398,723
Loss from operations	**$ 64,920,710**	**$ 9,422,540**
Deferred income tax expense (recovery)	(803,782)	771,150
Loss for the period	**$ 64,116,928**	**$ 10,193,690**
Other Comprehensive (Income) Loss		
Change in fair value of the Convertible Debentures attributable to the change in credit risk	(1,677,134)	2,398,260
Deferred income tax expense (recovery)	472,393	(867,238)
Total comprehensive loss for the period	**$ 62,912,187**	**$ 11,724,712**
Loss attributable to:		
Shareholders of NexGen Energy Ltd.	$ 59,964,652	$ 9,934,713
Non-controlling interests in IsoEnergy Ltd.	4,152,276	258,977
Loss for the period	**$ 64,116,928**	**$ 10,193,690**
Total comprehensive loss attributable to:		
Shareholders of NexGen Energy Ltd.	$ 58,724,460	$ 11,465,735
Non-controlling interests in IsoEnergy Ltd.	4,187,727	258,977
Total comprehensive loss for the period	**$ 62,912,187**	**$ 11,724,712**
Loss per common share attributable to the Company's common shareholders –		
Basic	$ 0.16	$ 0.03
Diluted	$ 0.16	$ 0.03
Weighted average number of common shares outstanding		
Basic	378,263,558	357,066,647
Diluted	378,263,558	357,066,647

In the three months ended December 31, 2020, NexGen earned a net loss of $64,116,928 or $0.16 per common share, compared to a net profit of $10,193,690 or $0.03 per common share for the three months ended December 31, 2019.

The Company recognized a mark to market loss on the Convertible Debentures of $51,567,924 during the three months ended December 31, 2020 as compared to a mark to market gain of $1,132,741 in the three months ended December 31, 2019. This mark to market loss (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 loss was primarily the result of fluctuations in the Company's and IsoEnergy's share prices, partially offset by the change in foreign exchange rates.

Salaries, benefits and directors' fees increased from $2,435,210 in the three months ended December 31, 2019 as compared to $2,559,295 in the three months ended December 31, 2020 due to higher salaries in IsoEnergy.

Office and administrative costs were consistent from $424,659 in the three months ended December 31, 2019 as compared to $410,274 in the three months ended December 31, 2020.

Professional fees increased from $869,334 in the three months ended December 31, 2019 to $1,019,522 in the three months ended December 31, 2020 mainly due to increased professional fees related to various corporate matters in the three months ended December 31, 2020 compared to the three months ended December 31, 2019.

Travel expenses decreased from $391,672 in the three months ended December 31, 2019 to $111,915 in the three months ended December 31, 2020, mainly due to limited travel related to COVID-19 restrictions during the three months ended December 31, 2020.

Depreciation expense was consistent from $599,199 in the three months ended December 31, 2019 as compared to $590,861 in the three months ended December 31, 2020.

Share-based payments charged to the statement of loss and comprehensive loss increased from $2,811,654 in the three months ended December 31, 2019 to $3,909,489 in the three months ended December 31, 2020. 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, 2020, 4,930,000 stock options were granted with a weighted average fair value per option of $1.66 compared to 4,300,000 stock options granted with a weighted average fair value per option of $0.82 during the three months ended December 31, 2019. The number of stock options at a higher weighted average fair value per option contributed to an increase in share-based payments expense in the three months ended December 31, 2020 as compared to the three months ended December 31, 2019.

Impairment of exploration and evaluation assets decreased from $14,354 in the three months ended December 31, 2019 to $nil in the three months ended December 31, 2020 due to mineral claims relinquished in the three months ended December 31, 2019 by IsoEnergy.

Finance income decreased from $291,266 in the three months ended December 31, 2019 to $84,242 in the three months ended December 31, 2020 primarily due to lower in interest rates.

Interest expense increased from $2,854,203 in the three months ended December 31, 2019 to $3,747,426 in the three months ended December 31, 2020. The increase in interest expense is mainly due interest paid on the new issuance of the 2020 Debentures and the IsoEnergy Debentures during the year.

The Company recognized a foreign exchange loss of $398,723 in the three months ended December 31, 2018 compared to a foreign exchange loss of $1,014,241 in the three months ended December 31, 2020. 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, 2020.

A deferred income tax recovery of $803,782 was recorded in the three months ended December 31, 2020 as compared to an expense of $771,150 in the three months ended December 31, 2019. The deferred income tax recovery of $803,782 is offset by a deferred income tax expense of $472,392 recorded in other comprehensive loss and relates 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 $331,389 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, 2020.

SUMMARY OF QUARTERLY RESULTS

The following financial information is derived from the Company's financial statements, prepared in accordance with IFRS. 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 associated audited, consolidated annual financial statements.

	2020 Dec 31	2020 Sep 30	2020 Jun 30	2020 Mar 31	2019 Dec 31	2019 Sep 30	2019 Jun 30	2019 Mar 31
Finance income	$ 84,242	$ 86,609	$ 54,723	$ 184,924	$ 291,266	$406,817	$ 511,300	$ 606,207
Loss (profit) for the period	$64,116,928	$21,514,946	$18,472,349	$10,385,906	$10,193,690	$808,850	$12,521,248	$(6,975,732)
Loss (profit) for the period attributable to common shareholders	$59,964,652	$21,680,392	$18,245,709	$ 9,937,465	$ 9,934,712	$519,754	$12,311,087	$(7,233,642)
Loss (profit) per common share attributable to common shareholders								
- Basic	0.16	0.06	$ 0.05	$ 0.03	$ 0.03	$ 0.00	$ 0.04	$ (0.02)
- Diluted	0.16	0.06	$ 0.05	$ 0.03	$ 0.03	$ 0.01	$ 0.04	$ 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 balances available to generate interest and the earned rate of interest, the latter of which was affected due to COVID 19.

The loss (profit) per period has also 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.

LIQUIDITY AND CAPITAL RESOURCES

As an exploration and development stage company, the Company does not have revenues and historically has recurring operating losses. As at December 31, 2020, the Company had cash of $74,021,706 (December 31, 2019: $52,117,581; December 31, 2018: $125,059,189), an accumulated deficit of $212,301,767 (December 31, 2019: $103,501,461; December 31, 2018: $85,143,089) and working capital of $67,684,005 (December 31, 2019: $48,677,217; December 31, 2018: $119,195,168).

The Annual 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.

NexGen has no revenue-producing operations, earns only minimal interest income on cash and historically has recurring operating losses. As at December 31, 2020, the Company had an accumulated deficit of $212,301,767.

As at the date of this MD&A, the Company has, on an unaudited basis, approximately $68.2 million in cash (excluding the Offering referred to above) and approximately $3.5 million in current liabilities.

