UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 40-F

(Check One)

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

or

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

For the fiscal year ended **December 31, 2017**

Commission file number **001-38072**

NexGen Energy Ltd.

(Exact name of registrant as specified in its charter)

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

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

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

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

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

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

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

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

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

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: **339,339,356 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___ 82-____ No X

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

Yes X_____No___

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

Emerging growth company X

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

Principal Documents

The following documents, filed as Exhibits 99.1, 99.2 and 99.3 to this Annual Report on 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, 2017;

(b) Management's Discussion and Analysis for the fiscal year ended December 31, 2017; and

(c) Audited Consolidated Financial Statements for the fiscal years ended December 31, 2017 and 2016. The Company's Audited Consolidated Financial Statements included in this Annual Report have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board. Therefore, they are not comparable in all respects to financial statements of United States companies that are prepared in accordance with United States generally accepted accounting principles.

RESOURCE AND RESERVES ESTIMATES

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

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

ADDITIONAL DISCLOSURE

Certifications and Disclosure Regarding Controls and Procedures.

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

(b) Disclosure Controls and Procedures. As of the end of NexGen's fiscal year ended December 31, 2017, 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. This Annual Report does not include a report of management's assessment regarding internal control over financial reporting due to a transition period established by rules of the Commission for newly public companies.

(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, 2017, no changes were made in NexGen's internal control over financial reporting that have materially affected or are reasonably likely to materially affect NexGen's internal control over financial reporting.

Notices Pursuant to Regulation BTR

None.

Audit Committee Financial Expert

NexGen's board of directors has determined that each of Trevor Thiele, Christopher McFadden and Richard Patricio, 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, 2017, 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, 2017, 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 "Liquidty and Capital Resources" in NexGen's Management's Discussion and Analysis for the years ended December 31, 2017, 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 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.

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 2, 2018.

NexGen Energy Ltd.

By: "*M. Joanna Cameron*"
Name: M. Joanna Cameron
Title: Vice President Legal &
General Counsel

EXHIBIT INDEX

Exhibit	Description
99.1	Annual Information Form for the fiscal year ended December 31, 2017
99.2	Management's Discussion and Analysis for the fiscal year ended December 31, 2017
99.3	Audited Consolidated Financial Statements for the fiscal years ended December 31, 2017 and 2016
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 Jason J. Cox
99.10	Consent of David M. Robson
99.11	Consent of Mark B. Mathisen
99.12	Consent of David A. Ross
99.13	Consent of Val Coetzee
99.14	Consent of Mark Wittrup
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase



ANNUAL INFORMATION FORM
FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2017

MARCH 2, 2018

TABLE OF CONTENTS

INTRODUCTORY NOTES	1
CORPORATE STRUCTURE	2
GENERAL DEVELOPMENT OF THE BUSINESS	2
DESCRIPTION OF THE BUSINESS	9
DETAILS OF THE ROOK I PROJECT	10
RISK FACTORS	27
DIVIDENDS	32
DESCRIPTION OF CAPITAL STRUCTURE	33
TRADING PRICE AND VOLUME	33
PRIOR SALES	34
DIRECTORS AND OFFICERS	34
AUDIT COMMITTEE DISCLOSURE	39
LEGAL PROCEEDINGS AND REGULATORY ACTIONS	40
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	40
TRANSFER AGENT AND REGISTRAR	41
MATERIAL CONTRACTS	41
INTERESTS OF EXPERTS	41
ADDITIONAL INFORMATION	41
SCHEDULE "A" – AUDIT COMMITTEE CHARTER	A-1

INTRODUCTORY NOTES

Date of Information and Currency

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, 2017, being the date of the Corporation's most recently completed financial year, unless otherwise stated.

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.

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 activities, the future interpretation of geological information, the cost and results of exploration 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 activities and economic studies are as anticipated, the price of uranium, the cost of planned exploration activities, that financing will be available if and when needed and on reasonable terms, that third party contractors, equipment, supplies and governmental and other approvals required to conduct NexGen's planned exploration activities will be available on reasonable terms and in a timely manner and that general business and economic conditions will not change in a material adverse manner. Although the assumptions made by the 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, the risk that pending assay results will not confirm previously announced preliminary results, 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, 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.

Technical Disclosure

Unless otherwise indicated, scientific and technical information in this AIF has been reviewed and approved by Garrett Ainsworth, NexGen's Vice-President, Exploration and Development, B.Sc., P. Eng., a "qualified person" for the purposes of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). Mr. Ainsworth 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. Mr. Ainsworth is not independent for the purposes of NI 43-101.

Natural gamma radiation in drill core reported in this AIF 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.

CORPORATE STRUCTURE

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 commenced trading on the TSXV under the symbol "NXE". See "*General Development of the Business – History*".

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.

Effective May 21, 2015, the Corporation amended its articles to implement a requirement for advance notice in connection with the election of directors of the Corporation.

The Corporation has three wholly-owned subsidiaries: NXE Energy Royalty Ltd., NXE Energy SW1 Ltd. and NXE Energy SW3 Ltd. (collectively, the "**Subsidiaries**"). The Corporation also holds 63.9% of the outstanding common shares of IsoEnergy Ltd. (" **IsoEnergy**") as at December 31, 2017 and as of the date hereof. Each of the Subsidiaries and IsoEnergy were incorporated (and continue to exist) under the BCBCA.

GENERAL DEVELOPMENT OF THE BUSINESS

Overview

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

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

History

Year Ended December 31, 2015

Financings

On May 26 and 28, 2015, the Corporation completed a bought deal short form prospectus offering, including exercise of the over-allotment option granted in connection therewith, and issued an aggregate of 54,602,000 common shares at a price of $0.50 per share for gross proceeds of $27,301,000. The offering was co-led by Cormark Securities Inc. and Cantor Fitzgerald Canada Corporation and included Dundee Securities Ltd. and Haywood Securities Inc.

On December 9, 2015, the Corporation completed another bought deal short form prospectus offering, including partial exercise of the over-allotment option granted in connection therewith, and issued an aggregate of 32,812,500 common shares at a price of $0.64 per share for gross proceeds of $21,000,000. The offering was co-led by Cormark Securities Inc. and TD Securities Inc. and included Cantor Fitzgerald Canada Corporation, Raymond James Ltd., Haywood Securities Inc. and BMO Nesbitt Burns Inc.

Corporate

On May 21, 2015, the Corporation's shareholders approved an advance notice policy. The advance notice policy requires that: (i) in the case of an annual meeting of shareholders, nominations for the election of directors must be submitted not less than 30 days and not more than 65 days prior to the date of the annual meeting; and (ii) in the case of a special meeting of shareholders, nominations must be made not later than the close of business on the fifteenth day following the day on which the first public announcement of the date of the meeting was made.

On June 26, 2015, the Corporation entered into a debt settlement agreement with Tigers Realm, pursuant to which the Corporation issued 1,652,029 common shares to Tigers Realm in full and final satisfaction of $1,354,664 then owing by the Corporation to Tigers Realm. The common shares issued to Tigers Realm were subject to a hold period of four months plus a day and were issued at a fair value of $0.76 per share.

On August 7, 2015, the Corporation began trading as a Tier 1 Issuer on the TSXV. On August 25, 2015, the Corporation commenced trading on the OTCQX Best Market under the symbol "NXGEF".

Exploration

In January 2015, the Corporation completed a radon-in-water geochemical survey and a ground gravity survey, both at the Rook I Project.

Also in January 2015, the Corporation commenced a 18,000 metre winter drill program at the Rook I Project, which was ultimately expanded to 21,715 metres over 54 holes. The highlight of the 2015 winter drill program was the Bow discovery under the northeast arm of Patterson lake represented by hole BO-15-10 which intersected 20% U_3O_8 over 9.5 metres.

In June 2015, NexGen commenced its third summer drill program, which concluded at 33,010 actual metres drilled over 60 holes. This summer drill program included, for the first time, the use of directional core drilling technology. Directional drilling allows for precise, controlled deviation of drill holes and for multiple branches to be drilled from one pilot hole.

The highlights of the 2015 summer drill programs were: (i) hole AR-15-49c2 which intersected 12.01% U_3O_8 over 50 metres including 18 metres at 20.55% U_3O_8 ; (ii) the identification of the A4 shear zone; and (iii) hole AR-15-62 which intersected 6.35% U_3O_8 over 124 metres including 10% U_3O_8 over 78 metres.

Year Ended December 31, 2016

Financings

On June 10, 2016, the Corporation completed a private placement of US$60 million in aggregate principal amount of unsecured convertible debentures (the "**2016 Debentures**") to shareholders or affiliates of shareholders of CEF Holdings Limited (collectively, the " **Investors**"). The 2016 Debentures were issued pursuant to a trust indenture between the Corporation and Computershare Trust Company of Canada dated June 10, 2016.

In connection with a financing completed in July 2017, which included the issue of US$60 million in aggregate principal amount of 7.5% unsecured convertible debentures (the "**2017 Debentures**" and together with the 2016 Debentures the "**Convertible Debentures**") to the Investors, the maturity date of the 2016 Debentures was changed from June 11, 2021 to July 22, 2022 to coincide with the maturity date of the 2017 Debentures and certain non-financial terms of the 2016 Debentures were revised and consolidated, including the strategic alignment provisions, into an investor rights agreement, described in detail below.

A description of the 2016 Debentures, as amended in July 2017, and the 2017 Debentures is set forth below under " *Year Ended December 31, 2017 – Financings*".

Corporate

As of July 15, 2016, the Corporation's common shares were delisted from the TSXV and commenced trading on the Toronto Stock Exchange (the "**TSX**").

Effective June 17, 2016, NexGen transferred certain of its exploration assets to the Subsidiaries (other than NXE Energy Royalty Ltd.) in exchange for common shares in the capital of those Subsidiaries. In addition, pursuant to a transfer agreement (the "**Transfer Agreement**") between IsoEnergy and NexGen, NexGen transferred to IsoEnergy 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.

As of August 15, 2016, IsoEnergy had accrued a liability of approximately $450,000 owing to NexGen, representing operational expenses financed by NexGen on behalf of IsoEnergy which was converted into 450,000 common shares at a price of $1.00 per share.

The common shares of IsoEnergy commenced trading on the TSXV on October 19, 2016 and, as of the date hereof, NexGen holds 29,450,002 common shares of IsoEnergy (representing approximately 63.9% of the outstanding common shares of IsoEnergy), of which 26,505,002 are subject to the terms of a Tier 2 value escrow agreement imposed by the TSXV and will be released in equal instalments over the ensuing 36 months.

Exploration

In January 2016, the Corporation commenced a 30,000 metre winter drill program at the Rook I Project, which was ultimately expanded by an additional 7,500 metre spring drill program. The spring drill program completed on June 25, 2016 with a total of 45,163 metres drilled and 90 completed holes having been drilled as part of the combined 2016 winter and spring drill program.

Results from the Arrow deposit for the winter/spring 2016 program are highlighted by AR-16-63c2 which intersected 15.20%U3O8over 42 m and 12.99% U_3O_8 over 46.5 m. In addition, AR-16-76c1 intersected 11.29% U_3O_8 over 67.5 m including 9.0 m at 51.35% U_3O_8 .

Step-out drilling during the program was successful and two significant new areas of mineralization were discovered. Firstly, high-grade uranium mineralization was identified in the A1 shear for the first time where scissor hole AR-16-84c1 intersected 2.13% U_3O_8 over 28.5 m including 3.99%U3O8over 11.0 m. Secondly, uranium mineralization was intersected 180 m southwest of the Arrow deposit where drill hole AR-16-90c3 intersected 8.09% U_3O_8 over 13.0 m including 10.33% U_3O_8 over 10.0 m.

The highlight of regional drilling during the winter/spring 2016 drilling program was the discovery the Cannon occurrence. It was tested with eleven drill holes, three of which intersected narrow zones of low grade uranium mineralization.

In July 2016, the Corporation commenced a 35,000 metre summer drill program at the Rook I Project, which was expanded by an additional 11,500 metres. The summer drill program completed on November 8, 2016 with a total of 51,829.5 metres drilled and 85 completed holes.

Results from the Arrow deposit for the summer 2016 program are highlighted by scissor hole AR-16-98c2 which intersected 7.59% U_3O_8 over 73.5 m including 51.40% U_3O_8 over 10.0 m. In addition, scissor hole AR-16-91c2 intersected 12.69% U_3O_8 over 40.5 m including 25.0 m at 19.97% U_3O_8 .

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

Year Ended December 31, 2017

Financings

On July 21, 2017, the Corporation completed a financing raising aggregate gross proceeds of US$110 million (the " **Financing**") consisting of a private placement of: (a) 24,146,424 common shares at a price of US$2.0707 per share, for gross proceeds of US$50 million (the "**Placement Shares**"); and (b) the 2017 Debentures (having an aggregate principal amount of US$60 million) with the Investors and in connection therewith extended the maturity date of the 2016 Debentures from June 11, 2021 to July 22, 2022 to match the maturity date of the 2017 Debentures. In addition, certain non-financial provisions of the 2016 Debentures, including in particular the strategic alignment provisions, were revised and consolidated into the investor rights agreement described below.

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

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

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

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

Upon completion, of a change of control (which includes in the case of the Investors' right to require the Corporation to redeem the Convertible Debentures, a change in the Chief Executive Officer of the Corporation), the Investors may require the Corporation to redeem, or the Corporation has the right to redeem, any outstanding Convertible Debentures in cash at: (i) on or prior to July 21, 2020 for the 2017 Debenture and on or prior to June 10, 2019 for the 2016 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 Corporation may require the Investors to convert the Convertible Debentures into common shares of the Corporation at the 2017 Conversion Price or 2016 Conversion Price, as applicable, provided the consideration payable upon the change of control exceeds the 2017 Conversion Price or 2016 Conversion Price, respectively, and is either payable in cash or is payable in property or securities which the holders of the 2017 Debentures or 2016 Debentures, as applicable, in their sole discretion, wish to receive.

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

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

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

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

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

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

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

Corporate

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

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

Exploration

On January 23, 2017, the Corporation commenced a 35,000 metre winter drill program, using seven rigs. The winter drill program was completed on May 2, 2017 with a total of 40,768.5 metres drilled and 64 completed holes.

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

On March 6, 2017, the Corporation announced the following updated mineral resource estimate on the Rook I Project having an effective date of December 20, 2016:

Structure	Tonnage (tonnes)	Grade (U308%)	Metal U308 (U308 lbs)
Indicated Mineral Resources			
A2 High Grade	**400,000**	**18.84**	**164,900,000**
A2	790,000	0.84	14,500,000
Total	**1,180,000**	**6.88**	**179,500,000**
Inferred Mineral Resources			
A1	860,000	0.76	14,300,000
A2 High Grade	**30,000**	**12.72**	**8,600,000**
A2	1,100,000	0.76	18,500,000
A3 High Grade	**150,000**	**8.74**	**28,200,000**
A3	1,460,000	1.16	37,300,000
A4	550,000	1.07	12,900,000
180 m SW	110,000	0.94	2,300,000
Total	**4,250,000**	**1.30**	**122,100,000**

Notes:

1. CIM Definition Standards were followed for mineral resources.
2. Mineral resources are reported at a cut-off grade of 0.25% U_3O_8 based on a long-term price of US$65 per lb U_3O_8 and estimated costs.
3. A minimum mining width of 1.0 m was used.
4. Numbers may not add due to rounding.

On July 12, 2017, the Corporation commenced a 25,000 metre summer drill program using seven rigs which was subsequently expanded to 40,000 metres using eight rigs.

On July 31, 2017, the Corporation announced the results of a preliminary economic assessment (" **PEA**") in respect of the Arrow deposit which was based on the updated mineral resource estimate set forth above.

PEA Financial Highlights	
After-Tax Net Present Value ($NPV_{8\%}$)	**CAD $3.49 Billion**
After-Tax Internal Rate of Return (IRR)	**56.7%**
After-Tax Cash Payback	**1.1 Years**
Pre-production Capital Costs (CAPEX)	**CAD $1.19 Billion**
Average Annual Production (Years 1-5)	**27.6 M lbs U_3O_8**
Average Annual Production (Life of Mine)	**18.5 M lbs U_3O_8**
Mine Life	**14.4 Years**
Average Unit Operating Cost (Years 1-5)	**CAD $5.53 (US $4.42)/lb U_3O_8**
Average Unit Operating Cost (Life of Mine)	**CAD $8.37 (US $6.70)/lb U_3O_8**
Uranium Price Assumption	**USD $50/lb U_3O_8**
Saskatchewan Royalties (Life of Mine)	**CAD $2.98 Billion**

Note: Exchange rate CAD$1 = USD$0.80.

The PEA is preliminary in nature and includes inferred mineral resources that are too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. There is no certainty that PEA results will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

The summer drill program was completed on November 6, 2017 with a total of 44,780.9 metres drilled and 82 completed holes. Highlights of the 2017 summer drill program included the (i) continued confirmation of grade continuity in the A1, A2 and A3 shears with in-fill drilling; (ii) intersection of mineralization in step-out drilling immediately adjacent to the Arrow deposit; (iii) discovery off a new zone of "off-scale" radioactivity at South Arrow defined by the occurrence of narrow massive pitchblende veining; and (iv) the execution of a pre-feasibility level geotechnical drilling program.

Recent Developments

On January 29, 2018, the Corporation commenced a 25,000 metre winter drill program using eight drill rigs. The objectives of this drill program are to (i) expand the A3 high grade zone definition, targeting the large untested areas surrounding the A1 to A5 shears and potential extensions of the shears particularly to the north east, and further define the newly discovered high grade mineralization northwest of the A1 shear at the Arrow deposit; and (ii) define the extent of uranium mineralization in all directions at South Arrow.

DESCRIPTION OF THE BUSINESS

General

The principal business activity of the Corporation has been, and continues to be, the exploration of its portfolio of early stage uranium properties, principally the Rook I Project, located in the Athabasca Basin of Saskatchewan.

The Corporation's strategic objective is to continue exploration of its Rook I Project and complete a pre-feasibility study thereon in 2018.

Principal Products

The Corporation is in the mineral exploration 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 the properties will reach the development stage and if so, what the estimated costs would be to reach commercial production.

Competitive Conditions

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, 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 activities are subject to various levels of federal and provincial laws and regulations relating to the protection of the environment. Due to the early 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, 2017, the Corporation had 24 employees. The operations of the Corporation are managed by its directors and officers. NexGen engages consultants from time to time in the areas of mineral exploration, geology and business negotiations and management. See "*Risk Factors – Reliance upon Key Management and Other Personnel".*

Specialized Skill and Knowledge

The Corporation's business requires specialized skill and knowledge in the areas of geology, mineral

exploration, business negotiations, accounting and management. To date, the Corporation has been able to locate and retain such employees and consultants and believes it will continue to be able to do so. See "*Risk Factors – Reliance upon Key Management and Other Personnel* " below.

Foreign Operations

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

DETAILS OF THE ROOK I PROJECT

The following disclosure relating to the Rook I Project is based on information derived from the technical report entitled "Technical Report on the Preliminary Economic Assessment of the Arrow Deposit, Rook I Property, Province of Saskatchewan, Canada" dated effective July 31, 2017 (the "**Rook I Technical Report** ") prepared by Jason J. Cox P.Eng, David M. Robson (P.Eng., M.B.A.), Mark B. Mathisen (C.P.G.), David A. Ross (P.Geo of Roscoe Postle Associates Inc.), Val Coetzee (M.Eng. and Pr.Eng of DRA Americas Inc.) and Mark Wittrup (M.Sc., P.Eng. and P.Geo. of Clifton Associates Ltd.), each of whom is a "qualified person" under NI 43-101. The Rook I Technical Report is available for review under the Corporation's profile on SEDAR at www.sedar.com. All scientific and technical information in this summary has been reviewed and approved by Messrs. Cox, Robson, Mathisen, Ross, Coetzee and Wittrup.