On May 27, 2020, the Company completed the 2020 Financing raising total gross proceeds of US$30 million. The 2020 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 which includes interest payments, wages, consulting fees, professional fees, costs associated with the Company's offices 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)				
Contracts and leases	**Total**	**Less than 1 year**	**1-3 years**	**3-5 years**	**After 5 years**
Convertible debentures(1)	$34,799,050	$ 2,504,667(3)	$2,886,000	$29,408,383(4)	$ —
Vehicle Leases	119,942	$ 105,539	$ 14,403	$ —	$ —
Office leases(2)	6,768,823	1,421,290	2,773,958	2,573,575	—
Total contractual obligations	$41,687,815	$ 4,031,496	$5,674,361	$31,981,958	$ —

Notes:
1. Cash interest payments on the Convertible Debentures converted from $US into CAD$ at a rate of 1.30.
2. Leases pertain to Vancouver corporate head office, Saskatoon offices and IsoEnergy's corporate head office.
3. On February 18, 2021 the Company announced that it received notice the 2016 and 2017 Debentures holders elected to convert an aggregate US$120 million in debentures into common shares of the Company. Accordingly, only interest to February 18, 2021 is included (converted from US$ into CAD$ at a rate of 1.30).
4. This includes repayment of the US$21 million principal amount of 2020 Debentures and IsoEnergy Debentures which, if not converted prior to maturity, will become due and payable (converted from US$ into CAD$ 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 2020 Financing and the Offering, 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* " in this MD&A.

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, 2020 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 consist 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, 2020	December 31, 2019
Short-term compensation(1)	$ 4,772,599	$ 4,041,619
Share-based payments (stock options)(2)	8,623,774	9,101,888
Consulting fees(3)	129,996	45,499
	$ 13,526,369	$ 13,189,006

Notes:

(1) Short-term compensation to key management personnel for the year ended December 31, 2020 amounted to $4,772,599 (2019 - $4,041,619) of which $4,122,196 (2019 - $2,985,193) was expensed and included in salaries, benefits and directors' fees on the statement of loss and comprehensive loss. The remaining $650,403 (2019 - $1,056,426) was capitalized to exploration and evaluation assets.

(2) Share-based payments to key management personnel for the year ended December 31, 2020 amounted to $8,623,774 (2019 - $9,101,888) of which $8,450,898 (2019 - $8,834,428) was expensed and $172,876 (2019 - $267,460) was capitalized to exploration and evaluation assets.

(3) The Company used consulting services from Flying W Consulting Inc. which is associated with Brad Wall in relation to advice on corporate matters for the year ended December 31, 2020 amounting to $129,996 (2019 - $45,499) pursuant to a consulting contract providing for a monthly service fee of $10,833 and terminable upon three months' notice.

As at December 31, 2020, there was $45,499 (December 31, 2019 - $99,999) included in accounts payable and accrued liabilities owing to its directors and officers for compensation.

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 19, 2021, there were 469,333,919 common shares, 35,839,858 stock options with exercise prices ranging between $1.59 and $3.39 and no preferred shares issued and outstanding.

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. The Company did not adopt any new accounting policies during the year ended December 31, 2020 and the Company does not expect the adoption of new IFRS pronouncements that have been issued which are effective January 1, 2021, to have any immediate effect on the Company's financial statements. The Company will continue to assess the effect of these new pronouncements throughout 2021.

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 the 2020 Financing and the IsoEnergy Debentures were issued, raising gross proceeds of US$36 million in the period ended December 31, 2020. The Company holds sufficient US dollars to make all interest payments due under the Convertible Debentures until maturity.

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 ended December 31, 2020.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

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

The fair values of the Company's cash, 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 is 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, short-term investments and amounts receivable. The Company holds cash and short-term investments with large Canadian and Australian banks. Credit risk is concentrated as a significant amount of the Company's cash is held at three 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. 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, 2020, NexGen had cash of $74,021,706 to settle accounts payable and accrued liabilities of $6,544,448.

(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 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 balances as of December 31, 2020. The Company manages interest rate risk by maintaining an investment policy for short-term investments held. 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$141 million, carry a fixed interest rates between 7.5% and 8.5% and therefore 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 Australian and US dollar denominated cash and US dollar accounts payable and accrued liabilities. The Company maintains a 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$141 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.

(iv) Sensitivity Analysis

As at December 31, 2020, the Company's US dollar net financial liabilities were US$163,516,140. Thus a 10% change in the Canadian dollar versus the US dollar exchange rates would give rise to a $20,818,875 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.

(v) Refinancing Risk

Unless the Company generates positive cash flows 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. As reported on February 18, 2021, the company received notice the 2016 and 2017 Debentures totaling US$120M are to be converted into equity of the Company.

INTERNAL CONTROL OVER FINANCIAL REPORT (ICFR)

The Company's management is responsible for designing and maintaining an adequate system of internal controls over financial reporting as required under National Instrument 52-109 – *Certificate of Disclosure in Issuers' Annual and Interim Filings* . The Company's internal controls over financial reporting are based on

established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsorship Organizations of the Treadway Commission (COSO).

Any internal control system, no matter how well designed, has inherent limitations. Therefore, internal control can only provide reasonable assurance with respect to financial statement preparation and presentation.

There have not been any changes in the Company's internal control over financial reporting during the Company's more recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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.

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 below 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.

During the year, the World Health Organization declared a global pandemic known as COVID-19 and governments around the world enacted measures to combat the spread of the virus. The duration and impact of COVID-19 outbreak is not known at this time, but the risk may include, but are not limited to, delays in the previously disclosed timelines and activity levels associated with the Company's FS and EA and the ability to raise funds through debt and equity markets.

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 Corporation'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).

In addition, unless the Company generates positive cash flows 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. As reported on February 18, 2021, the company received notice the 2016 and 2017 Debentures totaling US$120M are to be converted into equity of the Company.

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.

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.

Foreign Exchange Rate Risks

At maturity of the Convertible Debentures, the US$141 million principal (including US$135 million principal related directly to NexGen and US$6 million principal related directly to IsoEnergy) 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. As reported on February 18, 2021, the company received notice the 2016 and 2017 Debentures totaling US$120M are to be converted into equity of the Company.

TECHNICAL DISCLOSURE

All scientific and technical information in this MD&A is derived from the Company's Rook I FS Technical Report. For details of the Rook I Project, including the key assumptions, parameters and methods used to estimate the updated mineral resource, please refer to the the Rook I FS Technical Report filed under the Company's profile on SEDAR at www.sedar.com and on EDGAR at www.edgar.gov.

All scientific and technical information in this MD&A has been reviewed and approved by Mr. Anthony (Tony) George, P.Eng., Chief Project Officer and Mr. Troy Boisjoli, Geoscience Licensee, Vice President – Exploration & Community for NexGen. Each of Mr. George and Mr. Boisjoli is 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.

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.

All references in this MD&A to "mineral resource", "inferred mineral resource", "indicated mineral resource" and "measured mineral resource" have the meanings ascribed to those terms by the Canadian Institute of Mining, Metallurgy and Petroleum, as the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by CIM Council, as amended "mineral e Canadian Institute of Mining, Metallurgy and Petroleum, as the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by CIM Council, as amended.

APPROVAL

The Board 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, including the Company's current annual information form, on the Company's profile SEDAR website at www.sedar.com and on EDGAR at www.edgar.gov or by contacting the Company's 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

December 31, 2020 and 2019

Management's Responsibility for Financial Reporting

The accompanying audited consolidated financial statements, related note disclosures, 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/ Travis McPherson

Travis McPherson
Acting – Chief Financial Officer

Vancouver, Canada
March 19, 2021

KPMG LLP
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Telephone (604) 691-3000
Fax (604) 691-3031

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, 2020 and 2019, the related consolidated statements of loss and comprehensive loss, 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, 2020 and 2019, and the results of its financial performance and its cash flows for the years then ended, in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board.

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.

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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

Chartered Professional Accountants

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

Vancouver, Canada
March 19, 2021

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

	Note	December 31, 2020	December 31, 2019
ASSETS			
Current			
Cash		**$ 74,021,706**	$ 52,117,581
Amounts receivable		**304,606**	610,121
Prepaid expenses and other assets		**679,727**	734,310
		75,006,039	53,462,012
Non-current			
Deposits		**85,369**	95,835
Exploration and evaluation assets	**5**	**274,721,793**	252,380,408
Equipment	**6**	**7,578,870**	7,587,659
		282,386,032	260,063,902
TOTAL ASSETS		**$ 357,392,071**	**$ 313,525,914**
LIABILITIES			
Current			
Accounts payable and accrued liabilities		**$ 6,544,448**	$ 3,998,313
Current portion of lease liabilities	**7**	**777,586**	558,960
Flow-through share premium liability	**8**	**0**	227,522
		7,322,034	4,784,795
Non-current			
Deferred income tax liability	**15**	**711,587**	725,066
Long-term lease liabilities	**7**	**3,253,429**	2,086,007
Convertible debentures	**9**	**226,853,084**	119,581,192
		230,818,100	122,392,265
TOTAL LIABILITIES		**238,140,134**	127,177,060
EQUITY			
Share capital	**10**	**255,953,457**	218,787,664
Reserves	**10**	**54,939,225**	48,800,771
Accumulated other comprehensive loss		**(4,339,619)**	(2,247,226)
Accumulated deficit		**(212,301,767)**	(103,501,461)
		94,251,296	161,839,748
Non-controlling interests		**25,000,641**	24,509,106
TOTAL EQUITY		**119,251,937**	186,348,854
TOTAL LIABILITIES AND EQUITY		**$ 357,392,071**	$ 313,525,914

Nature of operations (Note 2)
Commitments (Notes 7,8 & 9)
Subsequent Events (Note 19)

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 9, 2021

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

	Note	December 31, 2020	December 31, 2019
Salaries, benefits and directors' fees	11	$ 5,631,519	$ 5,624,334
Office and administrative		1,639,127	1,965,818
Professional fees		4,037,273	3,572,164
Travel		279,259	1,142,668
Depreciation	6	2,281,419	2,383,177
Impairment of exploration and evaluation assets	5	0	14,354
Share-based payments	10	9,748,199	10,867,167
Finance income		(410,498)	(1,815,590)
Mark to market loss (gain) on convertible debentures	9	76,492,786	(21,821,831)
Interest expense	9	13,371,117	11,822,910
Interest on lease liabilities	7	253,978	206,986
Foreign exchange loss		462,359	1,653,616
Other losses		1,264	—
Loss from operations		**$ 113,787,802**	**$ 15,615,773**
Deferred income tax expense	15	702,327	932,283
Loss for the year		**$ 114,490,129**	**$ 16,548,056**
Other Comprehensive (Income) Loss			
Change in fair value of convertible debentures attributable to the change in credit risk	9	2,888,050	3,212,139
Deferred income tax recovery	15	(760,205)	(867,238)
Other comprehensive loss		2,127,845	2,344,901
Total comprehensive loss for the year		**$ 116,617,974**	**$ 18,892,957**

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

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

	Note	December 31, 2020	December 31, 2019
Loss attributable to:			
Shareholders of NexGen Energy Ltd.		$ 109,828,218	$ 15,531,911
Non-controlling interests in IsoEnergy Ltd.		4,661,911	1,016,145
Loss for the year		**$ 114,490,129**	**$ 16,548,056**
Total comprehensive loss attributable to:			
Shareholders of NexGen Energy Ltd.		$ 111,920,611	$ 17,876,812
Non-controlling interests in IsoEnergy Ltd.		4,697,363	1,016,145
Total comprehensive loss for the year		**$ 116,617,974**	**$ 18,892,957**
Loss per common share attributable to the Company's common shareholders			
Basic loss per common share	18	$ 0.30	$ 0.04
Diluted loss per common share	18	$ 0.30	$ 0.06
Weighted average number of common shares outstanding			
Basic	18	370,530,748	354,593,084
Diluted	18	**370,530,748**	402,676,421

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 Loss	Accumulated Deficit	Non-controlling Interests	Total
Balance as at December 31, 2018		**351,237,062**	**$ 208,711,135**	**$39,272,391**	**$ 97,675**	**$ (87,815,146)**	**$ 21,660,535**	**$ 181,926,590**
Exercise of options	10	6,783,333	6,201,760	(2,263,094)	—	—	—	3,938,666
Share-based payments	10	—	—	11,791,474	—	—	337,323	12,128,797
Issue of shares on convertible debenture interest payments	10	2,230,176	3,874,769	—	—	—	—	3,874,769
Ownership changes relating to non-controlling interests		—	—	—	—	(154,404)	3,527,393	3,372,989
Loss for the year		—	—	—	—	(15,531,911)	(1,016,145)	(16,548,056)
Other comprehensive income		—	—	—	(2,344,901)	—	—	(2,344,901)
Balance as at December 31, 2019		**360,250,571**	**$ 218,787,664**	**$48,800,771**	**$ (2,247,226)**	**$(103,501,461)**	**$ 24,509,106**	**$ 186,348,854**
Balance as at December 31, 2019		**360,250,571**	**$ 218,787,664**	**$48,800,771**	**$ (2,247,226)**	**$(103,501,461)**	**$ 24,509,106**	**$ 186,348,854**
Exercise of options	10	7,490,999	11,182,871	(4,421,000)	—	—	—	6,761,871
Share-based payments	10	—	—	10,559,454	—	—	704,429	11,263,883
Issue of shares on convertible debenture interest payments	10	1,948,348	4,737,262	—	—	—	—	4,737,262
Issue of shares for cash from private placement	10	11,611,667	20,888,500	—	—	—	—	20,888,500
Issue of shares on convertible debenture establishment fee	10	348,350	627,030	—	—	—	—	627,030
Issue of shares on convertible debenture consent fee	10	180,270	355,130	—	—	—	—	355,130
Share issuance costs		—	(625,000)	—	—	—	—	(625,000)
Ownership changes relating to non-controlling interests		—	—	—	—	1,027,912	4,484,469	5,512,381
Loss for the year		—	—	—	—	(109,828,218)	(4,661,911)	(114,490,129)
Other comprehensive loss		—	—	—	(2,092,393)	—	(35,452)	(2,127,845)
Balance as at December 31, 2020		**381,830,205**	**$ 255,953,457**	**$54,939,225**	**$ (4,339,619)**	**$(212,301,767)**	**$ 25,000,641**	**$ 119,251,937**