Project Description, Location and Access

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

Rook I Project is best accessed by all-weather gravel Highway 955, which travels north-south approximately eight (8) kilometres west of the Arrow deposit and which is maintained year round. From Highway 955 a 13 kilometre long all-weather, single lane road provides access to the western portion of the Rook I Project. There are also several passable four-wheel drive roads and trails that provide access to much of the Rook I Project. Fixed wing aircraft on floats can land on lakes on and near the Rook I Project. Remote parts of the Rook I Project can be accessed by helicopter.

The Rook I Project consists of 32 contiguous mineral dispositions (claims) totalling 35,065 hectares. The Arrow deposit is situated on claim S-113927. The mineral dispositions that make up the Rook I Project are in good standing until between May 13, 2019 and June 13, 2038. In order to keep the dispositions in good standing, the claim holder must undertake prescribed minimum exploration work on a yearly basis. The current requirement for the Rook I dispositions is either $15 or $25 per hectare per year, with the higher amount owing in respect of claims that have been in existence in excess of 10 years.

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

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

The authors of the Rook I Technical Report are not aware of any significant factors or risks which might affect access, title, or the right or ability to perform work on the Rook I Project including environmental liabilities.

History

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

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

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

Also, from 1980 to 1982, SMDC drilled 13 holes, on what is now S-113933. PAT-04 intersected weak uranium mineralization (171 parts per million of uranium (ppm U) over 1 metre) in highly altered basement rocks just below the unconformity at 97 metres. Drill hole PAT-13 intersected 64 ppm U_3O_8 over a nine (9) metre interval just below the unconformity from 110 metres to 119 metres. The mineralization and alteration were reported to be similar to that seen at unconformity associated uranium deposits in the Athabasca Basin.

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

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

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

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

Geological Setting, Mineralization and Deposit Types

Regional Geological Setting

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

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

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

Local and Property Geology

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

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

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

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

Mineralization

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

Arrow Deposit

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

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

The mineralization in the Arrow deposit is sub-vertical and true width is estimated to be between 30% and 50% of reported core lengths based on currently available information.

Harpoon Occurrence

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

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

Bow Occurrence

The Bow occurrence is located 3.5 km northeast of the Arrow deposit. The uranium values occurred at or just below the unconformity in fractured, slickensided, and sometimes brecciated sandstone and basement quartz-feldspar-biotite +/- graphite paragneisses with compositions ranging from psammitic to pelitic. Quartzite was also noted in several holes. Basement rocks are described as strongly bleached and clay altered.

Cannon Occurrence

The Cannon occurrence is located 1.3 km northeast of the Arrow deposit. Three of eleven holes drilled in the area encountered low-grade uranium mineralization over narrow intervals in basement lithologies. The best hole, CN-16-06, intersected 0.06% U_3O_8 over 1.0 m beginning 256.0 m down hole. Basement lithologies present at the Cannon occurrence area largely consist of semi-pelitic gneiss, pelitic gneiss, quartzite and orthogneiss, with relatively narrow intervals of chloritic and graphitic mylonite, the latter of which host the low-grade uranium mineralization discovered to date.

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

Camp East Occurrence

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

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

Area A Occurrence

In 2013, drill hole RK-13-05 intersected 330 ppm U3O8 over 4.0 m approximately 3.5 km southwest from where the Arrow deposit would later be discovered. In this Area A, visible pitchblende was identified within a strongly hematite altered breccia. The mineralization occurs within a 29 m wide shear zone marked by faults, fractures, a variety of veins, and breccias. The host rocks are garnetiferous quartz-plagioclase-biotite gneiss with minor graphite.

South Arrow Occurrence

In July 2017, drill hole AR-17-151c1 intersected strong visible pitchblende mineralization on an Arrow-parallel structure located approximately 400 m south of the Arrow deposit Mineral Resource domains. Mineralization at South Arrow occurs mainly as disseminated and narrow veins of massive pitchblende. It is hosted in heavily silicified intrusive and semi-pelitic gneissic lithologies. In addition, the mineralization occurs in close association with a graphitic-chloritic mylonite and hydrothermal quartz breccia, both of which represent distinct marker horizons.

This new resistivity anomaly, named the South Arrow anomaly, has strikingly similar characteristics to the Arrow deposit anomaly. It has now been tested in four holes, two of which have intersected narrow zones of strong visible pitchblende mineralization, and all of which intersected extensive zones of hydrothermal alteration. Preliminary interpretations from structural measurements collected from oriented drill core suggest that the South Arrow mineralized bodies dip steeply towards the southeast.

Deposit Types

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

Unconformity-associated uranium deposits of the Athabasca Basin typically display extensive hydrothermal alteration halos, especially in the sandstones above major deposits where relatively higher porosity/permeability allowed for increased fluid flux. Where mineralization is basement hosted, alteration is typically confined to structures in the basement. Chlorite, hematite, dravite, sudoite, illite, kaolinite, and dickite are often, but not always, key alteration phases associated with mineralization. Silicification and desilicification of sandstones is also empirically associated with mineralization at many deposits, especially those located at the unconformity and in the sandstone.

Exploration

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

Ground Geophysical Surveys

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

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

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

Airborne Geophysical Surveys

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

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

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

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

Ground Radiometric/Boulder Prospecting

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

Radon-In Water

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

Drilling

As of July 31, 2017, the effective date of the Rook I Technical Report, NexGen and its predecessors have completed 456 holes totalling 227,184 m of drilling on the Rook I Property. From 2013, NexGen has completed 418 of those holes totalling 221,845 m. However, the preliminary economic assessment set forth below is based upon drilling completed to November 2016.

Fall 2013 Drilling

From August to October of 2013 NexGen completed 3,029 metres of diamond drilling over 13 holes. The contractor was Guardian Drilling Corp. who utilized two rigs, supported by helicopter for most of the drill campaign. All holes tested targets identified by the 2013 ground DC Resistivity survey. Anomalous radioactivity was intersected in RK-13-05 which returned 330 ppm U_3O_8 over four metres. Visible pitchblende was identified within a strongly hematite-altered breccia. The mineralization occurs within a 29 m wide shear zone marked by faults, fractures, a variety of veins, and breccias. The host rocks are garnetiferous quartz-plagioclase-biotite gneiss with minor graphite.

Winter 2014 Drilling

From January to March 2014, NexGen completed 7,442.2 metres of diamond drilling over 17 drill holes. All drilling was completed by Aggressive Drilling Ltd. ("**Aggressive**"). The purpose of the drill program was to follow-up previously intersected uranium mineralization in RK-13-05, as well as test a combination of airborne magnetic and EM, and ground gravity geophysical anomalies that were considered as priority targets for uranium mineralization.

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

Summer 2014 Drilling

A total of 35 diamond drill holes were drilled for 18,886 metres on the Rook I Project from May to September 2014 using three diamond drill rigs. All diamond drilling was performed by Aggressive. The drill holes were primarily collared to follow up on uranium mineralization intersected at the Arrow zone in the winter of 2014. In addition, Regional holes tested a combination of magnetic, electromagnetic, and gravity geophysical features at four target areas on Rook I that included Area A, Area B, Area D (Dagger) and Area K.

The program was successful and extensive uranium mineralization was intersected at the Arrow deposit in several holes including AR-14-15 (3.42% U3O8 over 22.35 m and 1.52% U3O8 over 32.0 m) and AR-14-30 (10.17% U3O8 over 20.0 m and 7.54% U3O8 over 63.5 m). A reinterpretation of the structural setting also resulted in the identification of three main mineralized shear zones, the A1 through A3 shears. Both AR-14-15 and AR-14-30 represent the first holes drilled through what would become known as the high grade domain of the A2 shear.

Winter 2015 Drilling

A total of 54 diamond drill holes were drilled for 21,715 metres on the Rook I Project area from January to April 2015 with four drill rigs. All drilling was performed by Aggressive. The drill holes were primarily designed to expand the mineralization at the Arrow deposit. Regional holes continued to test a combination of magnetic, EM, and gravity targets at the Bow and Fury areas. Results are highlighted by AR-15-44b, which intersected 11.55% U3O8 over 56.5 metres including 20.0 metres at 20.68% U3O8 and 1.0 metres at 70.0% U3O8 in the high grade domain of the A2 shear.

A new zone of uranium mineralization was also discovered in the Bow area. Now referred to as the Bow occurrence, the best hole in this area to date has been BO-15-10. This hole intersected 0.20% U3O8 over 9.5 m. To date, 14 holes have been drilled at Bow.

Summer 2015 Drilling

Between June and October 2015, 33,010 metres of drilling was completed in 60 drill holes. All diamond drilling was performed by Aggressive. For the first time at the Rook I Project, directional core drilling technology was utilized which allows for precise controlled deviation of drill holes and multiple branches drilled from one pilot hole. Directional drilling is being completed by Tech Directional Services Ltd. ("**Tech**") of Millertown, Newfoundland.

The drill holes were primarily designed to follow up on uranium mineralization intersected at the Arrow zone in consecutive seasons since the winter of 2014. All holes at Arrow intersected significant and often intense uranium mineralization. Results are highlighted by AR-15-62 which intersected 6.35% U3O8 over 124.0 metres including 78.0 metres at 10% U3O8 and AR-15-49c2 which intersected 12.01% U3O8 over 50.0 metres including 18.0 metres at 20.55% U3O8.

Winter and Spring 2016 Drilling

From January to June, 2016, 45,613 metres of drilling was completed in 90 drill holes on the Rook I Property. All diamond drilling was performed by Aggressive with up to six diamond drill rigs. Directional core drilling technology continued to be used to delineate and expand the Arrow deposit. During the winter/spring 2016 drill program a maiden Inferred Mineral Resource estimate for the Arrow Deposit was announced.

Drill holes of the winter/spring 2016 program were primarily designed to both in-fill the Arrow deposit in support of an Indicated resource classification in the A2 high grade domain as well materially expand the footprint of mineralization in support of an expanded Inferred Mineral Resource. Before the winter/spring 2016 program, drilling at Arrow was largely completed from northwest to southeast. During this program, and in order to verify the near vertical dip of the mineralization, seven in-fill holes were drilled in a scissor direction from southeast to northwest. Scissor oriented drilling has verified both the near vertical dip of the mineralization and the thicknesses of the Arrow deposit resource domains. Results from the Arrow deposit for the winter/spring 2016 program are highlighted by AR-16-63c2 which intersected 15.20% U3O8 over 42 m and 12.99% U3O8 over 46.5 m. In addition, AR-16-76c1 intersected 11.29% U3O8 over 67.5 m including 9.0 m at 51.35% U3O8.

Step-out drilling at the Arrow Deposit during the program was successful and two significant new areas of mineralization were discovered. Firstly, high-grade uranium mineralization was identified in the A1 shear for the first time where scissor hole AR-16-84c1 intersected 2.13% U3O8 over 28.5 m including 3.99% U3O8 over 11.0 m. Secondly, uranium mineralization was intersected 180 m southwest of the Arrow Deposit where drill hole AR-16-90c3 intersected 8.09% U3O8 over 13.0 m including 10.33% U3O8 over 10.0 m. Mineralization in this area occurs in the likely extensions of the Arrow shears.

The highlight of regional drilling during the winter/spring 2016 drilling program was the discovery the Cannon occurrence. It was tested with eleven drill holes, three of which intersected narrow zones of low grade uranium mineralization. The best hole, CN-16-06 intersected 0.06% U3O8 over 1.0 m.

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

Summer 2016 Drilling

From June to November, 2016, 51,830 m of drilling were completed in 85 drill holes on the Rook I property. All diamond drilling was performed by Aggressive with seven diamond drill rigs. Directional core drilling technology continued to be used to delineate and expand the Arrow deposit.

Drill holes of the summer 2016 program were primarily designed to both in-fill the Arrow deposit in support of an Indicated resource classification in the A2 high grade domain as well as materially expand the footprint of mineralization in support of an expanded Inferred Mineral Resource. During the program, 35 of the 53 holes drilled at the Arrow deposit were drilled in a scissor orientation from southeast to northwest. Scissor oriented drilling again verified both the near vertical dip of the mineralization and the thicknesses of the Arrow deposit resource domains. Results from the Arrow deposit for the summer 2016 program are highlighted by scissor hole AR-16-98c2 which intersected 7.59% U3O8 over 73.5 m including 51.40% U3O8 over 10.0 m. In addition, scissor hole AR-16-91c2 intersected 12.69% U3O8 over 40.5 m including 25.0 m at 19.97% U3O8.

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

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

Sampling, Analysis and Data Verification

Sample Preparation and Quality Control Measures Before Dispatch

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

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

Logging and sampling information is entered into a Microsoft Access database template on a laptop computer which is integrated into the master digital database for the Rook I Project on a daily basis.

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

Three types of samples are collected for geochemical analysis: (i) point samples taken at nominal spacing of five metres and meant to be representative of the interval or of a particular rock unit; (ii) composite samples in Athabasca sandstone where one centimetre long pieces are taken at the end of each core box row over 10 m intervals (five to seven pieces normally for a sample); and (iii) 0.5 m and 1.0 m samples taken over intervals of elevated radioactivity and one or two metres beyond the radioactivity.

Security

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

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

Assaying and Analytical Procedures

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

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

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

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

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

Quality Control Measures

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

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

SRMs are also regularly inserted into the sample stream. All SRMs were obtained from the Canadian Centre for Mineral and Energy Technology and include BL2-A (0.502 +/- 0.002 % U3O8), BL-4a (0.1472 +/- 0.008 % U3O8), and BL-5 (8.36 +/- 0.04 % U3O8). The SRM selected is based on scintillometer measurements. SRMs are inserted into the sample every 50 mineralized samples and at least one SRM is inserted for each mineralized drill hole.

Blank samples are inserted into the sample stream for every 50 mineralized samples. At least one blank sample is inserted into the sample stream for each mineralized drill hole. In many cases, and at the discretion of the geologist logging the hole, blanks are also inserted immediately above, randomly within, and below zones of significant mineralization. Blank material samples consist of pieces of rose quartz obtained from Deptuck's Landscaping & Supplies of Saskatoon, Saskatchewan.

Quality control was also maintained for all analytical apparatus at SRC with certified reference material used to track analytical drift, and data accuracy and precision. Standards were inserted into sample batches at regular intervals by SRC. In addition, samples were regularly analysed in duplicate.

Data Verification

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

Mineral Processing and Metallurgical Testing

A test work campaign was conducted in 2016 by the Saskatchewan Research Council. A total of 131 samples were equally split into subsamples and composited to produce a single 55 kg sample with a measured head grade of 4.5% U_3O_8, 0.21% Mo, and 0.81 g/t Au. The sample was then split into one kilogram subsample required for the respective tests which formed part of the campaign. Uraninite is the primary uranium mineral.

The scope of the campaign encompassed the following high level test work:

- Comminution: Sample characterization, bond ball mill index tests
- Acidic leach: Diagnostic tests considering grind size, lixiviant addition rate, temperature, residence time, pH and oxidant type
- Solid-liquid separation: Settling tests including flocculant screening
- Solvent extraction: Bulk loading
- Product precipitation: Ammonium diuranate precipitation
- Mo/Cu flotation: Sulphide float

Based on the preliminary test work completed on a high grade sample, a 96% overall recovery of uranium was selected as being similar to benchmark recoveries of similar operations in the region. Further, based on preliminary results, deleterious element concentrations appear to be low, and the resulting small yellowcake sample prepared during the test work met ASTM C967-13[2] (international standard for uranium concentrate) criteria.

Mineral Resource Estimate

The mineral resource estimate for the Arrow deposit is based on results of surface diamond drilling campaigns from 2014 to 2016. The effective date of the mineral resource estimate is December 20, 2016. Of the 220 holes completed, 13 drill holes were abandoned before reaching their target depth, are considered restarts, and were not used in the mineral resource estimate.

Structure	Tonnage (tonnes)	Grade (U308%)	Metal (U3O8 lbs)
Indicated Mineral Resources			
A2 High Grade	**400,000**	**18.84**	**164,900,000**
A2	790,000	0.84	14,500,000
Indicated Total	**1,180,000**	**6.88**	**179,500,000**
Inferred Mineral Resources			
A1	860,000	0.76	14,300,000
A2 High Grade	**30,000**	**12.72**	**8,600,000**
A2	1,100,000	0.76	18,500,000
A3 High Grade	**150,000**	**8.74**	**28,200,000**
A3	1,460,000	1.16	37,300,000
A4	550,000	1.07	12,900,000
180 m. SW	110,000	0.94	2,300,000
Inferred Total	**4,250,000**	**1.30**	**122,100,000**

Notes:

1. CIM Definition Standards were followed for mineral resources.
2. Mineral resources are reported at a cut-off grade of 0.25% U_3O_8 based on a long-term price of US$65 per lb U3O8 and estimated costs.
3. A minimum mining width of 1.0 m was used.
4. Numbers may not add due to rounding.

Uranium mineralization at Arrow occurs within and proximal to structural basement rocks (graphitic mylonites) that show varying degrees of clay, chlorite, and hematite alteration. Structures have been reactivated, and five main parallel structural shear zones (namely the A1, A2, A3, A4 and A5 shears) have been identified, with the A2 and A3 shears hosting higher grade, thicker and more continuous mineralization than the others, as defined by current drilling. Mineralization consists predominantly of uraninite/pitchblende that occurs as massive to semi-massive accumulations, foliation controlled, mineral replacements, and disseminations. A continuous zone of higher grade mineralization in the A2 and A3 shear zones is known as the higher grade A2 sub-zone (A2 HG) and A3 sub-zone (A3-HG).

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

- Topographical surfaces, solids and mineralized wireframes were modelled in Leapfrog Geo version 4.0 then refined in Vulcan software.
- Extension distance for the mineralized wireframes was half-way to the next hole, or approximately 25 m vertically and horizontally past the last drill intercept.
- Non-high grade ("**LG**") domain models were created using a lower grade intercept limit equal to or greater than one metre with a minimum grade-thickness product of 0.1%m, or 2 m at 0.05%.
- High grade ("**HG**") domain models were created using a grade intercepts limit equal to or greater than one metre with a minimum grade of 5% U_3O_8.
- Sample intervals with assay results less than the nominated cut-off grade (internal dilution) were included within the mineralized wireframes if the core length was less than two metres or allowed for modelling of grade continuity.
- In total 102 wireframes, of which seven high-grade wireframes were contained within four enveloping wireframes, were constructed within the A1, A2, A3, A4 shear zones and were used in the resource estimate.
- The deposit as defined in the mineral resource estimate is comprised of several stacked lenses within a 290 m wide zone with an overall strike length of 885 m. The individual domains or lenses vary in thickness from 4 m to 25 m.
- The mineralization wireframe models were used to code the drill hole database and to identify samples within the mineralized wireframes. These samples were extracted from the database on a group-by-group basis, subjected to statistical analyses for their respective domains, and then analyzed by means of histograms and probability plots. A total of 18,681 samples were contained within the mineralized wireframes.
- Very high grade outliers were capped at 40% U_3O_8 within the A3 HG domain and 6%, 8%, 10%, 20%, and 25% U_3O_8 in the other domains, resulting in a total of 154 capped assay values. No capping was applied to assays in the A2-HG domain.
- Composites were created from the capped, raw assay values using the downhole compositing function of the Vulcan modelling software package. The composite lengths used during interpolation were chosen considering the predominant sampling length, the minimum mining width, style of mineralization, and continuity of grade.
- Sample lengths range from 15 cm to 3.0 m within the wireframe models, with 83% of the samples taken at 0.5 m intervals.
- Given this distribution, and considering the width of the mineralization, it was decided to composite to one metre lengths.
- Assays within the wireframe domains were composited starting at the first mineralized wireframe boundary from the collar and resetting at each new wireframe boundary. Assays were capped prior to compositing. Composites less than 0.5 m, located at the bottom of the mineralized intercept, were excluded from the composite database.