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

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

	December 31, 2020	December 31, 2019
Cash flows from (used in) from operating activities		
Loss for the year	$ (114,490,129)	$ (16,548,056)
Items not involving cash:		
Depreciation	2,281,419	2,383,177
Share-based payments	9,748,199	10,867,167
Non-cash costs of debenture issuance	355,130	—
Impairment of exploration and evaluation assets	0	14,354
Unrealized foreign exchange loss on cash	462,359	1,048,218
Deferred income tax expense	702,327	932,283
Mark to market loss (gain) on convertible debentures	76,492,786	(21,821,831)
Interest expense	13,371,117	11,822,910
Accretion expense	253,978	206,986
Other losses	1,264	—
Changes in non-cash working capital items:		
Amounts receivable	305,515	28,355
Prepaid expenses	54,583	(467,957)
Deposits	10,466	418,876
Accounts payable and accrued liabilities	(165,960)	(1,690,368)
	(10,616,946)	**(12,805,886)**
Cash flows used in investing activities		
Exploration and evaluation asset expenditures	(18,056,382)	(57,050,294)
Acquisition of equipment, net	(186,391)	(629,160)
	(18,242,773)	**(57,679,454)**
Cash flows from (used in) financing activities		
Exercise of options and warrants	7,421,686	3,964,800
Share issued in private placements, net of issuance costs	24,585,307	3,420,191
Issuance of convertible debentures	28,790,500	—
Payment of lease liabilities	(955,431)	(784,399)
Interest paid on convertible debentures	(8,615,859)	(8,008,642)
	51,226,203	**(1,408,050)**
Change in cash	22,366,484	(71,893,390)
Cash, beginning of year	52,117,581	125,059,189
Effect of exchange rate fluctuations on cash held	(462,359)	(1,048,218)
Cash, end of year	**$ 74,021,706**	**$ 52,117,581**

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.

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 listed on the TSX-V. As of December 31, 2020 NexGen owns 51% of IsoEnergy's outstanding common shares (December 31, 2019 – 52%).

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, 2020, the Company had an accumulated deficit of $212,301,767 and working capital of $67,684,005. 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.

During the year, the World Health Organization declared a global pandemic known as COVID-19 and governments around the world enacted measures to combat the spread of the virus. The duration and impact of the COVID-19 outbreak is not known at this time, but the risks to the Company may include, but are not limited to, delays in the previously disclosed timelines and activity levels associated with the Company's feasibility study and environmental assessment and the ability to raise funds through debt and equity markets. To date the Company's operations and ability to raise funds have not been significantly impacted. Subsequent to December 31, 2020 the Company filed a feasibility study for the Rook I Property (Note 19).

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, 2020, 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 9, 2021.

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)

During the year, the Company recast the prior year allocation of shareholders' equity between reserves, accumulated deficit and non-controlling interests to reflect the appropriate attribution of non-controlling interests arising from IsoEnergy's issuance of warrants and equity-settled share-based payment transactions.

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's non-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 for the next year. 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, 2020:

Name of Subsidiary	% Ownership as of December 31, 2020
NXE Energy Royalty Ltd.	100%
NXE Energy SW1 Ltd.	100%
NXE Energy SW3 Ltd.	100%
IsoEnergy Ltd.	51%

(c) Cash

Cash includes 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.

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.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

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) Leases

The Company 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 below.

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 contract 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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

- 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.

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.

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 the right-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.

The lease liability is measured at amortized cost 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 the right-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.

The Company has elected to apply the recognition exemption not to recognize right-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.

Impact of transition to IFRS 16

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%.

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	$ 5,534,933
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

(g) 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.

(h) 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.

(i) 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.

(j) 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 equity instruments granted, 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)

(k) 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.

(l) Loss per Share

Basic loss per share is calculated by dividing the loss 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.

(m) 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)

(n) Financial Instruments

(i) Classification

The Company classifies its financial assets in the following categories: at fair value through profit or 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	*Amortized cost*
Amounts receivable	*Amortized cost*
Accounts payable and accrued liabilities	*Amortized cost*
Convertible debentures	*FVTPL*

(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.

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.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(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.

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. Subsequent to December 31, 2020 the Company filed a feasibility study for the Rook I Project (Note 19).

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 Laroque East property, Saskatchewan that consists of 6 mineral claims constituting 3,200 hectares and includes the Hurricane Zone; (vii) and a 100% interest in the Eastern Athabasca named Evergreen Property, Saskatoon that constitutes 32,400 hectares; and (viii) 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.

5. EXPLORATION AND EVALUATION ASSETS (continued)

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, 2019	235,077	1,457,607	26,635,775	28,328,459
Additions	—	—	142,363	142,363
Balance, December 31, 2020	235,077	1,457,607	26,778,138	28,470,822
Deferred exploration costs:				
Balance, December 31, 2019	199,784,259	9,163,367	15,104,323	224,051,949
Additions:				
Drilling	—	—	2,800,964	2,800,964
General exploration	1,407,493	5,688	594,539	2,007,720
Environmental and permitting	6,725,648	—	137,083	6,862,731
Technical, engineering and design	4,158,100	—	224,620	4,382,720
Geochemistry and assays	—	—	317,508	317,508
Geological and geophysical	—	4,632	30,500	35,132
Labour and wages	2,925,395	—	1,140,615	4,066,010
Share-based payments (Note 10)	1,280,728	—	234,956	1,515,684
Travel	68,193	—	142,360	210,553
	16,565,557	10,320	5,623,145	22,199,022
Balance, December 31, 2020	216,349,816	9,173,687	20,727,468	246,250,971
Total costs, December 31, 2020	**216,584,893**	**10,631,294**	**47,505,606**	**274,721,793**

5. EXPLORATION AND EVALUATION ASSETS (continued)

	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**

6. EQUIPMENT

	Computing Equipment	Software	Field Equipment	Office, Furniture and Leasehold Improvements	Road	Total
Cost						
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 (Note 4)	—	—	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
Additions	34,680	120,670	22,964	2,135,732	—	2,314,046
Disposals	—	—	(91,659)	—	—	(91,659)
Balance at December 31, 2020	$ 451,410	$1,059,855	$ 6,822,350	$ 5,142,413	$ 2,079,395	$15,555,423
Accumulated Depreciation						
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
Depreciation	78,121	190,151	856,985	710,262	455,498	2,291,017
Disposals	—	—	(59,841)	—	—	(59,841)
Balance at December 31, 2020	$ 370,152	$ 841,442	$ 3,761,609	$ 1,420,347	$ 1,583,003	$ 7,976,553
Net book value:						
At December 31, 2019	$ 124,699	$ 287,894	$ 3,926,580	$ 2,296,596	$ 951,890	$ 7,587,659
At December 31, 2020	**$ 81,258**	**$ 218,413**	**$ 3,060,741**	**$ 3,722,066**	**$ 496,392**	**$ 7,578,870**

Office and vehicle lease right-of-use assets are included in equipment in office, furniture and leasehold improvements and field equipment respectively. As at December 31, 2020, $3,463,358 right-of-use assets were included in office, furniture and leasehold improvements (December 31, 2019 -$1,986,747) and $80,343 were included in field equipment (December 31, 2019—$230,178). During the year ended December 31, 2020, the Company recorded additions of $2,100,305 (December 31, 2019 – Nil) and depreciation of $742,272 (December 31, 2019—$609,587) related to right-of-use assets.

7. LEASES

	Year ended December 31, 2020	Year ended December 31, 2019
Balance, beginning of the year	$ 2,644,967	$ 3,222,380
Additions to lease liabilities	2,121,305	—
Termination of lease liabilities	(33,804)	—
Interest on lease liabilities	253,978	206,986
Lease payments	(955,431)	(784,399)
Balance, end of the year	$ 4,031,015	$ 2,644,967
Less: current portion	(777,586)	(558,960)
Balance, end of the year	$ 3,253,429	$ 2,086,007

7. LEASES (continued)

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 $449,987 annually related to operating costs and realty taxes of the leased office spaces. The amount is reassessed annually based on actual costs incurred.

Minimum future lease payments relating to the leased assets are as follows:

2021	1,526,829
2022	1,414,423
2023	1,373,937
2024	1,346,127
2025	1,227,448
Total	**$6,888,764**

In addition to the leased assets 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 recognize right-of-use assets and associated lease liabilities in respect to these contracts but rather to recognize lease payments associated with these leases as incurred over the lease term. Payments to drilling companies in the year ended December 31, 2020 were $2,304,575 (December 31, 2019—$16,239,540).

8. FLOW-THROUGH SHARE PREMIUM LIABILITY

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, 2020, IsoEnergy is obligated to spend $4,000,000 (December 31, 2019—$3,412,807) on eligible exploration expenditures by December 31, 2021. The flow through shares issued during the year ended December 31, 2020 were issued at a price below market value on the date of issue and therefore no flow-through share premium liability was recorded.

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

	Year ended December 31, 2020	Year ended December 31, 2019
Balance, beginning of the year	$ 227,522	$ 550,392
Liability incurred on flow-through shares issued	0	233,340
Settlement of flow-through share liability on expenditure made	(227,522)	(556,210)
Balance, end of the year	$ 0	$ 227,522

9. CONVERTIBLE DEBENTURES

	December 31, 2020	December 31, 2019
2016 Debentures (a)	$ 94,768,430	$ 61,149,632
2017 Debentures (b)	86,567,845	58,431,560
2020 Debentures (c)	31,482,817	—
IsoEnergy Debentures (d)	14,033,992	—
Convertible Debentures	**$ 226,853,084**	**$ 119,581,192**

The fair value of the Debentures increased from $119,581,192 on December 31, 2019 to $226,853,084 at December 31, 2020, resulting from the issuance of the 2020 Debentures with a fair value of $20,261,470 (US$14,550,000) at the issuance date, the issuance of the IsoEnergy Debentures with a fair value of $7,629,586 (US$5,820,000) at the issuance date and a mark to market loss of $79,380,836 for the year ended December 31, 2020. The loss for the year ended December 31, 2020 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 loss of $2,888,050 (2019—$3,212,139) and the remaining amount recognized in loss for the year of $76,492,786 (2019 – 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 increased from $61,149,632 (US$47,081,639) on December 31, 2019 to $94,768,430 (US$74,433,263) at December 31, 2020, resulting in a loss of $33,618,798 (US$27,351,624) for the year ended December 31, 2020. This loss, combined with the loss on the 2017 Debentures (see Note 9(b)), the loss on the 2020 Debentures (see Note 9(c)) and the loss on the IsoEnergy Debentures (see Note 9(d)) for the year ended December 31, 2020 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 year.

	Year Ended December 31, 2020	Year Ended December 31, 2019
Fair value of 2016 Debentures, beginning of year	$ 61,149,632	$ 72,481,375
Fair value change during the year	33,618,798	(11,331,743)
Interest expense	6,112,513	5,911,455
Interest paid	(5,762,383)	(5,566,552)
2016 Debentures and interest payable	$ 95,118,560	$ 61,494,535
Less: interest payable included in accounts payable & accrued liabilities	(350,130)	(344,903)
2016 Debentures, end of year	**$ 94,768,430**	**$ 61,149,632**

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, 2020 and December 31, 2019 are as follows:

	December 31, 2020	December 31, 2019
Volatility	38.00%	38.00%
Expected life in years	1.56 years	2.56 years
Risk free interest rate	0.20%	1.69%
Expected dividend yield	0%	0%
Credit spread	19.53%	23.96%
Underlying share price of the Company	$ 3.51	$ 1.67
Conversion exercise price	US$ 2.3261	US$ 2.3261
Exchange rate (C$:US$)	$ 0.7854	$ 0.7699

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 increased from $58,431,560 (US$44,988,882) on December 31, 2019 to $86,567,845 (US$67,992,339) at December 31, 2020, resulting in a loss of $28,136,285 (US$23,003,457) for the year ended December 31, 2020. This loss, combined with the loss on the 2016 Debentures (see Note 9(a)), the loss on the 2020 Debentures (see Note 9(c)) and the loss on the IsoEnergy Debentures (see Note 9(d)) for the year ended December 31, 2020 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 year.

	Year ended December 31, 2020	Year ended December 31, 2019
Fair value of 2017 Debentures, beginning of year	$ 58,431,560	$ 65,709,509
Fair value change during the year	28,136,285	(7,277,949)
Interest expense	6,112,513	5,911,455
Interest paid	(5,762,383)	(5,566,552)
2017 Debentures and interest payable	$ 86,917,975	$ 58,776,463
Less: interest payable included in accounts payable & accrued liabilities	(350,130)	(344,903)
2017 Debentures, end of year	**$ 86,567,845**	**$ 58,431,560**

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, 2020 and December 31, 2019 are as follows:

	December 31, 2020	December 31, 2019
Volatility	38.00%	38.00%
Expected life in years	1.56 years	2.56 years
Risk free interest rate	0.20%	1.69%
Expected dividend yield	0%	0%
Credit spread	19.53%	23.96%
Underlying share price of the Company	$ 3.51	$ 1.67
Conversion exercise price	US$ 2.6919	US$ 2.6919
Exchange rate (C$:US$)	$ 0.7854	$ 0.7699

(c) 2020 Debentures

On May 27, 2020, the Company issued US$15 million principal amount of convertible debentures (the "2020 Debentures") which were also determined to be a hybrid financial instrument comprised of the host debt contract and multiple embedded derivatives. The Company received proceeds of $20,888,500 (US$15 million) and a 3% establishment fee of $627,030 (US$450,000) was paid to the debenture holders through the issuance of 348,350 common shares and a consent fee of $355,130 was paid to the investors of the 2016 and 2017 Debentures in connection with the financing through the issuance of 180,270 common shares. The fair value of the 2020 Debentures on issuance date was determined to be $20,261,470 (US$14,550,000).

9. CONVERTIBLE DEBENTURES (continued)

The fair value of the 2020 Debentures increased from $20,261,470 (US$14,550,000) on the initial measurement date to $31,482,817 (US$24,727,314) at December 31, 2020, resulting in a loss of $11,221,347 (US$10,177,314) for the year ended December 31, 2020. This loss, combined with the loss on the 2016 Debentures (see Note 9(a)), the loss on the 2017 Debentures (see Note 9(b)) and the loss on the IsoEnergy Debentures (see Note 9(d)) for the year ended December 31, 2020 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 year.