- Downhole, omni-directional, and directional correlograms were generated using the one-metre U_3O_8 composite values located within the A2-HG mineralized domains.
- The correlograms were used to support search ellipsoid anisotropy, linear trends observed in the data, and Mineral Resource classification decisions. The downhole correlogram suggests a relative nugget effect of approximately 10%.
- Long range directional correlograms were focused in the primary plane of mineralization, which commonly strikes northeast and dips steeply to the southeast. Most ranges were interpreted to be 20 m to 40 m. Ranges for the HG domain also varied from 15 m to 30 m.
- To aid in the evaluation of grade continuity, trend analysis, and classification, a series of total grade x thickness contours for selected individual wireframe were generated.
- Bulk density was determined with specific gravity measurements on drill core using the water immersion method according to the Archimedes principle, after the core has been sealed and shrink wrapped in cellophane.
- A total of 5,344 bulk density measurements have been collected on drill core samples from the main mineralized zones to represent local major lithologic units, mineralization styles, and alteration types.
- Densities were interpolated into the block model to convert mineralized volumes to tonnage, and were also used to weight the uranium grades interpolated into each block.
- Leapfrog wireframes were imported into Vulcan modelling software version 10.1 to estimate resources.
- A sub-block block model was created using a parent block size of 4 m (along strike) by 4 m (across strike) by 4 m (bench height) and sub-blocks that measured 1 m (along strike) by 1 m (across strike) by 1 m (bench height) resulting in a total of 10,808,766 blocks.
- The interpolation strategy involved setting up search parameters in a series of three estimation runs for each individual domain. Search ellipse dimensions were chosen following a review of drill hole spacing and interpolation efficiency.
- First, second, and third pass search ellipses maintained a 5:5:1 anisotropic ratio. Search ellipses were oriented with the major axis oriented at parallel to the dominant northeasterly trend of the domains. The semi-major axis was oriented horizontally, normal to the major axis (across strike), and the minor axis was oriented with a plunge range of 0° to -53° and dip ranging from -76° to - 90°.
- In order to reduce the influence of very high grade composites, grades greater than a designated threshold level for the A3-HG and other domains were restricted to a search ellipse dimension of 25 m by 25 m by 5 m (high yield restriction). The threshold grade levels of 15% for the A3-HG domains (8 and 9) and 5% and 10% for the other domains were chosen from the basic statistics and from visual inspection of the apparent continuity of very high grades within each domain, which indicated the need to limit their influence to approximately half the distance of the main search.
- A potential underground mining cut-off grade was determined using assumptions based on historical and known operating costs for mines operating in the Athabasca Basin and based on assumptions for process plant recovery, total operating cost, and incremental component of operating cost.
- The estimated cut-off grade of 0.25% U_3O_8 is in line with the cut-off grade of 0.25% at Cameco's Rabbit Lake mine, which is basement hosted mineralization similar geologically to Arrow.

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

Mining Operations

As set forth in the Rook I Technical Report, the PEA contemplates primarily underground mining. Access to the underground will be via a main shaft, with a second shaft, developed to approximately the same depth and used for return air. A third shaft will be excavated for the delivery of fresh air and to act as an alternate egress. It is assumed that artificial ground freezing would be implemented prior to any excavation below the groundwater table. A mine life of 15 years ("**LOM**") is estimated.

The mining method for the underground will be a combination of transverse and longitudinal longhole open stoping with paste backfill. Transverse mining will be used in areas where the thickness of mineralization from footwall to hanging wall exceeds geotechnical stope dimension guidance or where stopes are in higher grade mineralization and developing the stope perpendicular to the vein will reduce radiation exposure. Underground stopes are planned on 30 m sub-levels. Stope lengths are 15 m in strike and have a variable width (hangingwall to footwall), typically from two to ten metres, with a maximum width of 20 m and an average width of approximately four to five metres.

In general, mining will target high grade horizons early in the mine life, with separate access for the footwall and hanging wall zones to allow flexibility in sequencing.

The amenability of the mineral resource to the proposed mining method was based on geotechnical analysis (including rock quality designation, intact rock strength and geotechnical domains) and available information regarding the hydrogeology of the project. Stope dimensions were analyzed using the stability graph method.

Processing and Recovery Operations

The process plant is envisaged as a conventional uranium processing facility. The conceptual mill design will have a nominal feed rate of 511,000 tonnes per annum and will have the capacity to produce approximately 29 million pounds per year of U_3O_8. The mill will have an estimated U_3O_8 recovery of 96%.

The major components of the process plant are the following:

- Crushing, Milling and Classification
- Acidic Leaching
- Counter Current Decantation
- Tailings Neutralization, Filtration, and Disposal
- Pregnant Leach Solution Clarification
- Solvent Extraction
- Molybdenum Removal
- Ammonium Diuranate Precipitation
- Product Drying and Packaging

A preliminary plant arrangement has been prepared, however, some modifications, revisions and optimizations to the process plant layout are possible.

Infrastructure, Permitting, and Compliance Activities

Project Infrastructure

Rook I Project infrastructure will consist of:

- Access Road: The Rook I Project is accessible from Highway 955 via a 15 km road. This road can be utilized for both construction and operation of the mine, with minimal improvements. In addition, a series of roads will be constructed to connect various aspects of the operation together.

- Power Supply: A 14 MW diesel power generating station is planned for the property, designed for an “n+2” redundancy configuration. A power grid will be established on site to distribute the power to the underground mine, process plant, camp, and ancillary buildings.
- Propane: Liquefied propane gas (“ **LPG**”) will primarily be used in the process plant.
- Fuel Storage: In addition to LPG, the site will require diesel for several applications, as well as small amounts of gasoline for light-duty vehicles on surface.
- Explosives: An explosives storage area is planned for the Rook I Project, and will be located in an area that is a suitable distance away from other buildings and offices.
- Surface Buildings: Multiple surface buildings will be constructed including a maintenance shop primarily for surface support equipment, with a separate underground maintenance shop to service underground mobile equipment, a permanent camp to house 290 people on a fly-in, fly- out rotation; a process building to house the grinding, leaching, CCD, SX, and drying and packaging areas; and a dry facility, warehousing, and administration building.
- Airstrip: An airstrip will be constructed at the Rook I Project, and will function as the primary mechanism for moving people to and from the work site.
- Water Systems: The Rook I Project will have several water service systems, including a potable water plant, fire water system, fresh water system, catchment and pumping systems, a central water storage system and an effluent discharge treatment system.
- Miscellaneous Services: Allowances were made for a site-wide communications system, domestic waste disposal system, security system and other ancillary services.
- Waste Rock and Overburden Dumps and Stockpiles. A waste rock pad will be constructed in the vicinity of the production shaft.
- UGTMF: All of the tailings generated from the process plant will be filtered in preparation for use as cemented paste fill, with the excess stored underground. Purpose-built underground excavation chambers are planned to store the excess cemented paste generated from tailings.

Environmental, Permitting and Social or Community Factors

The authors of the Rook I Technical Report conducted a review of the Corporation’s licensing, permitting and environmental requirements and practices for conceptual development of the Rook I Project and made the following recommendations and conclusions:

- The use of underground tailings disposal will help create a relatively small surface footprint and will make decommissioning and abandonment relatively straightforward, thereby minimizing long term environmental liabilities.
- The mine should be designed to maximize water re-use, minimize the need for freshwater, and discharge treated water of high quality.
- The rate limiting step to production is the Canadian Nuclear Safety Commission’s licensing processes in order to gain a Licence to Operate.
- Additional local community engagement with La Loche, Buffalo Narrows, the Clearwater River Dene Nation, the Meadow Lake Tribal Council, and other west side impact communities, will be required to support the Environmental Impact Assessment and other licensing processes.
- Continue to maintain its fire readiness per the Corporation’s emergency response plan.
- Continue to maintain a radiation protection program with proper core and cuttings handling, zone control and monitoring.
- Additional safety, environmental, and social governance will be required to support regulatory requirements for management systems.
- Continue to demonstrate a commitment to occupational health and safety and environmental protection with effective programs at site.

Capital and Operating Costs

The estimated capital costs for the Rook I Project are based on comparable projects, first-principles, subscription-based cost services, budgetary quotes from vendors and contractors, and information within the authors' of the Rook I Technical Report respective project databases. The capital cost estimate for the Rook I Project is set out below:

Description	Cost C$millions
Underground Mining	324.1
Processing	243.9
Infrastructure	143.1
Subtotal Pre-Production Direct Costs	**711.1**
Pre-Production Indirect Costs	241.0
Subtotal Direct and Indirect	**952.1**
Contingency	237.1
Total Initial Capital Cost	**1,189.2**
Sustaining	403.6
Closure	64.0
Total	**1,656.8**

Operating costs were estimated for the Rook I Project and allocated to one of mining, processing, or general and administration and are summarized below:

Description	LOM Cost (C$ millions)	Average Annual (C$ millions)	Unit Cost (C$/t processed)	Unit Cost (C$/lb U_3O_8)
Mining	963.9	66.7	132	3.61
Processing	810.8	56.3	111	3.03
General and Administration	462.0	32.0	63	1.73
Total	**2,236.7**	**154.9**	**306**	**8.37**

A summary of the economic analysis, including cash flow, net present value, internal rate of return and payback period of the LOM of 15 years is set forth below:

Pre-Tax	
Net Present Value at 8%	C$5,781.0 million
Net Present Value at10%	C$4,933.7 million
Net Present Value at 12%	C$4,229.4 million
Internal Rate of Return	74.9%
Payback Period	0.9 years
Cash Flow	C$11,512.7 million
After-Tax	
Net Present Value at 8%	C$3,486.3 million
Net Present Value at10%	C$2,951.7 million
Net Present Value at 12%	C$2,507.7 million
Internal Rate of Return	56.7 %
Payback Period	1.1 years
Cash Flow	C$7,107.0 million

Notes:

(1) No allowance has been made for cost inflation or escalation or corporate costs.
(2) The capital structure is assumed to be 100% equity, unleveraged.
(3) No allowance for working capital has been made in the financial analysis.
(4) Assumes the Rook I Project has no salvage value at the end of the mine life and excludes the recovery and sale of by-products.
(5) Assumes a long-term price of uranium of US$50 per pound U_3O_8, based on long-term forecasts and that 100% of uranium sold at the long-term price.
(6) Using an exchange rate of C$1.00 = US$0.80.
(7) Life of mine processing of 7,310 kt grading 1.73% U_3O_8.
(8) Assumes a nominal 511 kt of processed material per year during steady state operations and total recovered yellowcake of 267.2 million pounds.
(9) Assumes transportation costs of C$740 per tonne yellowcake, with presumed destination of Port Hope, Ontario.

(10) Royalties calculated in accordance with “Guideline: Uranium Royalty System, Government of Saskatchewan, June 2014”.
(11) Uses unit operating costs of C$306 per tonne of processed material, or C$8.37 per pound of U_3O_8.
(12) Based on pre-production capital costs of C$1,189 million, spread over three years.
(13) Based on sustaining capital costs (including reclamation) of C$468 million, spread over the mine life.

Exploration, Development, and Production

For a description of the Corporation’s proposed exploration and pre-development activities, see “ *Description of the Business*” above.

RISK FACTORS

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

Negative Operating Cash Flow and Dependence on Third Party Financing

The Corporation has no source of operating cash flow and there can be no assurance that the Corporation will ever achieve profitability. Accordingly, the Corporation is dependent on third party financing to continue exploration activities on the Corporation’s properties, maintain capacity and satisfy contractual obligations. Accordingly, the amount and timing of expenditures depends on the Corporation’s cash reserves and access to third party financing. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Corporation’s properties, including the Rook 1 Project, or require the Corporation to sell one or more of its properties (or an interest therein). In particular, there can be no assurance that the Corporation will have achieved profitability prior to the Maturity Date and may be required to finance the repayment of all or a part of the principal amount of the Convertible Debentures. Failure to repay the Convertible Debentures in accordance with the terms thereof would have a material adverse effect on the Corporation’s financial position.

Uncertainty of Additional Financing

As stated above, the Corporation is dependent on third party financing, whether through debt, equity, or other means. Although the Corporation has been successful in raising funds to date, there is no assurance that the Corporation will be successful in obtaining required financing in the future or that such financing will be available on terms acceptable to the Corporation. The Corporation’s access to third party financing depends on a number factors including the price of uranium, the results of ongoing exploration, the results of the PFS and any other economic or other analysis, the Corporation’s obligations under the Convertible Debentures, a claim against the Corporation, a significant event disrupting the Corporation’s business or uranium industry generally, or other factors may make it difficult or impossible to obtain financing through debt, equity, or other means on favourable terms, or at all. As previously stated, failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Corporation’s properties, including the Rook 1 Project, or require the Corporation to sell one or more of its properties (or an interest therein).

The Price of Uranium and Alternate Sources of Energy

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

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

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

Exploration Risks

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

Uninsurable Risks

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

Reliance upon Key Management and Other Personnel

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

Imprecision of Mineral Resource Estimates

Mineral resource figures are estimates, and no assurances can be given that the estimated levels of uranium will be produced. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. While the Corporation believes that its mineral resource estimate is well established and reflects management's best estimates, by their nature, mineral resource estimates are imprecise and depend, to a certain extent, upon 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.

Aboriginal Title and Consultation Issues

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

Title to Properties

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

Information Systems and Cyber Security

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

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

Conflicts of Interest

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

Permits and Licences

NexGen's operations will require licences and permits from various governmental and non-governmental authorities. NexGen has obtained, or will obtain, all necessary licences and permits required to carry on with activities which it is currently conducting or which it proposes to conduct under applicable laws and regulations. However, such licences and permits are subject to changes in regulations and in various operating circumstances. There can be no assurance that NexGen will be able to obtain all necessary licences and permits required to carry out planned exploration, development and mining operations at any of its projects.

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.

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.

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 of Common Shares

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

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

Potential Dilution from Future Financings

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

Volatility of Share Price

In recent years, the securities markets in the United States and Canada, have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the shares will be subject to market trends and conditions generally, notwithstanding any potential success of NexGen in creating revenues, cash flows or earnings.

No Dividends Paid to Date

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

DIVIDENDS

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

DESCRIPTION OF CAPITAL STRUCTURE

The authorized capital of NexGen consists of an unlimited number of Common Shares and an unlimited number of preferred shares. As at December 31, 2017, there were 339,339,356 Common Shares and no preferred shares issued and outstanding. As of the date hereof, there are 343,322,690 Common Shares and no preferred shares issued and outstanding.

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

TRADING PRICE AND VOLUME

The Common Shares are listed and posted for trading on the TSX and the NYSE American LLC 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, 2017:

Month	High ($)	Low ($)	Volume
January	3.75	2.31	47,850,450
February	4.45	3.28	38,833,651
March	3.95	2.95	44,448,361
April	3.53	2.88	15,337,152
May	3.38	2.85	24,469,044
June	3.14	2.43	15,237,768
July	3.28	2.78	12,731,926
August	3.33	2.67	10,999,084
September	3.09	2.69	12,428,447
October	2.88	2.40	10,160,779
November	3.41	2.40	38,066,380
December	3.58	2.96	21,368,174

The price of the Common Shares as quoted by the TSX at the close of business on December 29, 2017 (being the last trading day in 2017) was $3.21 and at the close of business on March 1, 2018 was $2.72.

PRIOR SALES

The following table sets forth the securities of the Corporation that were issued during the financial year ended December 31, 2017, but not listed or quoted on a marketplace:

Issue or Grant Date	Type of Security	Price per Security ($)	Number of Securities	Expiry Date
January 19, 2017	Stock Options	3.30	150,000	July 22, 2018
April 22, 2017	Stock Options	3.11	250,000	April 22, 2022
July 21, 2017	Convertible Debentures	US$2.6919	US$60 million	July 22, 2022
November 13, 2017	Stock Options	2.93	1,475,000	November 13, 2022
December 14, 2017	Stock Options	3.39	4,325,000	December 14, 2022

Notes:

(1) All stock options have a term of three 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 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(s) with the Corporation	Principal Occupation[1]
Leigh Curyer, British Columbia, Canada	CEO and Director (since April 19, 2013)	President, CEO and Director of NexGen (April 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], Brighton, Australia	Director (since April 19, 2013) Chairman of the Board (since May 22, 2014)	President and CEO of NxGold Ltd. (February 2017 to present); Business Development Manager, Newcrest Mining Limited (August 2015 to January 2017); Head of Commercial, Strategy and Corporate Development Tigers Realm Coal Limited (2013 to July 2015); General Manager, Business Development of Tigers Realm Minerals Pty Ltd. (2010 to 2013)
Warren Gilman,[4] Hong Kong	Director (since July 21, 2017)	Chairman and CEO of CEF Holdings Limited (May 2011 to present); Managing Director and Head of Asia Pacific Region for Canadian Imperial Bank of Commerce (February 2002 to May 2011)
Craig Parry, British Columbia, Canada	Director (since May 22, 2014)	President and CEO of IsoEnergy Ltd. (April 2016 to present); CEO of Tigers Realm Coal (2012 to 2015)
Richard Patricio[2][3], Mississauga, Canada	Director (since April 19, 2013)	President and CEO of Mega Uranium Ltd. (March 2015 to present) and Executive Vice President (2005 to 2015); CEO of Pinetree Capital Ltd. (February 2015 to April 2016); Vice- President, Legal and Corporate Affairs, Pinetree Capital Ltd. (investment firm) (2005 to February 2015)

Name and Province/State and Country of Residence[1]	Position(s) with the Corporation	Principal Occupation[1]
Trevor Thiele[2][3], Tennyson, Australia	Director (since April 19, 2013)	Director of NexGen (April 2013 to present); Director of NexGen's predecessor (2011 to April 2013)
Joanna Cameron, British Columbia, Canada	Vice President Legal and General Counsel, Corporate Secretary	Partner at Cassels Brock & Blackwell LLP (2012 to 2015) and Partner at Lawson Lundell LLP (2006 to 2012)
Bruce Sprague, British Columbia, Canada	Chief Financial Officer	Chief Financial Officer of NexGen (November 2017 to present); Senior Partner, EY (July 2003 to November 2017); EY Canadian Mining and Metals Sector Leader (July 2012 to September 2016)
Garrett Ainsworth, British Columbia, Canada	Vice President, Exploration & Development	Vice President, Exploration & Development of NexGen (June 2014 to present); Vice President Exploration of Alpha Exploration (2013 to 2014); Vice President Exploration of Alpha Minerals (2012 to 2013); Vice President Exploration of Alpha Exploration Inc., Project Manager of the Patterson Lake South (PLS) Project (2007 to 2013)

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 and Governance Committee.

(4) Mr. Gilman is a nominee of CEF Holdings Limited, appointed pursuant to the terms of the Investor Rights Agreement described above.

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 3,560,965 common shares, representing approximately 1.04% 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.

The principal occupations of each of the Corporation's directors and executive officers within the past five years are disclosed in the brief biographies set forth below.

Leigh Curyer, President, Chief Executive Officer and Director

Mr. Curyer has over 20 years' experience in the resources and corporate sector. Mr. Curyer was previously the Chief Financial Officer and head of corporate development of Southern Cross Resources Inc. (now Uranium One Inc.). In addition, from 2008 to 2011, Mr. Curyer was Head of Corporate Development for Accord Nuclear Resource Management assessing uranium projects worldwide for First Reserve Corporation, a global energy-focused private equity and infrastructure investment firm.

Mr. Curyer's uranium project assessment experience has been focused on assets located in Canada, Australia, USA, Africa, Central Asia and Europe, incorporating operating mines, advanced development projects and exploration prospects. Mr. Curyer is a member of the Institute of Chartered Accountants in Australia.

Christopher McFadden, Chairman of the Board of Directors

Mr. McFadden is a lawyer with 21 years' experience in exploration and mining and is currently the President and Chief Executive Officer of NxGold Ltd. Mr. McFadden was previously the Manager, Business Development at Newcrest Mining Limited and the Head of Commercial, Strategy and Corporate Development for Tigers Realm Coal Limited, which is listed on the ASX. Additionally, Mr. McFadden was General Manager, Business Development of Tigers Realm Minerals Pty Ltd. Prior to commencing with the Tigers Realm Group of companies in 2010 he was a Commercial General Manager with Rio Tinto's exploration division with responsibility for gaining entry into new projects either by negotiation with government or joint venture partners or through acquisition.

Mr. McFadden has extensive international experience in managing large and complex transactions and has a broad knowledge of all aspects of project evaluation and negotiating project entry in challenging and varied environments. Mr. McFadden holds a combined law/commerce degree from Melbourne University and an MBA from Monash University.

Warren Gilman, Director

Mr. Gilman was appointed as a Director of NexGen on July 21, 2017. He was appointed Chairman and CEO of CEF Holdings Limited in 2011. Prior to that he was Vice Chairman of CIBC World Markets. He was previously Managing Director and Head of Asia Pacific Region for CIBC for 10 years where he was responsible for all of CIBC's activities across Asia. Mr Gilman is a mining engineer who co-founded CIBC's Global Mining Group in 1988. During his 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. He has acted as advisor to the largest mining companies in the world including BHP, Rio Tinto, Anglo American, Noranda, Falconbridge, Meridian Gold, China Minmetals, Jinchuan and Zijin and has been responsible for some of the largest equity capital markets financings in Canadian mining history.

Mr. Gilman is a regular contributor to mining industry forums and discussions. In addition to bi-weekly commentary on commodity and mining issues for the CNBC Asia Network, he has annually co-chaired Diggers and Dealers in Kalgoorlie and the China Nickel Conference in Shanghai. He has presented annually to the Asia Mining Congress in Singapore and Mines and Money Hong Kong as well as various CIM events in Canada.

Mr. Gilman obtained his B.Sc. in Mining Engineering at Queen's University and his MBA from the Ivey Business School at Western University. He is Chairman of the International Advisory Board of Western University and a member of the Dean's Advisory board of Laurentian University.

Craig Parry, Director

Mr. Parry is a founding member of the Tigers Realm Group and was appointed to the board of directors of each of Tigers Realm Minerals, Tigers Realm Metals and NexGen Energy Ltd. (as it then was prior to the Qualifying Transaction) in 2011. Mr. Parry was appointed to the role of Chief Executive Officer of Tigers Realm Coal in 2012 and acted in that capacity until 2015. As of April 1, 2016, Mr Parry was appointed as Chief Executive Officer of IsoEnergy Ltd., currently a 63.9% owned subsidiary of the Corporation.

Mr. Parry is an exploration and business development geologist and has been responsible for the business development activities of the Tigers Realm Group since inception in 2008. Prior to joining Tigers Realm, Mr. Parry was the Business Development Manager for G-Resources Limited responsible for mergers and acquisitions and Principal Geologist – New Business at Oxiana Limited responsible for strategy and business development initiatives in bulk and energy commodities. At Rio Tinto he led exploration programs for iron ore, copper, diamonds, coal and bauxite in Australia, Asia and South America and was Principal Geologist for the Kintyre Uranium project pre-feasibility study. Mr Parry holds an Honours Degree in Geology and is a Member of the AusIMM.

Richard Patricio, Director

In March 2015, Mr. Patricio was appointed Chief Executive Officer and President of Mega Uranium Ltd., having been its Executive Vice-President since 2005. From February 2015 to April 2016, Mr. Patricio was the Chief Executive Officer of Pinetree Capital Ltd., having been its Vice-President, Corporate and Legal Affairs since 2005.

Previously, Mr. Patricio worked as in-house General Counsel for a senior TSX-listed manufacturing company. Prior to that, Mr. Patricio practiced law at Osler LLP in Toronto where he focused on mergers and acquisitions, securities law and general corporate matters.

Mr. Patricio has built a number of mining companies with global operations and holds senior officer and director positions in several companies listed on stock exchanges in Toronto, Australia, London and New York. Mr. Patricio received his law degree from Osgoode Hall and was called to the Ontario bar in 2000.

Trevor Thiele, Director

Mr. Thiele has over 30 years' experience in senior finance roles in medium to large Australian ASX listed companies. He has been Chief Financial Officer for companies involved in the Agribusiness sector (Elders and ABB Grain Ltd, Rural Services Division) and the Biotechnology sector (Bionomics Limited). In these roles he combined his technical accounting and financial skills with commercial expertise thereby substantially contributing to the growth of each of these businesses. During this time, Mr. Thiele was actively involved in IPO's, capital raisings, corporate restructures, mergers and acquisitions, refinancing and joint ventures.

Mr. Thiele is currently a non-executive director of a number of non-listed Australian entities, including acting as Chairman of two of these entities.

Mr. Thiele holds a Bachelor of Arts in Accountancy from the University of South Australia and he is a member of the Institute of Chartered Accountants in Australia.

Joanna Cameron, Vice President Legal and General Counsel, Corporate Secretary

Ms. Cameron is Vice President Legal, General Counsel and Corporate Secretary of the Corporation and has 20 years experience as a lawyer. Prior to joining NexGen, Ms. Cameron was a partner at Cassels Brock & Blackwell LLP providing corporate, governance and securities and corporate advice to clients, particularly those in the mining sector. Ms. Cameron was also previously a partner at Lawson Lundell LLP and BHT LLP. Ms. Cameron obtained her Bachelor of Laws from the University of Saskatchewan and a Bachelor of Arts, Honours (Economics and History) from Queen's University.

Ms. Cameron was named in the Canadian Legal Lexpert Directory (Mining) for 2015, achieved the Martindale-Hubbell, BV Distinguished rating, named in Best Lawyers in Canada (2013 to 2016) and was a finalist in the Lexpert "Top 40 Under 40" (2009) and the Western Canada General Counsel Awards (2017).

Bruce Sprague, Chief Financial Officer

Mr. Sprague has been the Chief Financial Officer of NexGen since November 2017. He was most recently Partner, Canadian Mining and Metals Sector for Ernst & Young and has over 25 years of experience advising multinational and emerging corporations on business issues in a broad range of countries. Mr. Sprague led key client teams for some of the largest Canada-based mining companies on strategic business initiatives and growth platforms. He is also a frequent lecturer at numerous mining industry forums on a broad range of topics and an author for several publications on taxation and mining issues.

Mr. Sprague is currently a member of the Industry Advisory Committee for the UBC Norman B. Keevil Institute of Mining Engineering, a member of the Advisory Council of the Canadian International Resources and Development Institute (CIRDI), and a former member of the Board of Directors for the Prospectors and Developers Association of Canada (PDAC) and a former member of the Board of Directors of the Association for Mineral Exploration of British Columbia (AMEBC).

Mr. Sprague is a Chartered Accountant, Certified Public Accountant (U.S.), Chartered Financial Planner and holds a Bachelor of Commerce Degree from Carleton University.

Garrett Ainsworth, Vice President, Exploration and Development

Mr. Ainsworth is a professional geologist and the Vice President Exploration and Development for NexGen. Mr. Ainsworth has a Diploma of Technology in Mining and Bachelor of Technology in Environmental Engineering with honours from BCIT, as well as a Bachelor of Science in Geology with honours from Birkbeck, University of London.

Mr. Ainsworth was instrumental in the successful progress of the Patterson Lake South (PLS) project, where he was the Project Manager for the Alpha-Fission Joint Venture from 2007 to 2013. During his tenure as Project Manager of PLS he oversaw the staking of new claims, the discovery of the boulder field, the initial high-grade uranium drill hole discovery (R00E zone), and the discovery of the high grade, near surface, uranium zones R390E and R780E during the winter 2013 drill program.

Mr. Ainsworth was the Vice President Exploration of Alpha Minerals from 2012 to 2013 and the Vice President Exploration of Alpha Exploration from 2013 to 2014.

In 2013, Mr. Ainsworth was the AMEBC recipient of the Colin Spence Award (For Excellence in Global Mineral Exploration) in recognition of his efforts which led to the discovery of the high-grade uranium mineralized system at the Patterson Lake South project in the Athabasca Basin, Saskatchewan.

Apart from being involved with numerous uranium projects in the Athabasca Basin, Saskatchewan, Mr. Ainsworth also obtained experience as a field geologist on gold projects in British Columbia, Nevada, and Mexico; and a diamond project in West Africa. Mr. Ainsworth worked as an environmental consultant on a variety of industrial and mining projects from 2002 to 2007.

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 years prior to the date hereof has been, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (ii) has, within ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

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

Conflicts of Interest

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

AUDIT COMMITTEE DISCLOSURE

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

Composition of the Audit Committee

The Audit Committee is currently comprised of Messrs. Thiele (Chair), 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 under "Directors and Officers".

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 financial years are as follows:

Financial Year Ending	Audit Fees[(1)]	Audit-Related Fees[(2)]	Tax Fees[(3)]	All Other Fees[(4)]
2017	$70,000[(5)]	$39,500	Nil	6,500
2016	$53,500	$47,865	Nil	Nil

Notes:

(1) The aggregate audit fees billed (and to be billed but which have been agreed to) in respect of the financial year.
(2) The aggregate fees billed 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" and which relate to reviews of the Corporations' interim financial statements..
(3) The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.
(4) The aggregate fees billed for products and services other than as set forth under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees" and which relate to the review of the Corporation's 40-F and delivery of the related consents.
(5) This represents the amount that has been billed to date in respect of the financial year.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Neither during the financial year ended December 31, 2017, nor as of the date hereof, is or has the Corporation been party to, nor is or has its property been the subject of, any legal proceeding, nor does the Corporation know of any such legal proceedings to be contemplated.

Neither during the financial year ended December 31, 2017, nor as of the date hereof, has the Corporation: (i) been subject to any penalties or sanctions imposed against the Corporation by a court relating to securities legislation or by a securities regulatory authority or any penalty or sanction imposed by a court or regulatory body against the Corporation that would likely to be considered important to a reasonable investor in making an investment decision; or (iii) entered into any settlement agreement relating to securities legislation or with a securities regulatory authority.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as described below and elsewhere in this AIF, no director, executive officer or person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the common shares of the Corporation or any associate or affiliate of any such person or company, has or had any material interest, direct or indirect, in any transaction either within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Corporation.

TRANSFER AGENT AND REGISTRAR

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

MATERIAL CONTRACTS

The only material contracts entered into by the Corporation within the financial year ended December 31, 2017, or before such time that are still in effect, other than in the ordinary course of business, are as follows:

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

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

INTERESTS OF EXPERTS

The following persons have been named in this AIF as having prepared the Rook I Technical Report, filed on September 14, 2017: Jason J. Cox, David M. Robson, Mark B. Mathisen, David A. Ross, Val Coetzee and Mark Wittrup, each of whom holds less than 1% of the Corporation's securities.

KPMG LLP, chartered accountants, provided an auditors report dated March 2, 2018 in respect of the Corporation's financial statements for the year ended December 31, 2017. KPMG LLP has advised the Corporation that they are independent of NexGen in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia and within the meaning of PCAOB Rule 3520, Auditor Independence.

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 27, 2017, 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, 2017.

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;

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

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

IV. MEETINGS

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

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

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

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

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

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

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

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

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

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

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

V. OTHER MATTERS

A. Review of Charter

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

B. Reporting

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

C. Evaluation

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

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



NEXGEN ENERGY LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Fiscal Year Ended December 31, 2017

Dated March 2, 2018

GENERAL

This management's discussion and analysis (" **MD&A**") is management's interpretation of the results and financial condition of NexGen Energy Ltd. ("**NexGen**" or the "**Company**") for the year ended December 31, 2017 and includes events up to the date of this MD&A. This discussion should be read in conjunction with the audited consolidated annual financial statements as at and for the years ended December 31, 2017 and December 31, 2016 and the notes thereto (together, the "**Annual Financial Statements**") and other corporate filings including NexGen's annual information form all of which is available under the Company's profile on SEDAR at www.sedar.com. All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified. This MD&A contains forward-looking information. Please see the section, "Note Regarding Forward-Looking Information" for a discussion of the risks, uncertainties and assumptions used to develop the Company's forward-looking information.

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

Financial Statements

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

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

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

Technical Disclosure

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

For details of the Rook 1 Project including the key assumptions, parameters and methods used to estimate the updated mineral resource and preliminary economic assessment ("**PEA**") set forth below, please refer to the technical report entitled "Technical Report on the Preliminary Economic Assessment of the Arrow Deposit, Rook 1 Property, Province of Saskatchewan, Canada" dated September 14, 2017 (the "**Rook 1 PEA Technical Report**") prepared by Jason Cox, David Robson, Mark Mathisen, David Ross, Val Coetzee and Mark Wittrup, each of whom is a "qualified person" under NI 43-101. The Rook 1 PEA Technical Report is available for review under the Company's profile on SEDAR (www.sedar.com) and EDGAR (www.sec.gov/edgar.shtml).

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

BACKGROUND

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

NexGen is a Canadian based uranium exploration company engaged in the exploration of its portfolio of early stage uranium exploration properties located in the Province of Saskatchewan, Canada. NexGen's principal asset is its 100% interest in the Rook 1 project, an advanced exploration project in the Athabasca Basin, Saskatchewan (the "**Rook 1 Project**").

The Rook 1 Project is located in the southwest Athabasca Basin and is the location of the Company's Arrow discovery in February 2014, the Bow discovery in March 2015, the Harpoon discovery in August 2016 and the South Arrow discovery in July 2017. The Rook 1 Project consists of thirty-two (32) contiguous mineral claims totaling 35,065 hectares.

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

The Company has three wholly owned subsidiaries: NXE Energy Royalty Ltd., NXE Energy SW1 Ltd. and NXE Energy SW3 Ltd. (collectively, the "**Subsidiaries**"). The Company also holds 63.9% of the outstanding common shares of IsoEnergy, as of the date hereof.

OVERALL PERFORMANCE

General

In the fiscal year ended December 31, 2017, the Company continued exploration activities at its Rook 1 Project including the completion of 75,000 metres of drilling both regionally and at the Arrow deposit and completed and announced the results of a preliminary economic assessment thereon.

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

As an exploration stage company, the Company does not have revenues and historically has recurring operating losses. As at December 31, 2017, the Company had cash and cash equivalents of $164,943,850 (December 31, 2016: $31,090,313; December 31, 2015: $34,303,982), short-term investments of $nil (December 31, 2016: $47,455,100; December 31, 2015: $nil), an accumulated deficit of $88,038,390 (December 31, 2016: $32,743,616; December 31, 2015: $17,398,941) and working capital of $162,745,615 (defined as current assets less accounts payable and accrued liabilities) (December 31, 2016: $77,176,523; December 31, 2015: $33,814,193).

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.

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 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 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" below and in the Company's most recent annual information form.

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

SELECTED FINANCIAL INFORMATION

Results of Operations

The following financial data is derived from the Annual Financial Statements for the years ended December 31, 2017, December 31, 2016 and December 31, 2015:

	For the year ended December 31, 2017	For the year ended December 31, 2016	For the year ended December 31, 2015
Total Revenue	$ -	$ -	$ -
Loss and comprehensive loss for the year	56,830,610	17,531,665	4,647,317
Basic and Diluted Loss per Common Share	0.17	0.06	0.02
Operating expenses			
Salaries, benefits and directors' fees	$ 3,993,277	$ 3,021,957	$ 1,230,443
Office and administrative	1,502,988	1,214,072	501,705
Professional fees	1,725,921	1,007,338	510,434
Travel	639,559	506,365	543,972
Depreciation	758,063	626,964	246,130
Share-based payments	9,183,667	8,100,213	2,112,952
Impairment of exploration and evaluation assets	87,749	964,858	-
Finance income	(1,305,784)	(466,505)	(193,344)
Mark to market loss (gain) on convertible debentures	27,522,985	(3,311,719)	-
Interest expense	8,693,847	3,487,001	-
Convertible debenture issuance costs	2,811,146	4,052,398	-
Foreign exchange loss (gain)	1,225,599	(2,407,000)	6,291
Gain on settlement of short-term loan	-	-	(99,122)
Business acquisition costs of subsdiary	-	565,079	-
Employee relocation and other costs	-	94,868	-
Loss on disposal of equipment	24,905	-	-
Loss from operations	**$ 56,863,922**	**$ 17,455,889**	**$ 4,859,461**
Deferred income tax expense (recovery)	(33,312)	75,776	(212,144)
Loss and comprehensive loss for the year	**$ 56,830,610**	**$ 17,531,665**	**$ 4,647,317**
Loss and comprehensive loss attributable to:			
Shareholders of NexGen Energy Ltd.	$ 56,038,329	$ 16,893,468	$ 4,647,317
Non-controlling interests in IsoEnergy Ltd.	792,281	638,197	-
Loss and comprehensive loss for the year	**$ 56,830,610**	**$ 17,531,665**	**$ 4,647,317**
Loss per common share attributable to the Company's common shareholders – basic and diluted	$ 0.17	$ 0.06	$ 0.02
Weighted average number of common shares outstanding – basic and diluted	321,921,938	300,298,973	232,516,553

Fiscal year ended December 31, 2017 vs fiscal year ended December 31, 2016

In the fiscal year ended December 31, 2017, NexGen incurred a net loss of $56,830,610 or $0.17 per common share, compared to a net loss of $17,531,665 or $0.06 per common share for the fiscal year ended December 31, 2016.

Salaries, benefits and directors' fees increased from $3,021,957 in the fiscal year ended December 31, 2016 to $3,993,277 in the fiscal year ended December 31, 2017 due to an increase in staff complement, special bonuses, ordinary annual salary increases, higher directors' fees and IsoEnergy salaries and directors' fees for the full period in the fiscal year ended December 31, 2017.

Office and administrative costs increased from $1,214,072 in the fiscal year ended December 31, 2016 to $1,502,988 in the fiscal year ended December 31, 2017 mainly due to additional regulatory filing fees incurred in connection with the NYSE American listing, new Saskatoon office rent and IsoEnergy office rent for the full fiscal period ended December 31, 2017.

Professional fees increased from $1,007,338 in the fiscal year ended December 31, 2016 to $1,725,921 in the fiscal year ended December 31, 2017 mainly due to auditor and legal fees relating to the NYSE American listing, higher legal fees pertaining to increased corporate disclosure obligations and operational matters, and a significant increase in directors and officers' insurance premiums in the fiscal year ended December 31, 2017.

Travel expenses increased from $506,365 in the fiscal year ended December 31, 2016 to $639,559 in the fiscal year ended December 31, 2017 mainly due to higher investor relations related travel.

Depreciation increased from $626,964 in the fiscal year ended December 31, 2016 to $758,063 in the fiscal year ended December 31, 2017 due to an increase in the amortization of equipment.

Share-based payments charged to the statement of loss and comprehensive loss increased from $8,100,213 in the fiscal year ended December 31, 2016 to $9,183,667 in the fiscal year ended December 31, 2017. 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 fiscal year ended December 31, 2017, 6,200,000 stock options were granted with a weighted average fair value per option of $2.13. The higher weighted average fair value per option contributed significantly to the increase in share-based payments charged in the fiscal year ended December 31, 2017.

Impairment of exploration and evaluation assets decreased from $964,858 in the fiscal year ended December 31, 2016 to $87,749 in the fiscal year ended December 31, 2017 mainly due less mineral claims being relinquished in the fiscal year ended December 31, 2017.

Finance income increased from $466,505 in the fiscal year ended December 31, 2016 to $1,305,784 in the fiscal year ended December 31, 2017 due to interest accruing, at higher rates and on higher balances, and for the full fiscal period ended December 31, 2017.

The Company incurred a mark to market loss on the Convertible Debentures of $27,522,985 during the fiscal year ended December 31, 2017 as compared to a mark to market gain of $3,311,719 in the fiscal year ended December 31, 2016. Mark to market gains and losses result from the fair value remeasurement of the Convertible Debentures at each report 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 fiscal year ended December 31, 2017 is due mainly to an increase in the Company's share price from $2.33 and $3.04 at December 31, 2016 and July 21, 2017, respectively, to $3.21 at December 31, 2017 and the fluctuation in foreign exchange rates.

Interest expense increased from $3,487,001 in the fiscal year ended December 31, 2016 to $8,693,847 in the fiscal year ended December 31, 2017. This increase is due to (i) 2016 Debenture interest accruing for the full fiscal period ended December 31, 2017 as compared to the partial period commencing on the June 10, 2016 issue date and ending December 31, 2016; and (ii) interest earned on the proceeds of the 2017 Debentures commencing on the July 21, 2017 issue date in the fiscal year ended December 31, 2017 as compared to $nil in the fiscal year ended December 31, 2016.