	December 31, 2020
Fair value of 2020 Debentures on issuance	$ 20,261,470
Fair value change during the year	11,221,347
Interest expense	897,129
Interest paid	(809,595)
2020 Debentures and interest payable	$ 31,570,351
Less: interest payable included in accounts payable & accrued liabilities	(87,534)
2020 Debentures, end of year	**$ 31,482,817**

The 2020 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 2020 Debentures pricing model as at December 31, 2020 and May 27, 2020 are as follows:

	December 31, 2020	May 27, 2020
Volatility	38.00%	38.00%
Expected life in years	4.41 years	5 years
Risk free interest rate	0.74%	0.75%
Expected dividend yield	0%	0%
Credit spread	19.53%	22.31%
Underlying share price of the Company	$ 3.51	$ 1.93
Conversion exercise price	$ 2.34	$ 2.34
Exchange rate (C$:US$)	$ 0.7854	$ 0.7257

General Terms of the 2016, 2017, and 2020 Convertible Debentures

At inception, for each of the 2016 Debentures, 2017 Debentures, and 2020 Debentures (collectively, the “Convertible Debentures”), the Company made an irrevocable election 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 the 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.

The 2016 Debentures, 2017 Debentures, and 2020 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, US$2.6919, and $2.3400, respectively (the “Conversion Price”).

9. CONVERTIBLE DEBENTURES (continued)

The 2016 Debentures, 2017 Debentures, and 2020 Debentures are not redeemable by the Company prior to June 10, 2019, July 21, 2020, and May 27, 2023, respectively. On or after June 10, 2019 and July 21, 2020 and prior to July 22, 2022, the 2016 Debentures and 2017 Debentures, respectively; and on or after May 27, 2023 and prior to May 27, 2025, the 2020 Debentures, 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, July 21, 2020, and May 27, 2023 for the 2016 Debentures, 2017 Debentures, and 2020 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.

The 2016 Debentures, 2017 Debentures, and 2020 Debentures mature on July 22, 2022, July 22, 2022 and May 27, 2025, respectively.

(d) IsoEnergy Debentures

On August 18, 2020, IsoEnergy entered into an agreement with Queen's Road Capital Investment Ltd. for a US$6 million private placement of unsecured convertible debentures (the "IsoEnergy Debentures"). The IsoEnergy Debentures are convertible at the holder's option at a conversion price of $0.88 (the "IsoEnergy Conversion Price") into a maximum of 9,206,311 common shares of IsoEnergy (the "Maximum Conversion Shares"). The IsoEnergy Debentures were also determined to be a hybrid financial instrument comprised of the host debt contract and multiple embedded derivatives. IsoEnergy received gross proceeds of $7,902,000 (US$6,000,000). A 3% establishment fee of $272,414 (US$180,000) was also paid to the debenture holders through the issuance of 219,689 common shares in IsoEnergy. The fair value of the IsoEnergy Debentures on issuance date was determined to be $7,629,586 (US$5,820,000).

The fair value of the IsoEnergy Debentures increased from $7,629,586 (US$5,820,000) on the initial measurement date to $14,033,992 (US$11,005,326) at December 31, 2020, resulting in a loss of $6,404,406 (US$5,185,326) for the year ended December 31, 2020. This loss, combined with the losses on the 2016 Debentures, 2017 Debentures, and 2020 Debentures (see Notes 9(a, b, and c), for the year ended December 31, 2020 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 year.

	Year ended December 31, 2020
Fair value of IsoEnergy Debentures on issuance	$ 7,629,586
Fair value change during the year	6,404,406
Interest expense	248,962
Interest paid	(248,962)
IsoEnergy Debentures, end of year	**$ 14,033,992**

9. CONVERTIBLE DEBENTURES (continued)

The IsoEnergy 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.

	December 31, 2020	August 18, 2020
Volatility	46.00%	48.00%
Expected life in years	4.65 years	5 years
Risk free interest rate	0.79%	0.76%
Expected dividend yield	0%	0%
Credit spread	21.70%	22.80%
Underlying share price of IsoEnergy	$ 1.87	$ 1.24
Conversion exercise price	$ 0.88	$ 0.88
Exchange rate (C$:US$)	$ 0.7854	$ 0.7594

General Terms of the IsoEnergy Debentures

On any conversion of any portion of the principal amount of the IsoEnergy Debentures, if the number of common shares in IsoEnergy to be issued on such conversion, taking into account all common shares issued in respect of all prior conversions would result in the common shares to be issued exceeding the Maximum Conversion Shares, on such conversion the debenture holder shall be entitled to receive a payment (the "**Exchange Rate Fee**") equal of the number of common shares that are not issued as a result of exceeding the Maximum Conversion Shares, multiplied by the 20-day VWAP of IsoEnergy. IsoEnergy can elect to pay the Exchange Rate Fee in cash or, subject to the TSXV approval, in common shares of IsoEnergy.

The IsoEnergy Debentures carry an 8.5% coupon (the "**Interest**") over a 5-year term. The Interest is payable semi-annually with 6% payable in cash and 2.5% payable in common shares of IsoEnergy, subject to TSXV approval, at a price equal to the market price of IsoEnergy's common shares on the TSXV on the day prior to the date such Interest is due. The Interest can be reduced to 7.5% per annum on the public dissemination by IsoEnergy of an economically positive preliminary economic assessment study, at which point the cash component of the Interest will be reduced to 5% per annum.

IsoEnergy will be entitled, on or after the third anniversary of the date of issuance of the IsoEnergy Debentures, at any time the IsoEnergy 20-day VWAP on the TSXV exceeds 130% of the IsoEnergy Conversion Price, to redeem the IsoEnergy Debentures at par plus accrued and unpaid Interest.

Upon completion of a change of control (which includes in the case of the holders' right to redeem the IsoEnergy Debentures, a change in the Chief Executive Officer of IsoEnergy), the holders of the IsoEnergy Debentures or IsoEnergy may require IsoEnergy to purchase or the holders to redeem, as the case may be, any outstanding IsoEnergy Debentures in cash at: (i) on or prior to August 18, 2023, 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 of IsoEnergy, IsoEnergy may require the holders of the IsoEnergy Debentures to convert the IsoEnergy Debentures into common shares of IsoEnergy at the IsoEnergy Conversion Price provided the consideration payable upon the change of control exceeds the IsoEnergy Conversion Price and is payable in cash.

The IsoEnergy Debentures mature on August 19, 2025.

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 year ended December 31, 2020:

(a) On May 27, 2020, the Company completed a financing that consisted of a US$15 million private placement of common shares and US$15 million of the 2020 Debentures (Note 9). In connection with the financing the Company issued 11,611,667 common shares at a price of $1.80 for the private placement, 348,350 common shares at a price of $1.80 for the establishment fees of the 2020 Debentures, and 180,270 common shares at a deemed price of $1.97 for a consent fee to the investors of the 2016 and 2017 Debentures in connection with the 2020 Debenture financing.

(b) On June 8, 2020, the Company issued 1,092,142 common shares at a fair value of $2,151,520 to the Convertible Debenture holders for the share portion of the debenture interest payment.

10. SHARE CAPITAL AND RESERVES (continued)

(c) On December 10, 2020, the Company issued 856,206 common shares with a fair value of $2,585,742 to the Convertible Debenture holders for the share portion of the debenture interest payment.

For the year ended December 31, 2019:

(a) On June 7, 2019, the Company issued 1,041,304 common shares at a fair value of $2,020,130 to the Convertible Debenture holders for the share portion of the debenture interest payment.