Convertible Debenture issuance costs decreased from $4,052,398 in the fiscal year ended December 31, 2016 to $2,811,146 in the fiscal year ended December 31, 2017 due to the allocation of Financing issuance costs across the various securities issued in the fiscal year ended December 31, 2017. Transaction costs in respect of Convertible Debentures which are measured at fair value through profit or loss are recognized in the statement of loss and comprehensive loss as they are incurred.

The Company incurred a foreign exchange gain of $2,407,000 in the fiscal year ended December 31, 2016 compared to a foreign exchange loss of $1,225,599 in the fiscal year ended December 31, 2017. These amounts are derived from foreign exchange rate fluctuations realized on Australian and US dollar denominated transactions and payments translated into Canadian dollars as well as unrealized foreign exchange rate fluctuations on Australian and US dollar cash and accounts payable balances held on December 31, 2017.

Business acquisition costs decreased from $565,079 in the fiscal year ended December 31, 2016 to $nil in the fiscal year ended December 31, 2017 due to costs incurred as part of a series of transactions relating to the listing of IsoEnergy on the TSX-V in the fiscal year ended December 31, 2016.

Employee relocation and other costs decreased from $94,868 in the fiscal year ended December 31, 2016 to $nil in the fiscal year ended December 31, 2017 primarily due to the relocation of IsoEnergy's chief executive officer to Canada in the fiscal year ended December 31, 2016 and a non-recurring event.

Loss on disposal of equipment increased from $nil in the fiscal year ended December 31, 2016 to $24,905 in the fiscal year ended December 31, 2017 due to the disposal of field equipment in the fiscal year ended December 31, 2017.

A deferred income tax recovery of $33,312 was incurred in the fiscal year ended December 31, 2017 as compared to an expense of $75,776 in the fiscal year ended December 31, 2016. This relates to IsoEnergy's deferred income tax recovery on losses recognized in the period, offset by the renunciation of flow-through shares and income recognition on the flow-through share premium liability in the fiscal year ended December 31, 2017.

Fiscal year ended December 31, 2016 vs fiscal year ended December 31, 2015

In the fiscal year ended December 31, 2016, NexGen incurred a loss and comprehensive loss of $17,531,665, or a loss per common share of $0.06, compared to a loss and comprehensive loss of $4,647,317, or a loss of $0.02 per common share, in the fiscal year ended December 31, 2015. The increased loss in the fiscal year ended December 31, 2016 as compared to the fiscal year ended December 31, 2015 is due primarily to an increase in share-based payments expense of $6.0 million, an increase in salaries, benefits and directors' fees of $1.8 million, impairment of exploration and evaluation assets of $1.0 million, convertible debenture issuance costs of $4.1 million and an interest expense of $3.5 million, business acquisition costs of $0.6 million, office and administrative costs of $0.7 million, professional fees of $0.5 million and depreciation expense of $0.4 million; offset by a mark to market gain on convertible debentures of $3.3 million and a foreign exchange gain of $2.4 million.

Salaries, benefits and directors' fees increased from $1,230,443 in the fiscal year ended December 31, 2015 to $3,021,957 in the fiscal year ended December 31, 2016 mainly due to an increase in staff complement, special bonuses, ordinary annual salary increases and IsoEnergy salaries and directors' fees.

Office and administrative costs increased from $501,705 in the fiscal year ended December 31, 2015 to $1,214,072 in the fiscal year ended December 31, 2016. This was mainly due to increased filing and regulatory fees upon the Company's graduation to the TSX, increased rent for the Company's head office and rent for IsoEnergy's head office.

Professional fees increased from $510,434 in the fiscal year ended December 31, 2015 to $1,007,338 in the fiscal year ended December 31, 2016 mainly due to legal fees relating to the transfer of certain properties to the Subsidiaries, the Company's graduation to the TSX and the listing of IsoEnergy on the TSX-V.

Travel expenses of $543,972 in the fiscal year ended December 31, 2015 were comparable to travel expenses of $506,365 in the fiscal year ended December 31, 2016.

Depreciation increased from $246,130 in the fiscal year ended December 31, 2015 to $626,964 in the fiscal year ended December 31, 2016 due to an increase in the amortization of equipment.

Share-based payments charged to the statement of loss and comprehensive loss increased from $2,112,952 in the fiscal year ended December 31, 2015 to $8,100,213 in the fiscal year ended December 31, 2016. 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 fiscal year ended December 31, 2016, 10,200,000 stock options were granted with a weighted average fair value per option of $1.65. This higher weighted average fair value per option contributed significantly to the increase in share-based payments charged in the fiscal year ended December 31, 2016.

Impairment of exploration and evaluation assets increased from $nil in the fiscal year ended December 31, 2015 to $964,858 in the fiscal year ended December 31, 2016 due to the relinquishment of certain mineral claims during the fiscal year ended December 31, 2016.

Finance income increased from $193,344 in the fiscal year ended December 31, 2015 to $466,505 in the fiscal year ended December 31, 2016 due to an increase in interest earned on cash and cash equivalent balances and short-term investments.

The Company incurred a mark to market gain on the 2016 Debentures of $3,311,719 during the fiscal year ended December 31, 2016 compared to $nil in the fiscal year ended December 31, 2015. This mark to market gain represents the result of 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 and comprehensive loss for the period. The changes were the result of a decline in share price, offset by fluctuation in foreign exchange.

Interest expense increased from $nil in the fiscal year ended December 31, 2015 to $3,487,001 in the fiscal year ended December 31, 2016. This includes interest paid and accrued for the year ended December 31, 2016 on the 2016 Debentures which bear interest at a rate of 7.5% per annum, payable semi-annually.

The Company incurred issuance costs of $4,052,398 in the fiscal year ended December 31, 2016 in connection with the issue of the Convertible Debentures and $nil in the fiscal year ended December 31, 2015. Transaction costs in respect of Debentures, which are measured as at fair value through profit or loss, are recognized in the statement of loss and comprehensive loss as they are incurred.

The Company incurred a foreign exchange loss of $6,291 in the fiscal year ended December 31, 2015 compared to a gain of $2,407,000 in the fiscal year ended December 31, 2016. These amounts are the result of foreign exchange rate fluctuations realized on Australian and US dollar denominated transactions and payments translated into Canadian dollars as well as unrealized foreign exchange rate fluctuations on Australian and US dollar cash and accounts payable balances held on December 31, 2016.

The gain on settlement of a short-term loan decreased from $99,122 in the fiscal year ended December 31, 2015 to $nil in the fiscal year ended December 31, 2016. A short-term loan to Tigers Realm Minerals Pty Ltd. was fully settled through the issuance of common shares and the gain on settlement was recorded on the statement of loss and comprehensive loss in the fiscal year ended December 31, 2015.

The Company incurred business acquisition costs of $565,079 in the fiscal year ended December 31, 2016 compared to $nil in the fiscal year ended December 31, 2015. These costs were incurred as part of a series of transactions relating to the listing of IsoEnergy on the TSX-V in the fiscal year ended December 31, 2016.

The Company incurred employee relocation and other costs of $94,868 in the fiscal year ended December 31, 2016 compared to $nil in the fiscal year ended December 31, 2015. This primarily relates to the relocation of IsoEnergy's chief executive officer to Canada in the fiscal year ended December 31, 2016.

A deferred income tax recovery of $212,144 was incurred in the fiscal year ended December 31, 2015 as compared to an expense of $75,776 in the fiscal year ended December 31, 2016. This relates to IsoEnergy's deferred income tax expense on losses recognized by the renunciation of flow-through shares in the fiscal year ended December 31, 2016 and the Company's deferred income tax recovery on qualifying expenditures made in the fiscal year ended December 31, 2015.

Financial Position

The following financial data is derived from the Annual Financial Statements for the years ended December 31, 2017, December 31, 2016 and December 31, 2015:

		December 31, 2017		December 31, 2016		December 31, 2015
Exploration and evaluation assets	$	152,412,555	$	109,446,920	$	65,136,513
Total assets	$	323,079,350	$	192,496,385	$	101,155,424
Total current liabilities	$	3,014,430	$	2,428,124	$	999,787
Total non-current liabilities	$	171,724,215	$	71,061,995	$	-
Distributions or cash dividends declared per share	$	-	$	-	$	-

Financial Position as at December 31, 2017 vs December 31, 2016

NexGen had cash and cash equivalents totaling $164,943,850 as at December 31, 2017 compared to $31,090,313 as at December 31, 2016. This increase in cash and cash equivalents was due to $75,294,000 of cash received from the issuance of the 2017 Debentures, $60,225,368 of cash received from private placements, $3,985,175 of cash received from stock option and warrant exercises, $47,455,100 of cash received from the redemption of short-term investments, $1,017,249 of cash received from IsoEnergy financings; offset by exploration and evaluation asset and equipment expenditures of $35,960,842 and $1,859,729, respectively, $5,416,686 of interest paid on the 2016 Debenture and 2017 Debenture and $11,144,497 of cash used in operating activities.

Exploration and evaluation assets increased from $109,446,920 as at December 31, 2016 to $152,412,555 as at December 31, 2017 due to an increase in expenditures made on exploration and evaluation assets.

Current liabilities increased from $2,428,124 as at December 31, 2016 to $3,014,430 as at December 31, 2017. The majority of this increase is related to the timing of payments for exploration and evaluation expenditures, interest accruals for the Convertible Debentures and compensation accruals for amounts owing to officers and directors.

Non-current liabilities increased from $71,061,995 as at December 31, 2016 to $171,724,215 as at December 31, 2017 due to the issuance of the 2017 Debentures and net increase in fair value of the Convertible Debentures resulting primarily from fluctuations in the Company's share price and foreign exchange rates since December 31, 2016 for the 2016 Debentures and July 21, 2017 for the 2017 Debentures.

Financial Position as at December 31, 2016 vs December 31, 2015

Total assets increased by $91.3 million as at December 31, 2016 compared to December 31, 2015. This increase in total assets resulted from the following: (i) a $44.3 million increase in exploration and evaluation assets (of which $39.2 million was spent on exploration at the Rook 1 Project, $2.1 million was spent mainly on geophysical surveys at the Company's other properties, and $4.0 million was spent by IsoEnergy on mineral property acquisitions and exploration; offset by an impairment of $1.0 million in respect of the Company's other properties); (ii) a $2.4 million increase in capital expenditures for camp expansion and road construction at the Rook 1 Project; (iii) a net $44.2 million increase in cash and cash equivalents and short-term investments; and (iv) a $0.4 million increase in amounts receivable consisting of input tax credits receivable from the Government of Canada.

Both the direct costs associated with the acquisition of the Company's mineral property interests and the exploration and evaluation expenditures are capitalized on the statement of financial position as they are incurred. If the right to explore a property has been allowed to expire, or if continued exploration is not deemed appropriate in the foreseeable future, the entire property value, including its related acquisition costs, is written off.

Current liabilities increased by $1.4 million as at December 31, 2016 compared to December 31, 2015. This increase in current liabilities represents an increase in accounts payable and accrued liabilities of $0.8 million, an increase in flow-through share premium liability of $0.2 million and a debenture interest expense accrual of $0.4 million.

Non-current liabilities increased by $71.1 million as at December 31, 2016 as compared to $nil as at December 31, 2015, as a result of the issue and sale of the Debentures.

DISCUSSION OF OPERATIONS

Corporate

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Exploration

On January 23, 2017, the Company commenced a 35,000 metre winter drill program, using seven rigs. The winter drill program was completed on May 2, 2017 with a total of 40,768.5 metres drilled and 64 completed holes.

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

On March 6, 2017, the Company announced the following updated mineral resource estimate on the Rook 1 Project having an effective date of December 20, 2016:

Structure	Tonnage (tonnes)	Grade (U_3O_8%)	Metal U_3O_8 (U_3O_8 lbs)
Indicated Mineral Resources			
A2 High Grade	**400,000**	**18.84**	**164,900,000**
A2	790,000	0.84	14,500,000
Total	**1,180,000**	**6.88**	**179,500,000**
Inferred Mineral Resources			
A1	860,000	0.76	14,300,000
A2 High Grade	**30,000**	**12.72**	**8,600,000**
A2	1,100,000	0.76	18,500,000
A3 High Grade	**150,000**	**8.74**	**28,200,000**
A3	1,460,000	1.16	37,300,000
A4	550,000	1.07	12,900,000
180 m SW	110,000	0.94	2,300,000
Total	**4,250,000**	**1.30**	**122,100,000**

Notes:
1. CIM Definition Standards were followed for mineral resources.
2. Mineral resources are reported at a cut-off grade of 0.25% U308 based on a long-term price of US$65 per lb U308 and estimated costs.
3. A minimum mining width of 1.0 m was used.
4. Numbers may not add due to rounding.

On July 12, 2017, the Company commenced a 25,000 metre summer drill program using seven rigs which was subsequently expanded to 40,000 metres using eight rigs. The summer drill program was completed on November 6, 2017 with a total of 44,780.9 metres drilled and 82 completed holes. Highlights of the 2017 summer drill program included the (i) continued confirmation of grade continuity in the A1, A2 and A3 shears with in-fill drilling; (ii) intersection of mineralization in step-out drilling immediately adjacent to the Arrow deposit; (iii) discovery off a new zone of “off-scale” radioactivity at South Arrow defined by the occurrence of narrow massive pitchblende veining; and (iv) the execution of a pre-feasibility level geotechnical drilling program.

On July 31, 2017, the Company announced the results of the PEA in respect of the Arrow deposit which was based on the updated mineral resource estimate set forth above.

PEA Financial Highlights	
After-Tax Net Present Value ($NPV_{8\%}$)	**CAD $3.49 Billion**
After-Tax Internal Rate of Return (IRR)	**56.7%**
After-Tax Cash Payback	**1.1 Years**
Pre-production Capital Costs (CAPEX)	**CAD $1.19 Billion**
Average Annual Production (Years 1-5)	**27.6 M lbs U_3O_8**
Average Annual Production (Life of Mine)	**18.5 M lbs U_3O_8**
Mine Life	**14.4 Years**
Average Unit Operating Cost (Years 1-5)	**CAD $5.53 (US $4.42)/lb U_3O_8**
Average Unit Operating Cost (Life of Mine)	**CAD $8.37 (US $6.70)/lb U_3O_8**
Uranium Price Assumption	**USD $50/lb U_3O_8**
Saskatchewan Royalties (Life of Mine)	**CAD $2.98 Billion**

Note: Exchange rate CAD$1 = USD$0.80.

The PEA is preliminary in nature and includes inferred mineral resources that are too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. There is no certainty that PEA results will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

On January 29, 2018, the Company commenced a 25,000 metre winter drill program using eight drill rigs. The objectives of this drill program are to (i) expand the A3 high grade zone definition, targeting the large untested areas surrounding the A1 to A5 shears and potential extensions of the shears particularly to the north east, and further define the newly discovered high grade mineralization northwest of the A1 shear at the Arrow deposit; and (ii) define the extent of uranium mineralization in all directions at South Arrow. As of the date of this MD&A, approximately 18,353.5 metres and 30 holes have been completed as part of this drill program.

Outlook

The Company plans to continue exploring the Rook 1 Project while progressing its preliminary feasibility study (" **PFS**") scheduled for completion in 2018.

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

SUMMARY OF QUARTERLY RESULTS

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

(Expressed in Canadian dollars	**2017 Dec 31**	**2017 Sep 30**	**2017 Jun 30**	**2017 Mar 31**	**2016 Dec 31**	**2016 Sep 30**	**2016 Jun 30**	**2016 Mar 31**
Finance income	$ 548,994	$ 448,744	$ 133,549	$ 174,497	$ 271,975	$ 51,883	$ 66,510	$ 76,137
Loss (profit) for the period	$ 32,200,006	$ 2,051,191	$ (3,127,153)	$ 25,706,568	$ 15,508,785	$ (7,396,613)	$ 7,826,461	$ 1,593,033
Loss (profit) for the period attributable to common shareholders	$ 31,977,507	$ 1,828,692	$ (3,324,392)	$ 25,477,182	$ 14,974,486	$ (7,480,320)	$ 7,806,271	$ 1,593,033
Loss (profit) per common share attributable to common shareholders – basic and fully diluted	$ 0.10	$ 0.01	$ (0.01)	$ 0.08	$ 0.05	$ (0.02)	$ 0.03	$ 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 and evaluation of resource properties.

The significant fluctuations in loss (profit), particularly for the quarterly periods from September 30, 2016 to December 31, 2017, 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 revenue recorded as finance income has fluctuated from period to period depending on cash and cash equivalent balances available to generate interest and the earned rate of interest.

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 activities.

FOURTH QUARTER

The following information sets forth the Company's financial performance for the three months ended December 31, 2017:

		For the three months ended		
		December 31, 2017		***December 31, 2016***
Operating expenses				
Salaries, benefits and directors' fees	$	1,056,947	$	1,094,465
Office and administrative		364,476		196,671
Professional fees		460,518		348,582
Travel		150,960		76,070
Depreciation		176,643		171,750
Share-based payments		4,149,137		3,586,318
Impairment of exploration and evaluation assets		87,749		964,858
Finance income		(548,994)		(271,975)
Mark to market loss on convertible debentures		23,438,863		7,311,093
Interest expense		3,189,346		1,698,111
Foreign exchange gain		(341,842)		(475,080)
Business acquisition costs of subsidiary		-		565,079
Employee relocation and other costs		-		94,868
Loss on disposal of equipment		24,905		-
Loss from operations	**$**	**32,208,708**	**$**	**15,360,810**
Deferred income tax expense (recovery)		(8,702)		147,975
Loss and comprehensive loss for the year	**$**	**32,200,006**	**$**	**15,508,785**
Loss and comprehensive loss attributable to:				
Shareholders of NexGen Energy Ltd.	$	31,977,507	$	14,974,486
Non-controlling interests in IsoEnergy Ltd.		222,499		534,299
Loss and comprehensive loss for the year	**$**	**32,200,006**	**$**	**15,508,785**
Loss per common share attributable to the Company's common shareholders – basic and diluted	$	0.10	$	0.05
Weighted average number of common shares outstanding – basic and diluted		338,759,557		304,990,562

In the three months ended December 31, 2017, NexGen incurred a net loss of $32,200,006 or $0.10 per common share, compared to a net loss of $15,508,785 or $0.05 per common share for the three months ended December 31, 2016.

Salaries, benefits and directors' fees of $1,094,465 in the three months ended December 31, 2016 were comparable to $1,056,947 in the three months ended December 31, 2017.

Office and administrative costs increased from $196,671 in the three months ended December 31, 2016 to $364,476 in the three months ended December 31, 2017 mainly due to office and rent costs for the new Saskatoon office and investor related functions in the three months ended December 31, 2017.

Professional fees increased from $348,582 in the three months ended December 31, 2016 to $460,518 in the three months ended December 31, 2017 due to an increase legal fees, insurance and audit fees in the three months ended December 31, 2017, due to an increase in the Company's operations.

Travel expenses increased from $76,070 in the three months ended December 31, 2016 to $150,960 in the three months ended December 31, 2017, primarily due to an increase in investor relations related travel and general corporate activity in the three months ended December 31, 2017.

Depreciation costs of $171,750 in the three months ended December 31, 2016 were comparable to $176,643 in the three months ended December 31, 2017.

Share-based payments charged to the statement of loss and comprehensive loss increased from $3,586,318 in the three months ended December 31, 2016 to $4,149,137 in the three months ended December 31, 2017. 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, 2017, 5,800,000 stock options were granted with a weighted average fair value per option of $1.99. This higher weighted average fair value per option contributed significantly to the increase in share-based payments charged in the three months ended December 31, 2017 as compared to the three months ended December 31, 2016.

Impairment of exploration and evaluation assets decreased from $964,858 in the three months ended December 31, 2016 to $87,749 in the three months ended December 31, 2017 due to a reduction in the number of mineral claims relinquished in the three months ended December 31, 2017.

Finance income increased from $271,975 in the three months ended December 31, 2016 to $548,994 in the three months ended December 31, 2017 mainly due to additional interest earned on the proceeds of the Financing on July 21, 2017.

The Company incurred a mark to market loss on the Convertible Debentures of $23,438,863 during the three months ended December 31, 2017 as compared to a mark to market loss of $7,311,093 in the three months ended December 31, 2016. This mark to market loss results from the fair value re-measurement of the Convertible Debentures at each report date, with any changes in the fair value being recognized in the loss and comprehensive loss for the period. The loss was primarily the result of fluctuations in the Company's share price and foreign exchange rates.

Interest expense increased from $1,698,111 in the three months ended December 31, 2016 to $3,189,346 in the three months ended December 31, 2017 due to interest paid and accrued on the 2016 Debentures and for interest paid and accrued on the new 2017 Debentures issued on July 21, 2017, with the Convertible Debentures bearing interest at a rate of 7.5% per annum, payable semi-annually.

The Company incurred a foreign exchange gain of $475,080 in the three months ended December 31, 2016 compared to a foreign exchange gain of $341,842 in the three months ended December 31, 2017. These amounts are derived from foreign exchange rate fluctuations realized on Australian and US dollar denominated transactions and payments translated into Canadian dollars as well as unrealized foreign exchange rate fluctuations on Australian and US dollar cash and accounts payable balances held on December 31, 2017.

Business acquisition costs decreased from $565,079 in the three months ended December 31, 2016 to $nil in the three months ended December 31, 2017 due to costs incurred as part of a series of transactions relating to the listing of IsoEnergy on the TSX-V in the three months ended December 31, 2016.

Employee relocation and other costs decreased from $94,868 in the three months ended December 31, 2016 to $nil in the three months ended December 31, 2017 primarily due to the relocation of IsoEnergy's chief executive officer to Canada in the three months ended December 31, 2016, a non-recurring event.

Loss on the disposal of equipment increased from $nil in the three months ended December 31, 2016 to $24,905 in the three months ended December 31, 2017 due to the disposal of field equipment in the three months ended December 31, 2017.

A deferred income tax expense of $147,975 was incurred in the three months ended December 31, 2016 as compared to a recovery of $8,702 in the three months ended December 31, 2017. This relates to IsoEnergy's deferred income tax recovery on qualifying expenditures made in the three months ended December 31, 2017.

LIQUIDITY AND CAPITAL RESOURCES

NexGen has no revenue-producing operations, earns only minimal interest income on cash and cash equivalents, and historically has recurring operating losses. As at December 31, 2017, the Company had an accumulated deficit of $88,038,390.

As at the date of this MD&A, the Company has approximately $160.1 million in cash and cash equivalents and approximately $3.6 million in current liabilities. The Company's working capital balance as at the date of this MD&A is approximately $156.3 million.

On July 21, 2017, the Company completed the Financing raising total gross proceeds of US$110 million.

The Financing positions the Company to continue its planned 2018 winter exploration program at the Rook 1 Project and complete the PFS, while maintaining current corporate capacity (including servicing the interest payments on the Convertible Debentures to maturity), which includes wages, consulting fees, professional fees, costs associated with the Company's office in Vancouver and Saskatoon and fees and expenditures required to maintain all of its tenements. The nature and extent of future and additional exploration, pre-development activities and capital expenditures will depend upon an assessment of the results of the PFS and 2018 winter drill program.

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)	$ 192,031,667	$ 7,800,000	$ 15,600,000	$ 168,631,667(3)	$ -
Office leases (2)	$ 885,735	360,975	524,760	-	-
Total contractual obligations	$ 192,917,402	$ 8,160,975	$ 16,124,760	$ 168,631,667	$ -

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

On March 20, 2017, the Company signed a new lease agreement in respect of new office premises in Saskatoon. As a result, NexGen's obligations increased by $5,290 per month, for a term of three years. The Company continues to seek a tenant to sublet its existing Saskatoon office premises.

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 recent Financing, circumstances that could impair the Company's ability to raise future additional funds include general economic conditions, the price of uranium and the other factors set forth below under "Risk Factors" in the Company's current annual information form and above under "Industry and Economic Factors that May Affect the Business".

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

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

OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements as at December 31, 2017 or as at the date hereof.

TRANSACTIONS WITH RELATED PARTIES

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

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

	For the years ended	
	December 31, 2017	**December 31, 2016**
Short-term compensation (1)	$ 4,101,441	$ 3,189,845
Share-based payments (stock options) (2)	$ 8,830,606	$ 7,686,442
	$ 12,932,047	$ 10,876,287

Notes:

(1) Short-term compensation to key management personnel for the year ended December 31, 2017 amounted to $4,101,441 (2016 - $3,189,845) of which $3,164,827 (2016 - $2,474,975) was expensed and included in salaries, benefits and directors' fees on the statement of loss and comprehensive loss. The remaining $936,613 (2016 - $714,870) was capitalized to exploration and evaluation assets.

(2) Share-based payments to key management personnel for the year ended December 31, 2017 amounted to $8,830,606 (2016 - $7,686,442) of which $7,696,538 (2016 - $6,921,942) was expensed and $1,134,068 (2016 - $764,500) was capitalized to exploration and evaluation assets.

As at December 31, 2017, there was $542,361 (December 31, 2016 - $15,000) included in accounts payable and accrued liabilities owing to its directors and officers for compensation.

On October 15, 2015, two corporate officers of the Company were appointed to the Board of Directors of NxGold Ltd. (" **NxGold**") (formerly Lancaster Capital Corp.). During the year ended December 31, 2017, one of the Company's directors was appointed as a corporate officer of NxGold and two of the Company's directors were appointed as directors of NxGold.

On February 26, 2016, the Company issued 49,861 common shares to NxGold on the exercise of its option to acquire the remaining 25% interest in the Madison and 2Z properties held by NxGold.

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 2, 2018, there were 343,322,690 common shares, 33,808,333 stock options and no preferred shares issued and outstanding.

Set forth below are details regarding the outstanding stock options.

	Number of Options	Number Exercisable	Exercise Price	Expiry Date
	1,450,000	1,450,000	$ 0.400	July 30, 2018
	250,000	250,000	$ 0.300	December 19, 2018
	2,625,000	2,625,000	$ 0.400	May 23, 2019
	750,000	750,000	$ 0.400	June 2, 2019
	4,550,000	4,550,000	$ 0.460	December 24, 2019
	4,200,000	4,200,000	$ 0.500	May 27, 2020
	500,000	500,000	$ 0.620	September 22, 2020
	4,525,000	4,525,000	$ 0.640	December 16, 2020
	250,000	166,667	$ 2.690	June 8, 2021
	5,275,000	3,516,666	$ 2.650	June 23, 2021
	3,300,000	2,200,000	$ 2.240	December 15, 2021
	100,000	100,000	$ 3.300	July 22, 2018
	250,000	83,334	$ 3.110	April 22, 2022
	1,475,000	491,666	$ 2.930	November 13, 2022
	8,333	8,333	$ 3.390	July 22, 2018
	4,300,000	1,441,667	$ 3.390	December 14, 2022
Total	**33,808,333**	**26,858,333**		

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 Annual 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 Audited Financial Statements and have been consistently followed in the preparation of these financial statements except for the following change in accounting policy:

Change in Accounting Policy

In the prior year, the proceeds allocated to the flow-through premium was recognized as "income on reduction of flow-through premium liability" in the consolidated statement of loss and comprehensive loss over the period that the flow-through proceeds were spent on eligible exploration expenditures. Commencing January 1, 2017, this premium is measured on the same basis, however, it is recorded as a deferred tax benefit. The Company voluntarily changed this classification with a view to better present the results of the Company. The impact on the statement of loss and comprehensive loss and statement of cash flows for the three-month and fiscal periods ended December 31, 2017 is a $8,702 and $33,312, respectively, reclassification from income on reduction of flow-through premium liability to deferred income tax recovery.

Future Accounting Pronouncements:

The following standards have not been adopted by the Company and are being evaluated to determine their impact:

IFRS 9 is a new standard that replaced IAS 39 for classification and measurement of financial instruments, effective for annual periods beginning on or after January 1, 2018. There are no material differences expected as a result of adopting the new standard.

IFRS 16 is a new standard that will replace IAS 17 for the accounting and measurement of leases with a term of more than 12 months, effective for annual periods beginning on or after January 1, 2019. The Company does not expect the standard to have a material impact on its financial statements based on the leases in place at December 31, 2017.

IFRS 2 is an amended standard to clarify how to account for certain types of share-based payment transactions, effective for annual periods beginning on or after January 1, 2018. The amendments provide for the accounting of vesting and non-vesting conditions on the measurement of cash-settled share-based payments, share-based payment transactions with a net settlement feature for withholding tax obligations, and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The extent of the impact of adoption of the amended standard has not yet been determined.

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 stage. As such, the Company has historically relied on the equity markets to fund its activities.

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

The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the fiscal year ended December 31, 2017.

Management's Report on Internal Control Over Financial Reporting

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

The Company's Chief Executive Officer and Chief Financial Officer have caused the effectiveness of the Company's ICFR and DC&P as at December 31, 2017 be evaluated under their supervision. Based on their evaluation, it has been concluded that as at December 31, 2017, each of the Company's ICFR and DC&P is effective, based on the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) on Internal Control — Integrated Framework (2013).

There have been no changes in the Company's ICFR during the year ended December 31, 2017 that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

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

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

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

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

The fair value of the Company's Convertible Debentures is re-measured at its fair value at each reporting date with any change in fair value recognized in profit or loss.

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

(a) Credit Risk

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

(b) Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital to meet short-term obligations. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2017, NexGen had a cash and cash equivalents balance of $164,943,850 to settle current liabilities of $3,014,430.

(c) Market Risk

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

(i) Interest Rate Risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company holds its cash and cash equivalents in bank accounts that earn variable interest rates. Due to the short term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values of the Company's cash and cash equivalent balances as of December 31, 2017. The Company manages interest rate risk by maintaining an investment policy for short term investments held in cash equivalents. This policy focuses primarily on preservation of capital and liquidity. The Company monitors its investments and is satisfied with the credit rating of its banks. The Convertible Debentures, in an aggregate principal amount of US$120 million, carry a fixed interest rate of 7.5% and hence, are not subject to interest rate fluctuations.

(ii) Foreign Currency Risk

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

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

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

(iii) Price Risk

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

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

(d) Sensitivity Analysis

As at December 31, 2017, the Company's Australian dollar net financial assets were AUD $9,828 and its US dollar net financial liabilities were US$113,779,379. Thus a 10% change in the Canadian dollar versus the Australian and US dollar exchange rates would give rise to a $12,153,954 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.

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. The primary risk factors affecting the Company are set forth below. For a comprehensive list of the risks and uncertainties facing the Company, please see "Risk Factors" in the Company's most recent annual information form and above under "Industry and Economic Factors that May Affect the Business".

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 1 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 PFS 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 1 Project, or require the Company to sell one or more of its properties (or an interest therein).

The Price of Uranium Price and Alternate Sources of Energy

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

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

Reliance upon Key Management and Other Personnel

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

Imprecision of Mineral Resource Estimates

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

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

SEGMENT INFORMATION

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

NOTE REGARDING FORWARD-LOOKING INFORMATION

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

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

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

Forward-looking information and statements also involve known and unknown risks and uncertainties and other factors, which may cause actual results, performances and achievements of NexGen to differ materially from any projections of results, performances and achievements of NexGen expressed or implied by such forward-looking information or statements, including, among others, negative operating cash flow and dependence on third party financing, uncertainty of the availability of additional financing, exploration risks, the price of uranium and the appeal of alternate sources of energy, uninsurable risks, reliance upon key management and other personnel, imprecision of mineral resource estimates, the risk that pending assay results will not confirm previously announced preliminary results, aboriginal title and consultation issues, deficiencies in the Company's title to its properties, 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 current 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.

APPROVAL

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



Consolidated Financial Statements of

NEXGEN ENERGY LTD.

For the years ended December 31, 2017 and 2016

(Expressed in Canadian Dollars)

Management's Responsibility for Financial Reporting

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

The Company maintains adequate systems of internal accounting and administrative controls. Such systems are designed to provide reasonable assurance that transactions are properly authorized and recorded, the Company's assets are appropriately accounted for and adequately safeguarded 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/ Bruce Sprague

Bruce Sprague
Chief Financial Officer

Vancouver, Canada
March 2, 2018

KPMG LLP
Chartered Professional Accountants
PO Box 10426 777 Dunsmuir Street
Vancouver BC V7Y 1K3
Canada

Telephone (604) 691-3000
Fax (604) 691-3031
Internet www.kpmg.ca

INDEPENDENT AUDITORS' REPORT

To the Shareholders of NexGen Energy Ltd.

We have audited the accompanying consolidated financial statements of NexGen Energy Ltd., which comprise the consolidated statements of financial position as at December 31, 2017 and December 31, 2016, the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

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

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of NexGen Energy Ltd. as at December 31, 2017 and December 31, 2016, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

//**s**// **KPMG LLP**

Chartered Professional Accountants
March 2, 2018
Vancouver, Canada

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

	Note	December 31, 2017	December 31, 2016
ASSETS			
Current			
Cash and cash equivalents		**$ 164,943,850**	$ 31,090,313
Short-term investments		**-**	47,455,100
Amounts receivable		**548,069**	807,447
Prepaid expenses		**158,875**	72,575
		165,650,794	79,425,435
Non-current			
Deposits	**6**	**32,927**	22,852
Exploration and evaluation assets	**5**	**152,412,555**	109,446,920
Equipment	**7**	**4,983,074**	3,601,178
		157,428,556	113,070,950
TOTAL ASSETS		**$ 323,079,350**	$ 192,496,385
LIABILITIES			
Current			
Accounts payable and accrued liabilities		**$ 2,905,179**	$ 2,248,912
Flow-through share premium liability	**6**	**109,251**	179,212
		3,014,430	2,428,124
Non-current			
Deferred income tax liability		**280,740**	136,588
Deferred lease inducement		**73,509**	113,606
Convertible debentures	**8**	**171,369,966**	70,811,801
		171,724,215	71,061,995
TOTAL LIABILITIES		**174,738,645**	73,490,119
EQUITY			
Share capital	**9**	**196,311,184**	125,735,515
Reserves	**9**	**28,050,059**	17,005,665
Accumulated deficit		**(88,038,390)**	(32,743,616)
		136,322,853	109,997,564
Non-controlling interests		**12,017,852**	9,008,702
TOTAL EQUITY		**148,340,705**	119,006,266
TOTAL LIABILITIES AND EQUITY		**$ 323,079,350**	$ 192,496,385

Nature of operations (Note 2)
Commitments (Note 6)
Subsequent events (Note 17)

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 2, 2018

"Leigh Curyer"
Leigh Curyer, Director

"Trevor Thiele"
Trevor Thiele, Director

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

	Note	December 31, 2017	December 31, 2016
Salaries, benefits and directors' fees	10	$ 3,993,277	$ 3,021,957
Office and administrative		1,502,988	1,214,072
Professional fees		1,725,921	1,007,338
Travel		639,559	506,365
Depreciation	7	758,063	626,964
Share-based payments	9, 10	9,183,667	8,100,213
Impairment of exploration and evaluation assets	5	87,749	964,858
Finance income		(1,305,784)	(466,505)
Mark to market loss (gain) on convertible debentures	8	27,522,985	(3,311,719)
Interest expense	8	8,693,847	3,487,001
Convertible debenture issuance costs	8	2,811,146	4,052,398
Foreign exchange loss (gain)		1,225,599	(2,407,000)
Business acquisition costs of subsidiary		-	565,079
Employee relocation and other costs		-	94,868
Loss on disposal of equipment		24,905	-
Loss from operations		**$ 56,863,922**	**$ 17,455,889**
Deferred income tax expense (recovery)		**(33,312)**	75,776
Loss and comprehensive loss for the year		**$ 56,830,610**	**$ 17,531,665**
Loss and comprehensive loss attributable to:			
Shareholders of NexGen Energy Ltd.		56,038,329	16,893,468
Non-controlling interests in IsoEnergy Ltd.		792,281	638,197
Loss and comprehensive loss for the year		**$ 56,830,610**	**$ 17,531,665**
Loss per common share attributable to the Company's common shareholders – basic and diluted		**$ 0.17**	**$ 0.06**
Weighted average number of common shares outstanding – basic and diluted		**321,921,938**	**300,298,973**

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 Deficit	Non-controlling Interests	Total
Balance as at December 31, 2015		**286,884,616**	**$ 110,024,398**	**$ 7,530,180**	**$ (17,398,941)**	**$ -**	**$ 100,155,637**
Exercise of warrants	9	14,787,443	10,300,543	(934,361)	-	-	9,366,182
Exercise of options	9	2,941,666	1,943,634	(726,574)	-	-	1,217,060
Share issuance costs	9	-	(12)	-	-	-	(12)
Issue of shares for exploration and evaluation assets	9	49,861	48,864	-	-	-	48,864
Issue of shares on convertible debenture financing	9	1,005,586	2,292,480	-	-	-	2,292,480
Issue of shares on convertible debenture interest payment	9	521,115	1,125,608	-	-	-	1,125,608
Share-based payments	9	-	-	11,136,420	-	-	11,136,420
Issue of shares of subsidiary to non-controlling interests		-	-	-	1,548,793	9,646,899	11,195,692
Loss for the period		-	-	-	(16,893,468)	(638,197)	(17,531,665)
Balance as at December 31, 2016		**306,190,287**	**$ 125,735,515**	**$ 17,005,665**	**$ (32,743,616)**	**$ 9,008,702**	**$ 119,006,266**
Exercise of warrants	9	5,714,286	2,857,143	-	-	-	2,857,143
Exercise of options	9	1,424,445	1,981,132	(853,100)	-	-	1,128,032
Share issuance costs	9	-	(2,519,632)	-	-	-	(2,519,632)
Issue of shares for cash from private placement	9	24,146,424	62,745,000	-	-	-	62,745,000
Issue of shares on convertible debenture financing	9	869,271	2,258,820	-	-	-	2,258,820
Issue of shares on convertible debenture interest payments	9	883,533	2,919,876	-	-	-	2,919,876
Issue of shares for exploration and evaluation assets	9	111,110	333,330	-	-	-	333,330
Share-based payments	9	-	-	12,493,458	-	-	12,493,458
Reserve re-allocation for expired warrants	9	-	-	(595,964)	595,964	-	-
Issue of shares of subsidiary to non-controlling interests		-	-	-	147,591	3,801,431	3,949,022
Loss for the period		-	-	-	(56,038,329)	(792,281)	(56,830,610)
Balance as at December 31, 2017		**339,339,356**	**$ 196,311,184**	**$ 28,050,059**	**$ (88,038,390)**	**$ 12,017,852**	**$ 148,340,705**

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

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

		December 31, 2017		December 31, 2016
Cash flows (used in) from operating activities				
Loss for the year	$	(56,830,610)	$	(17,531,665)
Items not involving cash:				
Depreciation		758,063		626,964
Share-based payments		9,183,667		8,100,213
Amortization of deferred lease inducement		(40,096)		(40,096)
Impairment of exploration and evaluation assets		87,749		964,858
Unrealized foreign exchange gain on cash and cash equivalents		(258,399)		(965,084)
Deferred income tax (recovery) expense		(33,312)		75,776
Mark to market loss (gain) on convertible debentures		27,522,985		(3,311,719)
Interest expense		8,693,847		3,487,001
Loss on disposal of equipment		24,905		-
Shares of subsidiary issued for business acquisition		-		302,881
Changes in non-cash working capital items:				
Amounts receivable		259,378		(501,147)
Prepaid expenses		(86,300)		131,123
Accounts payable and accrued liabilities		(416,299)		641,395
Deposits		(10,075)		(5,452)
	$	**(11,144,497)**	$	(8,024,952)
Cash flows (used in) from investing activities				
Acquisition of exploration and evaluation assets	$	(35,960,842)	$	(41,148,844)
Acquisition of equipment		(1,859,729)		(2,883,571)
Sale and maturity (acquisition) of short-term investments		47,455,100		(47,455,100)
Receipt of deferred lease inducement payment		-		193,799
	$	**9,634,529**	$	(91,293,716)
Cash flows (used in) from financing activities				
Cash from exercise of options and warrants, net of share issuance costs	$	3,985,175	$	10,583,230
Shares issued for cash from private placements, net of share issuance costs		60,225,368		-
Shares of subsidiary issued to non-controlling interests for cash, net of share issuance costs		1,017,249		10,132,835
Shares issued in connection with issuance of convertible debentures		2,258,820		2,292,480
Issuance of convertible debentures		73,035,180		74,123,520
Interest paid on convertible debentures		(5,416,686)		(1,992,150)
	$	**135,105,106**	$	95,139,915
Change in cash and cash equivalents	$	133,595,138	$	(4,178,753)
Cash and cash equivalents, beginning of period		31,090,313		34,303,982
Effect of exchange rate fluctuations on cash held		258,399		965,084
Cash and cash equivalents, end of period	$	164,943,850	$	31,090,313
Cash and cash equivalents consist of:				
Cash	$	153,329,808	$	9,295,803
Cash equivalents		11,614,042		21,794,510
Cash and cash equivalents	$	164,943,850	$	31,090,313
Supplemental disclosure with respect to cash flows (Note 16)				

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 stage entity engaged in the acquisition, exploration and evaluation 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 25 th Floor, 700 West Georgia Street, Vancouver, B.C., V7Y 1B3.