(b) On December 9, 2019, the Company issued 1,188,872 common shares at a fair value of $1,854,639 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, 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**
Granted	9,555,000	2.54
Exercised	(7,490,999)	0.90
Expired/Forfeited	(2,208,334)	2.75
Outstanding at December 31, 2020	**36,473,162**	**$ 2.47**
Number of Options Exercisable	**27,322,378**	**$ 2.51**

10. SHARE CAPITAL AND RESERVES (continued)

As at December 31, 2020, the Company has stock options outstanding and exercisable as follows:

Number of Options	Number Exercisable	Exercise Price	Remaining Contractual Life (Years)	Expiry Date
100,000	100,000	2.39	0.25	April 2, 2021
25,000	25,000	3.39	0.25	April 2, 2021
250,000	250,000	2.69	0.44	June 8, 2021
4,125,000	4,125,000	2.65	0.48	June 23, 2021
2,700,000	2,700,000	2.24	0.96	December 15, 2021
250,000	250,000	3.11	1.31	April 22, 2022
3,550,000	3,550,000	3.39	1.95	December 14, 2022
75,000	75,000	2.39	2.28	April 13, 2023
3,750,000	3,750,000	2.85	2.44	June 8, 2023
100,000	100,000	2.66	2.47	June 20, 2023
720,482	720,482	2.49	2.64	August 21, 2023
2,741,667	2,741,667	2.41	3.00	December 31, 2023
500,000	333,333	2.27	3.22	March 21, 2024
250,000	166,667	2.22	3.24	March 27, 2024
3,725,000	2,483,335	1.92	3.45	June 12, 2024
188,679	188,679	1.59	3.63	August 16, 2024
3,867,334	2,578,222	1.59	3.98	December 24, 2024
4,625,000	1,541,666	1.80	4.45	June 12, 2025
4,930,000	1,643,327	3.24	4.95	December 11, 2025
36,473,162	**27,322,378**			

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, 2020 and December 31, 2019:

	December 31, 2020	December 31, 2019
Expected stock price volatility	61.35%	61.75%
Expected life of options	5.00 years	5.00 years
Risk free interest rate	0.44%	1.54%
Expected forfeitures	0%	0%
Expected dividend yield	0%	0%
Weighted average fair value per option granted in year	$ 1.29	$ 0.96

Share-based payments for options vested for the year ended December 31, 2020 amounted to $11,263,883 (2019 – $12,193,245) of which $9,748,199 (2019 – $10,867,167) was expensed to the statement of loss and comprehensive loss and $1,515,684 (2019— $1,326,078) 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.

11. RELATED PARTY TRANSACTIONS (continued)

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

	For the years ended	
	December 31, 2020	December 31, 2019
Short-term compensation(1)	$ 4,772,599	$ 4,041,619
Share-based payments (stock options)(2)	8,623,774	9,101,888
Consulting fees(3)	129,996	45,499
	$ 13,526,369	$ 13,189,006

(1) Short-term compensation to key management personnel for the year ended December 31, 2020 amounted to $4,772,599 (2019—$4,041,619) of which $4,122,196 (2019—$2,985,193) was expensed and included in salaries, benefits and directors' fees on the statement of loss and comprehensive loss. The remaining $650,403 (2019—$1,056,426) was capitalized to exploration and evaluation assets.

(2) Share-based payments to key management personnel for the year ended December 31, 2020 amounted to $8,623,774 (2019—$9,101,888) of which $8,450,898 (2019—$8,834,428) was expensed and $172,876 (2019—$267,460) 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, 2020 amounting to $129,996 (2019—$45,499).

As at December 31, 2020, there was $45,499 (December 31, 2019—$99,999) 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.

Management reviews its capital management approach on an on-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 year.

13. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities and the Convertible Debentures.

The fair values of the Company's cash, 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.

13. FINANCIAL INSTRUMENTS (continued)

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, 2020, 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 amounts receivable. The Company holds cash with large Canadian banks. The Company's amounts receivable consists of input tax credits receivable from the Government of Canada and interest accrued on cash. 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 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, 2020, NexGen had cash of $74,021,706 to settle accounts payable and accrued liabilities of $6,544,448.

(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 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 balances as of December 31, 2020. 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 and IsoEnergy Debentures, in an aggregate principal amount of US$141 million, carry fixed interest rates of 7.5% and 8.5% respectively and 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 includes US dollar denominated cash, US dollar accounts payable, Convertible Debentures and IsoEnergy Debentures. 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 and IsoEnergy Debentures. At maturity the US$141 million principal amount of the Convertible Debentures and IsoEnergy Debentures is due in full, and prior to maturity, at a premium upon the occurrence of certain events. The Company holds sufficient US dollars to make all cash interest payments due under the Convertible Debentures and IsoEnergy 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, 2020, the Company's US dollar net financial liabilities were US$163,516,140. Thus a 10% change in the Canadian dollar versus the US dollar exchange rates would give rise to a $20,818,875 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:

	2020	2019
Net loss for the year	$(113,787,802)	$(15,615,773)
Statutory rate	27.00%	27.00%
Expected income tax recovery	$ (30,722,706)	$ (4,216,259)
Permanent differences	1,757,674	1,350,167
Impact of flow-through shares	921,877	1,114,153
Adjustment to prior years provision versus statutory tax returns	0	165,160
Impact of loss recognized in other comprehensive income	760,208	—
Impact of loss on convertible debt	13,400,579	—
Change in unrecognized deductible temporary differences and other	14,584,695	2,519,062
Deferred income tax expense	**$ 702,327**	**$ 932,283**

The Company's income tax expense is comprised of the following:

	2020	2019
Deferred income tax expense	$702,327	$932,283
Total	**$702,327**	**$932,283**

The Company's deferred tax items recognized in OCI during the year:

	2020	2019
Change in fair value of convertible debentures attributable to the change in credit risk	$(760,205)	$(867,238)
Total	**$(760,205)**	**$(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:

	2020	2019
Exploration and evaluation assets	$ 15,371,540	$ 8,464,017
Convertible debentures	96,727	8,565,347
Non-capital losses	(14,449,613)	(16,067,850)
Share issuance costs	(248,892)	(194,576)
Equipment	(58,175)	(41,872)
Net deferred tax liabilities	**$ 711,587**	**$ 725,066**

Movement in the Company's deferred tax liability balance in the year is as follows:

	2020	2019
Opening balance	$ 725,066	$ 199,366
Recognized in income tax expense	929,842	1,488,534
Recognized in OCI/equity	(943,321)	(962,834)
Net deferred tax liability	**$ 711,587**	**$ 725,066**

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:

	2020	Expiry Date Range	2019	Expiry Date Range
Temporary Differences				
Non-capital losses available for future periods	$100,434,000	2031 to 2039	$42,080,000	2031 to 2039
Net capital losses	355,000	No expiry	355,000	No expiry
Share issuance costs	3,069,000	0	4,288,000	—
Convertible debt	0	0	4,146,000	—
Equipment	987,000	0	894,000	—
Donations	48,000	2025	894,000	—

Tax attributes are subject to review, and potential adjustment, by tax authorities.