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

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

In February 2016, the Company incorporated four wholly owned subsidiaries: NXE Energy Royalty Ltd., NXE Energy SW1 Ltd., NXE Energy SW3 Ltd., and IsoEnergy Ltd. (collectively, the "Subsidiaries"). The Subsidiaries were incorporated to hold certain exploration assets of the Company. In June 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 issued shares to third parties pursuant to external financings and listed its common shares on the TSX-V, with NexGen retaining 63.9% of IsoEnergy's outstanding common shares as at December 31, 2017.

2. NATURE OF OPERATIONS

As an exploration stage company, the Company does not have revenues and historically has recurring operating losses. As at December 31, 2017, the Company had an accumulated deficit of $88,038,390 and working capital of $162,745,615. 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 8), if required.

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

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

3. BASIS OF PRESENTATION

Statement of Compliance

These consolidated financial statements for the year ended December 31, 2017, 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"). These consolidated financial statements were authorized for issue by the Board of Directors on March 2, 2018.

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 8). In addition, these consolidated financial statements have been prepared using the accrual basis of accounting. All monetary references expressed in these notes are references to Canadian dollar amounts ("$") except as otherwise noted. These financial statements are presented in Canadian dollars, which is the functional currency of the Company and its subsidiaries.

3. BASIS OF PRESENTATION (continued)

Critical accounting judgments, estimates and assumptions

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

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

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

(i) Impairment

At the end of each financial reporting period the carrying amounts of the Company'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 9 for further details.

(iii) Convertible debentures

The Company uses a system of two coupled Black-Scholes equation model 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 8 for further details.

The information about significant areas of judgment considered by management in preparing the financial statements are 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 14 for further details.

3. BASIS OF PRESENTATION (continued)

Critical accounting judgments, estimates and assumptions, continued

(ii) Going concern

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

(iii) Exploration and evaluation assets

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

4. SIGNIFICANT ACCOUNTING POLICIES

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

(a) Functional and Presentation Currency

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

Translation of transactions and balances

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

(b) Consolidation

These consolidated financial statements include the accounts of the Company and its subsidiaries: NXE Energy Royalty Ltd., NXE Energy SW1 Ltd., NXE Energy SW3 Ltd. and IsoEnergy. Shares of IsoEnergy were issued to third parties as part of financings since its inception, thereby resulting in the recognition of non-controlling interests. The financial results of the subsidiaries are included in these consolidated financial statements from the date of incorporation. Intercompany balances and transactions are eliminated on consolidation. The following table sets forth the Company's ownership percentage in each of its subsidiaries as of December 31, 2017:

Name of Subsidiary	% Ownership as of December 31, 2017
NXE Energy Royalty Ltd.	100%
NXE Energy SW1 Ltd.	100%
NXE Energy SW3 Ltd.	100%
IsoEnergy Ltd.	63.9%

(c) Cash and cash equivalents

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

(d) Exploration and evaluation assets

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Exploration and evaluation assets, continued

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

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

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

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

(e) Equipment

(i) Recognition and measurement

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

(ii) Subsequent costs

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

(iii) Depreciation

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

-	Computing equipment	55% declining balance basis
-	Software	55% declining balance basis
-	Field equipment	20% declining balance basis
-	Leasehold improvements	5-year lease term
-	Road	5-year straight-line basis

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

(iv) Disposal

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

(f) Impairment

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Impairment, continued

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

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

(g) Decommissioning and Restoration Provisions

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

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

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

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

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

(h) Share Capital

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

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

(i) Share-based payments

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

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

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Flow-through shares

Resource expenditure deductions for income tax purposes related to exploration activities funded by flow-through share arrangements are renounced to investors under Canadian income tax legislation. On issuance, the Company separates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow- through feature, which is recognized as a liability and ii) share capital. Upon qualifying expenditures being incurred, the Company recognizes a deferred tax liability for the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures capitalized as exploration and evaluation assets and its tax base and the premium is 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 accrued as a financial expense until paid.

(k) Financial Instruments

The Company classifies its financial assets into one of the following categories as follows:

Fair value through profit or loss ("FVTPL") - This category comprises derivatives and financial assets acquired principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost using the effective interest method less any provision for impairment. Cash and cash equivalents, short-term investments and amounts receivable are included in this category of financial assets.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method less any provision for impairment.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized in other comprehensive income (loss). Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from accumulated other comprehensive income (loss) and recognized in profit or loss.

All financial assets except those measured at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence of impairment as a result of one or more events that have occurred after initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Financial liabilities

The Company classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss (FVTPL) - This category comprises derivatives, financial liabilities incurred principally for the purpose of selling or repurchasing in the near term and financial instruments designated as such on initial recognition. They are carried at fair value with changes in fair value recognized in profit or loss. Convertible debentures are included in this category of financial liabilities.

Other financial liabilities - This category consists of liabilities carried at amortized cost using the effective interest method. Accounts payable and accrued liabilities, and short-term loan are included in this category of financial liabilities.

(l) Loss per Share

Basic loss per share is calculated by dividing the loss for the year by the weighted average number of common shares outstanding during the year.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Loss per Share, continued

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.

Existing stock options and share purchase warrants have not been included in the computation of diluted loss per share as to do so would be anti-dilutive. Accordingly, basic and diluted loss per share is the same for the years presented.

(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. 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.

Change in accounting policy:

In the prior year, the proceeds allocated to the flow-through share premium was recognized as “income on reduction of flow-through premium liability” in the consolidated statements of loss and comprehensive loss over the period that the flow-through proceeds were spent on eligible exploration expenditures. Commencing January 1, 2017, this premium is measured on the same basis, however, it is recorded as a deferred tax benefit. The Company voluntarily changed this classification with a view to better present the results of the Company. The impact on the statement of loss and comprehensive loss and statement of cash flows for the year ended December 31, 2016 is a $214,252 reclassification from income on reduction of flow-through premium liability to a reduction of deferred income tax expense. There was no impact on loss and comprehensive loss for 2016, total assets or total shareholders’ equity as at December 31, 2016.

Future accounting pronouncements:

The following standards have not been adopted by the Company and are being evaluated to determine their impact:

- IFRS 9: New standard that replaced IAS 39 for classification and measurement of financial instruments, effective for annual periods beginning on or after January 1, 2018. There are no material differences expected as a result of adopting the new standard.

- IFRS 16: New standard that will replace IAS 17 for the accounting and measurement of leases with a term of more than 12 months, effective for annual periods beginning on or after January 1, 2019. The Company does not expect the standard to have a material impact on its financial statements based on the leases in place at December 31, 2017.

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Future accounting pronouncements, continued

- IFRS 2: This standard was amended to clarify how to account for certain types of share-based payment transactions, effective for annual periods beginning on or after January 1, 2018. The amendments provide for the accounting of vesting and non-vesting conditions on the measurement of cash-settled share-based payments, share-based payment transactions with a net settlement feature for withholding tax obligations, and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The extent of the impact of adoption of the amended standard has not yet been determined.

5. EXPLORATION AND EVALUATION ASSETS

(a) Rook 1 Property

The Rook 1 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 1 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 in March 2017 and the results of a preliminary economic assessment in July 2017, in each case, in respect of the Arrow deposit.

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.

During the year ended December 31, 2016, the Company recognized an impairment of $964,858 associated with certain Sandhill Lake, Castle South and Castle North properties in the statement of loss and comprehensive loss. During the year ended December 31, 2017, the Company recognized an impairment of $87,749, associated with certain Castle South, Castle North, Castle South Extension and Virgin Trend properties in the statement of loss and comprehensive loss. In respect of both years, the Company decided not to continue exploring some of these claims and allowed them to lapse.

(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; and (vi) a portfolio of newly staked claims in Saskatchewan, all of which are early stage properties.

5. EXPLORATION AND EVALUATION ASSETS (continued)

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

	Rook 1	Other Athabasca Basin Properties	IsoEnergy Properties	Total
	$	$	$	$
Acquisition costs:				
Balance, December 31, 2016	$ 230,807	$ 1,124,277	$ 21,438,306	22,793,390
Additions	4,270	333,330	3,298,942	3,636,542
Balance, December 31, 2017	$ 235,077	$ 1,457,607	$ 24,737,248	26,429,932
Deferred exploration costs:				
Balance, December 31, 2016	$ 77,007,303	$ 4,318,909	$ 5,327,318	$ 86,653,530
Additions:				
Drilling	20,592,799	3,297	1,168,096	21,764,192
General exploration	2,163,554	25,885	110,603	2,300,042
Geological and geophysical	5,206,266	681,955	521,632	6,409,853
Labour and wages	4,391,456	-	510,398	4,901,854
Share-based payments (Note 9)	2,952,316	-	357,475	3,309,791
Travel	624,265	-	106,845	731,110
	35,930,656	711,137	2,775,049	39,416,842
Impairment	-	(87,749)	-	(87,749)
Balance, December 31, 2017	$ 112,937,959	$ 4,942,297	$ 8,102,367	$ 125,982,623
Total costs, December 31, 2017	**$ 113,173,036**	**$ 6,399,904**	**$ 32,839,615**	**$ 152,412,555**

	Rook 1	Other Athabasca Basin Properties	IsoEnergy Properties	Radio	Total
	$	$	$	$	$
Acquisition costs:					
Balance, December 31, 2015	$ 220,713	1,274,966	-	20,133,753	21,629,432
Additions	10,094	53,864	1,100,000	-	1,163,958
Properties transferred to IsoEnergy	-	(204,553)	20,338,306	(20,133,753)	-
Balance, December 31, 2016	$ 230,807	1,124,277	21,438,306	-	22,793,390
Deferred exploration costs:					
Balance, December 31, 2015	$ 37,803,918	3,409,339	-	2,293,824	43,507,081
Additions:					
Drilling	24,989,860	16,061	1,197,163	-	26,203,084
General exploration	2,283,418	8,873	119,460	-	2,411,751
Geological and geophysical	5,333,676	1,991,174	882,866	-	8,207,716
Labour and wages	3,542,893	-	363,420	-	3,906,313
Share-based payments (Note 9)	2,779,787	-	256,420	-	3,036,207
Travel	273,751	-	72,485	-	346,236
	39,203,385	2,016,108	2,891,814	-	44,111,307
Properties transferred to IsoEnergy	-	(141,680)	2,435,504	(2,293,824)	-
Impairment	-	(964,858)	-	-	(964,858)
Balance, December 31, 2016	$ 77,007,303	4,318,909	5,327,318	-	86,653,530
Total costs, December 31, 2016	**$ 77,238,110**	**5,443,186**	**26,765,624**	**-**	**109,446,920**

6. COMMITMENTS

Flow-through expenditures:

The Company periodically issues flow-through shares with any resulting flow-through premium recorded as a flow-through share premium liability. The 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 of the deferred tax expense.

The Company's subsidiary, IsoEnergy, raised $1,100,000 through the issuance of flow-through shares during the year ended December 31, 2017 and is required to spend such amounts on eligible exploration expenditures before December 31, 2018.

As of December 31, 2017, IsoEnergy must fulfill approximately $900,000 of the required exploration expenditures before December 31, 2018.

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

	Year ended December 31, 2017	Year ended December 31, 2016
Balance, beginning of the year	$ 179,212	$ -
Liability incurred on flow-through shares issued	130,000	393,464
Settlement of flow-through share liability on expenditure made	(199,961)	(214,252)
Balance, end of the year	**$ 109,251**	**$ 179,212**

Office leases:

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

2018	$	360,975
2019	$	325,294
2020	$	199,466

In connection with the Vancouver and Saskatoon office leases, the Company paid deposits of $17,400 and $10,075, respectively, with the landlords which will be applied to the final month's and final two months' rents, respectively, when the office lease terms expire. IsoEnergy paid a deposit of $5,452 with its landlord which will be applied to the final month's rent when the office lease term expires.

7. EQUIPMENT

	Computing Equipment	Software	Field Equipment	Leasehold Improvements	Road	Total
Cost						
Balance at December 31, 2015	$ 65,490	$ 95,926	$ 1,237,013	$ 183,034	$ -	$ 1,581,463
Additions	44,158	184,044	1,519,627	32,138	1,282,890	3,062,857
Balance at December 31, 2016	109,648	279,970	2,756,640	215,172	1,282,890	4,644,320
Additions	125,938	98,763	1,490,880	-	490,695	2,206,276
Disposals	-	-	(29,300)	-	-	(29,300)
Balance at December 31, 2017	$ 235,586	$ 378,733	$ 4,218,220	$ 215,172	$ 1,773,585	$ 6,821,296
Accumulated Depreciation						
Balance at December 31, 2015	$ 42,259	$ 40,458	$ 305,114	$ 6,101	$ -	$ 393,932
Depreciation	24,920	81,119	338,343	41,743	163,085	649,210
Balance at December 31, 2016	67,179	121,577	643,457	47,844	163,085	1,043,142
Depreciation	60,744	114,367	482,738	42,686	98,940	799,475
Disposals	-	-	(4,395)	-	-	(4,395)
Balance at December 31, 2017	$ 127,923	$ 235,944	$ 1,121,800	$ 90,530	$ 262,025	$ 1,838,222
Net book value:						
At December 31, 2016	$ 42,469	158,393	$ 2,113,183	$ 167,328	$ 1,119,805	$ 3,601,178
At December 31, 2017	**$ 107,663**	**$ 142,789**	**$ 3,096,420**	**$ 124,642**	**$ 1,511,560**	**$ 4,983,074**

8. CONVERTIBLE DEBENTURES

	December 31, 2017	December 31, 2016
2016 Debentures (a)	$ 90,742,373	$ 70,811,801
2017 Debentures (b)	80,627,593	-
Convertible Debentures	**$ 171,369,966**	**$ 70,811,801**

(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. In addition, certain non-financial provisions were removed and superseded by an investor rights agreement between the Company, CEF Holdings Limited and the initial 2016 and 2017 Debenture holders, which agreement contains, among other things, voting alignment provisions.

The fair value of the 2016 Debentures increased from $70,811,801 (US$52,738,364) on December 31, 2016 to $90,742,373 (US$72,333,498) at December 31, 2017, resulting in a loss of $19,930,572 (US$15,887,264) for the year ended December 31, 2017. This loss, combined with the loss on the 2017 Debentures (see Note 8(b)) for the year ended December 31, 2017 was recorded in the statement of loss and comprehensive loss.

	December 31, 2017	December 31, 2016
Fair value of 2016 Debentures, beginning of period	$ 70,811,801	$ 74,123,520
Fair value adjustment to December 31, 2017	19,930,572	(3,311,719)
Interest payable	350,900	369,243
2016 Debentures and interest payable	91,093,273	$ 71,181,044
Less: interest payable included in accounts payable & accrued liabilities	(350,900)	(369,243)
2016 Debentures	**$ 90,742,373**	**$ 70,811,801**

8. CONVERTIBLE DEBENTURES (continued)

(a) 2016 Debentures, continued

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, 2017 and December 31, 2016 are as follows:

	December 31, 2017	December 31, 2016
Volatility	39.00%	40.00%
Expected life in years	4.56 years	4.44 years
Risk free interest rate	2.23%	1.91%
Expected dividend yield	0%	0%
Credit spread	25.35%	26.44%
Underlying share price of the Company	$ 3.21	$ 2.33
Conversion exercise price	US$2.3261	US$2.3261
Exchange rate (C$:US$)	$ 0.7971	$ 0.7448

(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 2017 Debentures have a term of 5 years maturing on July 22, 2022 and bear interest at a rate of 7.5% per annum. 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 $73,035,180 (US$58,200,000) on the initial measurement date to $80,627,593 (US$64,270,700) at December 31, 2017, resulting in a loss of $7,592,413 (US$6,052,143) for the year ended December 31, 2017. This loss, combined with the loss on the 2016 Debentures, for the year ended December 31, 2017 was recorded in loss and comprehensive loss for a total mark to market loss on convertible debentures of $27,522,985 (US$21,938,571).

	December 31, 2017
Fair value of 2017 Debentures on issuance	$ 73,035,180
Fair value adjustment to December 31, 2017	7,592,413
Interest payable	350,900
2017 Debentures and interest payable	80,978,493
Less: interest payable included in accounts payable & accrued liabilities	(350,900)
2017 Debentures	**$ 80,627,593**

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, 2017 and July 21, 2017 are as follows:

	December 31, 2017	July 21, 2017
Volatility	39.00%	38.00%
Expected life in years	4.56 years	5.00 years
Risk free interest rate	2.23%	1.88%
Expected dividend yield	0%	0%
Credit spread	25.35%	25.35%
Underlying share price of the Company	$ 3.21	$ 3.04
Conversion exercise price	US$2.6919	US$2.6919
Exchange rate (C$:US$)	$ 0.7971	$ 0.7969

8. CONVERTIBLE DEBENTURES (continued)

(c) 2017 Debentures, continued

General Terms

At inception, for each of the 2016 Debentures and 2017 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.

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, with the first interest payment on the 2017 Debentures having been due on December 10, 2017. 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 and 2017 Debentures are convertible, from time to time, into common shares of the Company at the option of the debenture holders at any time prior to maturity at a price per common share of US$2.3261 and US$2.6919, respectively (the "Conversion Price").

The 2016 Debentures and 2017 Debentures are not redeemable by the Company prior to June 10, 2019 and July 21, 2020, respectively. On or after June 10, 2019 and July 21, 2020 and prior to July 22, 2022, the 2016 Debentures and 2017 Debentures, respectively, may be redeemed by the Company, in whole or in part, at any time that the 20-day VWAP of the common shares exceeds 130% of the Conversion Price, on not less than 30 days' prior notice to the debenture holders. For this purpose, the VWAP shall be converted into US dollars on each of the 20 days in the period, using the indicative rate of exchange for such currency as reported by the Bank of Canada.

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

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

9. 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, 2017:

(a) During the year ended December 31, 2017, the Company issued a total of 1,424,445 common shares on the exercise of 199,446 options at a price of $0.24, 100,000 options at a price of $0.40, 50,000 options at a price of $0.425, 200,000 options at a price of $0.46, 300,000 options at a price of $0.50, 83,333 options at a price of $0.62, 250,000 options at a price of $0.64, 16,667 options at a price of $2.24, 58,333 options at a price of $2.65 and 166,666 options at a price of $2.24 for total proceeds of $1,128,032. As a result of the exercises, $853,100 was reclassified from reserves to share capital.

(b) In May 2017, the Company issued a total of 5,714,286 common shares on the exercise of 5,714,286 warrants at a price of $0.50 for total proceeds of $2,857,143.