16. NON-CONTROLLING INTERESTS

The Company had four wholly owned subsidiaries in Canada and transferred certain exploration and evaluation assets to three of its wholly owned subsidiaries (Note 1). As at December 31, 2020, NexGen held 100% ownership of the subsidiaries with the exception of IsoEnergy, where it retained 51% of IsoEnergy's outstanding common shares (December 31, 2019 – 52%) (Note 4(b)).

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.

Summarized financial information for IsoEnergy Ltd. is as follows:

	2020	2019
Cash	$14,035,000	$ 6,587,000
Other current assets	265,000	209,000
Non-current assets	53,923,000	48,208,000
Total assets	**$68,223,000**	$55,004,000
Current liabilities	305,000	650,000
Non-current liabilities	14,831,000	867,000
Total liabilities	**$15,136,000**	$ 1,517,000
Loss from operations	**$ 9,543,000**	$ 2,097,000
Loss and comprehensive loss	**$ 9,616,000**	$ 2,162,000
Net cash flow from operating activities	(2,532,000)	(1,915,000)
Net cash flow from investing activities	(5,664,000)	(4,236,000)
Net cash flow from financing activities	15,643,000	6,333,000
Net increase (decrease) in cash	**$ 7,447,000**	$ 182,000

17. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

The significant non-cash transactions during the year ended December 31, 2020 included:

a) At December 31, 2020, $5,264,334 of exploration and evaluation asset expenditures were included in accounts payable and accrued liabilities.

b) At December 31, 2020, $787,793 of interest expense related to the Convertible Debentures was included in the accounts payable and accrued liabilities. During the year the Company issued 1,948,348 shares with a fair value of $4,737,262 for the non-cash portion of the Convertible Debenture interest payments.

17. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS (continued)

c) Right-of-use lease assets of $2,100,305 and related lease liabilities of $2,121,305 recorded in the year were non-cash (Notes 4 & 7).

d) Share-based payments of $1,515,684 was included in exploration and evaluation assets (Note 5).

e) The re-allocation upon exercise of stock options from reserves to share capital was $4,421,000.

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. During the year the Company issued 2,230,176 shares with a fair value of $3,874,769 for the non-cash portion of the Convertible Debenture interest payments.

c) Right-of-use lease assets of $2,826,512 and related lease liabilities of $3,222,380 recorded in the year were non-cash (Notes 4 & 7).

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.

18. LOSS PER SHARE

Basic loss per share provides a measure of the interests of each ordinary common share in the Company's performance over the year. Diluted loss per share adjusts basic net loss per share for the effect of all dilutive potential common shares.

	2020	2019
Basic loss per share		
Loss attributable to common shareholders	$109,828,218	$ 15,531,911
Weighted average number of common shares	370,530,748	354,593,084
Basic loss per share	**$ 0.30**	**$ 0.04**
Diluted loss per share		
Loss attributable to common shareholders	$109,828,218	$ 15,531,911
Interest expense on convertible debentures	0	(11,822,910)
Mark to market gain on convertible debentures	0	21,821,831
Diluted loss attributable to common shareholders	$109,828,218	$ 25,530,832
Weighted average number of common shares	370,530,748	354,593,084
Effect on conversion of convertible debentures	0	48,083,337
Weighted average number of common shares (diluted) at December 31	370,530,748	402,676,421
Diluted loss per common share	**$ 0.30**	**$ 0.06**

19. SUBSEQUENT EVENTS

(a) Stock Options

Subsequent to December 31, 2020, 633,334 stock options were exercised for proceeds of $1,643,168 and 250,000 stock options were granted with an exercise price of $5.16 which expire on February 16, 2026.

(b) Conversion of Debentures

On February 18, 2021, the Company announced that it received notice from the 2016 and 2017 convertible debenture holders that they have elected to convert their debentures, and a portion of accrued interest, into 48,260,380 common shares of the Company.

(c) Feasibility Study

On February 22, 2021, the Company released a Feasibility Study for the Rook I Project (Note 5).

(d) Bought Deal Financing

On February 25, 2021, the Company announced an equity financing on a bought deal basis of 33,400,000 common shares of the Company at a price of $4.50 per common share (the “Offering Price”) for gross proceeds of approximately $150 million (the “Offering”). The Company has granted the Underwriters an option, exercisable at the Offering Price for a period of 30 days following the closing of the Offering, to purchase up to an additional 5,010,000 common shares to cover over-allotments, if any (the “Over-Allotment Option”). The Offering closed on March 11, 2021 and the Over-Allotment Option closed on March 16, 2021.

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 19, 2021

/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, Travis McPherson, 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 19, 2021

/s/ Travis McPherson
Name: Travis McPherson
Title: Acting – Chief Financial Officer

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, 2020, 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 19, 2021

/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, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Travis McPherson, Acting – 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 19, 2021

/s/ Travis McPherson
Travis McPherson
Acting – Chief Financial Officer

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 19, 2021, with respect to the consolidated financial statements included in this annual report on Form 40-F.

We also consent to the incorporation by reference of such report in the Registration Statement (No. 333-253512) on Form F-10 of NexGen Energy Ltd.

Very truly yours,



Chartered Professional Accountants
March 19, 2021
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 QUALIFIED PERSON

1-1760 Regent Street
Sudbury, ON P3E 3Z8
Canada

To: NexGen Energy Ltd.

In connection with the Annual Report on Form 40-F of NexGen Energy Ltd. (the "Annual Report") for the year ended December 31, 2020, I, Mark Hatton, P.Eng., hereby consent to the references in the Annual Report to my name and to the inclusion of extracts from or summaries of sections for which I am responsible in the report entitled "Arrow Deposit, Rook I Project, Saskatchewan, NI 43-101 Technical Report on Feasibility Study", with an effective date of February 22, 2021, and as amended and restated on March 10, 2021.

Dated at Sudbury, ON: 19 March 2021

/s/ Mark Hatton
Mark Hatton, P. Eng.

Stantec Consulting Ltd.
1-1760 Regent Street, Sudbury, ON Canada
T-705-566-6891

Exhibit 99.10

CONSENT OF P. O'HARA

To: NexGen Energy Ltd.

In connection with the Annual Report on Form 40-F of NexGen Energy Ltd. (the "Annual Report") for the year ended December 31, 2020, I, Paul O'Hara, P.Eng., hereby consent to the references in the Annual Report to my name and to the inclusion of extracts from or summaries of sections for which I am responsible in the report entitled "Arrow Deposit, Rook I Project, Saskatchewan, NI 43-101 Technical Report on Feasibility Study", with an effective date of February 22, 2021, and as amended and restated on March 10, 2021.

/s/ Paul O'Hara

By: Paul O'Hara
Mineral Process Engineer
Wood Canada Limited

Dated: March 19, 2021

Exhibit 99.11

To: NexGen Energy Ltd.

In connection with the Annual Report on Form 40-F of NexGen Energy Ltd. (the "**Annual Report**") for the year ended December 31, 2020, I, Mark B. Mathisen, C.P.G., hereby consent to the references in the Annual Report to my name and to the inclusion of extracts from or summaries of sections for which I am responsible in the report entitled "Arrow Deposit, Rook I Project, Saskatchewan, NI 43-101 Technical Report on Feasibility Study", with an effective date of February 22, 2021, and as amended and restated on March 10, 2021.

Dated: 19 March 2021

Signed *Mark B. Mathisen*

Mark B. Mathisen, C.P.G.