(c) On June 12, 2017, the Company issued a total of 327,863 common shares at the then fair value of $963,917 to the holders of the 2016 Debentures for the share portion of the debenture interest payment.

(d) On July 21, 2017, the Company completed a private placement pursuant to which it issued a total of 24,146,424 common shares at a price of US$2.0707 for gross proceeds of $62,745,000 (US$50 million). The Company also issued 869,271 common shares valued at $2,258,820 to the debenture holders as part of the establishment fee equal to 3% of the principal amount of the 2017 Debentures. Total share issuance costs for this financing was $2,513,028.

(e) On September 18, 2017, the Company issued 111,110 common shares at the then fair value of $333,330 to acquire the remaining 40% interest in the Dufferin Lake property included in the Other Athabasca Basin Properties (Note 5(b)). Total share issuance costs for this transaction was $6,604.

(f) On December 12, 2017, the Company issued 555,670 common shares at the then fair value of $1,955,959 to the convertible debenture holders for the share portion of the debenture interest payment.

For the year ended December 31, 2016:

(a) On January 12, 2016, the Company issued 921,204 common shares and 460,602 common share purchase warrants on the exercise of 921,204 broker warrants at a price of $0.45 for total proceeds of $414,542. On February 11, 2016, the Company issued 460,602 common shares on the exercise of 460,602 common share purchase warrants at a price of $0.65 for additional proceeds of $299,391. As a result of the exercise, $221,089 was reclassified from reserves to share capital.

(b) On February 10, 2016 and February 12, 2016, the Company issued a total of 153,534 common shares on the exercise of 153,534 common share purchase warrants at a price of $0.65 for total proceeds of $99,796.

(c) On February 26, 2016, the Company issued 49,861 common shares at the then fair value of $48,864 for the acquisition of exploration and evaluation assets included in the Other Athabasca Basin Properties (Note 5b).

(d) During the three months ended March 31, 2016, the Company issued a total of 460,603 common shares on the exercise of 307,069 broker warrants and 153,534 common share purchase warrants at an exercise price of $0.45 and $0.65, respectively, for total proceeds of $237,978. As a result of the exercise, $73,697 was reclassified from reserves to share capital.

(e) During the three months ended March 31, 2016, the Company issued 12,791,500 common shares on the exercise of 12,791,500 warrants at a price of $0.65 for total proceeds of $8,314,475. As a result of the exercise, $639,575 was re- allocated from reserves to share capital. The Company also issued 190,000 common shares on the exercise of 140,000 options at a price of $0.425 and 50,000 at a price of $0.46 for total proceeds of $82,500. As a result of the exercise, $40,940 was reclassified from reserves to share capital.

(f) On June 10, 2016, the Company issued 1,005,586 common shares valued at $2,292,480 to the debenture holders as part of the establishment fee equal to 3% of the principal amount of the 2016 Debentures.

(g) During the three months ended June 30, 2016, the Company issued a total of 110,000 common shares on the exercise of 60,000 options at a price of $0.425 and 50,000 options at a price of $0.40 for total proceeds of $45,500. As a result of the exercise, $21,306 was reclassified from reserves to share capital.

9. SHARE CAPITAL AND RESERVES (continued)

Issued, continued

(h) During the three months ended September 30, 2016, the Company issued a total of 875,000 common shares on the exercise of 800,000 options at a price of $0.40, 50,000 options at a price of $0.46 and 25,000 options at a price of $0.50 for total proceeds of $355,500. As a result of the exercise, $223,607 was reclassified from reserves to share capital.

(i) On December 12, 2016, the Company issued 521,115 common shares valued at $1,125,608 to the convertible debenture holders for the share portion of the debenture interest payment.

(j) During the three months ended December 31, 2016, the Company issued a total of 1,766,666 common shares on the exercise of 131,914 options at $0.24, 1,218,086 options at $0.40, 133,333 options at $0.46, 200,000 options at $0.50 and 83,333 options at $0.64 for total proceeds of $733,560. As a result of the exercise, $440,721 was reclassified from reserves to share capital.

Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding at December 31, 2015	**19,918,592**	**$ 0.59**
Exercised	(14,787,443)	0.63
Issued on exercise of broker warrants	614,137	0.65
Expired	(31,000)	0.65
Outstanding at December 31, 2016	**5,714,286**	**0.50**
Exercised	(5,714,286)	0.50
Outstanding at December 31, 2017	**-**	**$ -**

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, 2015	**27,124,446**	**$ 0.48**
Granted	10,200,000	2.45
Exercised	(2,941,666)	0.41
Expired	(116,667)	2.65
Forfeited	(800,001)	1.36
Outstanding at December 31, 2016	**33,466,112**	**$ 1.06**
Granted	6,200,000	3.27
Exercised	(1,424,445)	0.79
Forfeited	(383,333)	2.53
Outstanding at December 31, 2017	**37,858,334**	**$ 1.42**
Number of options exercisable	30,783,334	$ 1.07

9. SHARE CAPITAL AND RESERVES (continued)

Stock options, continued

As at December 31, 2017, the Company has stock options outstanding and exercisable as follows:

Number of Options	Number Exercisable		Exercise Price	Remaining Contractual Life (Years)	Expiry Date
3,600,000	3,600,000	$	0.400	0.08	January 31, 2018
333,334	333,334	$	1.510	0.19	March 12, 2018
1,450,000	1,450,000	$	0.400	0.58	July 30, 2018
250,000	250,000	$	0.300	0.97	December 19, 2018
2,625,000	2,625,000	$	0.400	1.39	May 23, 2019
750,000	750,000	$	0.400	1.42	June 2, 2019
4,550,000	4,550,000	$	0.460	1.98	December 24, 2019
4,200,000	4,200,000	$	0.500	2.41	May 27, 2020
500,000	500,000	$	0.620	2.73	September 22, 2020
4,575,000	4,575,000	$	0.640	2.96	December 16, 2020
250,000	166,667	$	2.690	3.44	June 8, 2021
5,275,000	3,516,666	$	2.650	3.48	June 23, 2021
3,300,000	2,200,000	$	2.240	3.96	December 15, 2021
150,000	50,000	$	3.300	4.05	January 19, 2022
250,000	83,334	$	3.110	4.31	April 22, 2022
1,475,000	491,666	$	2.930	4.87	November 13, 2022
4,325,000	1,441,667	$	3.390	4.96	December 14, 2022
37,858,334	**30,783,334**				

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, 2017 and December 31, 2016:

	December 31, 2017	December 31, 2016
Expected stock price volatility	81.72%	87.15%
Expected life of options	5.00 years	5.00 years
Risk free interest rate	1.53%	0.68%
Expected forfeitures	0%	0%
Expected dividend yield	0%	0%
Weighted average fair value per option granted in the year	$ 2.13	$ 1.65

Share-based payments for options vested in the year ended December 31, 2017 amounted to $12,493,458 (2016 – $11,136,420) of which $9,183,667 (2016 – $8,100,213) was expensed to the statement of loss and comprehensive loss and $3,309,791 (2016 - $3,036,207) was capitalized to exploration and evaluation assets (Note 5).

Reserves

	Total
Balance, December 31, 2015	**$ 7,530,180**
Exercise of options	(726,574)
Exercise of warrants	(934,361)
Share-based payments	11,136,420
Balance, December 31, 2016	**$ 17,005,665**
Exercise of options	(853,100)
Expired warrants adjustment	(595,964)
Share-based payments	12,493,458
Balance, December 31, 2017	**$ 28,050,059**

10. RELATED PARTY TRANSACTIONS

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

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

	For the years ended December 31, 2017	For the years ended December 31, 2016
Short-term compensation[(1)]	$ 4,101,441	$ 3,189,845
Share-based payments (stock options)[(2)]	8,830,606	7,686,442
	$ 12,932,047	$ 10,876,287

(1) Short-term compensation to key management personnel for the year ended December 31, 2017 amounted to $4,101,441 (2016 - $3,189,845) of which $3,164,827 (2016 - $2,474,975) was expensed and included in salaries, benefits and directors' fees on the statement of loss and comprehensive loss. The remaining $936,614 (2016 - $714,870) was capitalized to exploration and evaluation assets.

(2) Share-based payments to key management personnel for the year ended December 31, 2017 amounted to $8,830,606 (2016 - $7,686,442) of which $7,696,538 (2016 - $6,921,942) was expensed and $1,134,068 (2016 - $764,500) was capitalized to exploration and evaluation assets.

As at December 31, 2017, there was $542,361 (December 31, 2016 - $15,000) included in accounts payable and accrued liabilities owing to its directors and officers for compensation.

On October 15, 2015, two corporate officers of the Company were appointed to the Board of Directors of NxGold. During the period ended December 31, 2017, one of the Company's directors was appointed as a corporate officer of NxGold and two of the Company's directors were appointed as directors of NxGold.

On February 26, 2016, the Company issued 49,861 common shares to NxGold on the exercise of its option to acquire the remaining 25% interest in the Madison and 2Z properties held by NxGold.

11. 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 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.

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.

12. FINANCIAL INSTRUMENTS

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

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

12. FINANCIAL INSTRUMENTS (continued)

Fair Value Measurement

The Company classifies the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument:

- Level 1 – quoted prices in active markets for identical assets or liabilities.
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 – inputs for the asset or liability that are not based on observable market data.

The Convertible Debentures are re-measured at fair value at each reporting date with any change in fair value recognized in profit or loss (Note 8). The Convertible Debentures are classified as Level 2.

As at December 31, 2017, the Company's risk exposures and the impact on the Company's financial instruments are summarized below:

(a) Credit Risk

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

(b) Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital to meet short-term obligations. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2017, NexGen had cash and cash equivalents of $164,943,850 to settle accounts payable and accrued liabilities of $2,905,179.

(c) Market Risk

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

(i) Interest Rate Risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company holds its cash and cash equivalents in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on the estimated fair value of the Company's cash and cash equivalent balances as of December 31, 2017. The Company manages interest rate risk by maintaining an investment policy for short-term investments. This policy focuses primarily on preservation of capital and liquidity. The Company monitors the investments it makes and is satisfied with the credit rating of its banks. The Convertible Debentures, in an aggregate principal amount of US$120 million, carry a fixed interest rate of 7.5% and hence, are not subject to interest rate fluctuations.

(ii) Foreign Currency Risk

The functional currency of the Company and its subsidiaries is the Canadian dollar. The Company is affected by currency transaction risk and currency translation risk. Consequently, fluctuations of the Canadian dollar in relation to other currencies impact the fair value of financial assets, liabilities and operating results. Financial assets and liabilities subject to currency translation risk primarily include Australian and US dollar denominated cash and Australian and US dollar accounts payable and accrued liabilities. The Company maintains an Australian dollar bank account in Australia and Canadian and US dollar bank accounts in Canada.

12. FINANCIAL INSTRUMENTS (continued)

Fair Value Measurement, continued

(ii) Foreign Currency Risk, continued

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

(iii) Price risk

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

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

Sensitivity Analysis

As at December 31, 2017, the Company's Australian dollar net financial assets were AUD $9,828 and its US dollar net financial liabilities were US$113,779,379. Thus a 10% change in the Canadian dollar versus the Australian and US dollar exchange rates would give rise to a $12,153,954 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.

13. 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.

14. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

		2017		2016
Net loss for the year	$	(56,863,922)	$	(17,455,889)
Statutory rate		26.75%		27.00%
Expected income tax recovery	$	(15,211,000)	$	(4,713,000)
Permanent differences		1,431,000		1,805,000
Impact of flow-through shares		580,000		480,000
Share issuance costs		(1,276,000)		-
Adjustment to prior years provision versus statutory tax returns		(597,000)		126,000
Change in unrecognized deductible temporary differences and other		15,040,000		2,378,000
Total	$	(33,000)	$	76,000

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

		2017		2016
Deferred income tax (recovery) expense	$	(33,000)	$	76,000
Total	**$**	**(33,000)**	**$**	**76,000**

14. INCOME TAXES (continued)

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:

	2017	2016
Exploration and evaluation assets	$ 4,333,000	$ 3,532,000
Convertible debentures	-	1,454,000
Non-capital losses	(3,916,000)	(4,004,000)
Share issuance costs	(119,000)	(839,000)
Equipment	(18,000)	(6,000)
Net deferred tax liabilities	**$ 280,000**	**$ 137,000**

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

	2017	2016
Opening balance	$ 137,000	$ -
Recognized in income tax expense	167,000	290,000
Recognized in equity	(24,000)	(153,000)
Net deferred tax liability	**$ 280,000**	**$ 137,000**

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:

	2017	Expiry Date Range	2016	Expiry Date Range
Temporary Differences				
Non-capital losses available for future periods	$ 24,735,000	2031 to 2037	$ -	-
Net capital losses	355,000	No expiry	-	-
Share issuance costs	12,148,000	-	6,101,000	-
Convertible debt	24,211,000	-	-	-
Equipment	513,000	-	1,140,000	-

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

15. NON-CONTROLLING INTERESTS

During the year ended December 31, 2016, the Company incorporated four new wholly owned subsidiaries in Canada and transferred certain exploration and evaluation assets to three of its wholly owned subsidiaries (Note 5). As at December 31, 2017, NexGen held 100% ownership of the subsidiaries with the exception of IsoEnergy, where it retained 63.9% of IsoEnergy's outstanding common shares (Note 4(b)).

NexGen received 29,000,000 common shares of IsoEnergy on the transfer of exploration assets to IsoEnergy. Subsequent to the transfer, common shares of IsoEnergy were issued to third parties as part of financings thereby resulting in the recognition of non-controlling interests.

In June 2016, IsoEnergy issued 1,000,000 of its common shares for a 100% interest in the Thorburn North property. In August 2016, IsoEnergy accrued a liability of approximately $450,000 owing to NexGen, representing operational expenses financed by NexGen on behalf of IsoEnergy, which was converted into 450,000 common shares. A further 302,881 common shares of IsoEnergy were issued to an unrelated third party as part of a series of transactions relating to the listing of IsoEnergy on the TSX- V. During the year ended December 31, 2016, IsoEnergy issued 6,364,450 of its common shares and 3,934,636 of its flow- through common shares to unrelated third parties in exchange for gross proceeds of $10,692,550 and issued 8,580 of its common shares as a finder's fee relating to the financings.

During the year ended December 31, 2017, IsoEnergy issued 999,999 of its flow-through common shares to unrelated third parties in exchange for gross proceeds of $1,100,000. A further 3,000,000 and 1,000,000 of its common shares were issued for the acquisition of the Radio and Geiger properties, respectively.

15. NON-CONTROLLING INTERESTS (continued)

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 subsidiaries with material non-controlling interests is as follows:

		2017		2016
Cash and cash equivalents	$	3,325,000	$	6,492,000
Other current assets		67,000		214,000
Non-current assets		39,124,000		33,086,000
Total assets	**$**	**42,516,000**	**$**	**39,792,000**
Current liabilities		247,000		468,000
Non-current liabilities		281,000		137,000
Total liabilities	**$**	**528,000**	**$**	**605,000**
Loss from operations	$	2,516,000	$	2,255,000
Loss and comprehensive loss		2,462,000		2,470,000
Net cash flow from operating activities		(1,536,000)		(1,266,000)
Net cash flow from investing activities		(2,647,000)		(2,825,000)
Net cash flow from financing activities		1,017,000		10,583,000
Net increase (decrease) in cash and cash equivalents	**$**	**(3,166,000)**	**$**	**6,492,000**

16. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

The significant non-cash transactions during the year ended December 31, 2017 included:

a) At December 31, 2017, $612,900 of exploration and evaluation asset expenditures and $305,135 of equipment expenditures were included in accounts payable and accrued liabilities.

b) At December 31, 2017, $689,976 of interest expense related to the Convertible Debentures was included in accounts payable and accrued liabilities. On June 12, 2017, the Company issued 327,863 common shares valued at $963,917 for the non-cash portion of the 2016 Debenture interest payment. On December 11, 2017, the Company issued 555,670 common shares valued at $1,955,958 for the non-cash portion of the 2016 Debenture and 2017 Debenture interest payment.

c) Share-based payments of $3,309,791 was included in exploration and evaluation assets (Note 5).

d) The re-allocation upon exercise of stock options from reserves to share capital of $853,100.

e) The Company issued 111,110 common shares to acquire the remaining 40% interest in the Dufferin Lake property recorded at the estimated fair value of the common shares of $333,330.

f) IsoEnergy issued an aggregate of 4,000,000 common shares for the acquisition of mineral properties recorded at the estimated fair value of the common shares of $3,040,000.

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

The significant non-cash transactions during the year ended December 31, 2016 included:

a) The re-allocation upon exercise of warrants from reserves to share capital of $934,361.

b) At December 31, 2016, $535,444 of exploration and evaluation asset expenditures and $157,040 of equipment expenditures were included in accounts payable and accrued liabilities.

c) Share-based payments of $3,036,207 was included in exploration and evaluation assets (Note 5).

d) The re-allocation upon exercise of stock options from reserves to share capital of $726,574.

e) IsoEnergy issued 1,000,000 of its common shares for the acquisition of a mineral property recorded at the estimated fair value of the common shares of $1,000,000.

f) On December 12, 2016, the Company issued 521,115 common shares valued at $1,125,608 for the non-cash portion of the 2016 Debenture interest payment.

17. SUBSEQUENT EVENTS

a) Subsequent to year-end, the Company issued 3,983,334 common shares on the exercise of 3,983,334 stock options at prices ranging from $0.40 to $1.51 for total proceeds of $1,975,334.

b) On January 8, 2018, IsoEnergy granted 440,000 stock options at an exercise price of $0.57 per stock option. The options have a five-year life and vest one third annually with one third vesting immediately.

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 2, 2018

"*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, Bruce Sprague, 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 2, 2018

"*Bruce Sprague*"

Name: Bruce Sprague
Title: 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, 2017, 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 2, 2018

"*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, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Bruce Sprague, 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 2, 2018

"*Bruce Sprague*"
Bruce Sprague
Chief Financial Officer

KPMG LLP
Chartered Professional Accountants
PO Box 10426 777 Dunsmuir Street
Vancouver BC V7Y 1K3
Canada

Telephone (604) 691-3000
Fax (604) 691-3031
Internet www.kpmg.ca

Consent of Independent Registered Public Accounting Firm

The Board of Directors
NexGen Energy Ltd.

We consent to the use of our report, dated March 2, 2018, with respect to the consolidated financial statements of NexGen Energy Ltd. included in this annual report on Form 40-F.

KPMG LLP

March 2, 2018
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.



CONSENT OF EXPERT

The undersigned hereby consents to the references to, and the information derived from, the report titled "Technical Report on the Preliminary Economic Assessment of the Arrow Deposit, Rook I Property, Province of Saskatchewan, Canada", dated effective July 31, 2017 and to the references, as applicable, to the undersigned's name included in or incorporated by reference in the Annual Report on Form 40-F of NexGen Energy Ltd. being filed with the United States Securities and Exchange Commission for the fiscal year ended December 31, 2017.

(Signed) ***"Jason J. Cox"***

Jason J. Cox, P.Eng.
Executive Vice President, Mine Engineering
Principal Mining Engineer

Dated: March 2, 2018



CONSENT OF EXPERT

The undersigned hereby consents to the references to, and the information derived from, the report titled "Technical Report on the Preliminary Economic Assessment of the Arrow Deposit, Rook I Property, Province of Saskatchewan, Canada", dated effective July 31, 2017 and to the references, as applicable, to the undersigned's name included in or incorporated by reference in the Annual Report on Form 40-F of NexGen Energy Ltd. being filed with the United States Securities and Exchange Commission for the fiscal year ended December 31, 2017.

(Signed) ***"David M. Robson"***

David M. Robson, P.Eng., M.B.A.
Senior Mining Engineer

Dated: March 2, 2018

CONSENT OF EXPERT

The undersigned hereby consents to the references to, and the information derived from, the report titled "Technical Report on the Preliminary Economic Assessment of the Arrow Deposit, Rook I Property, Province of Saskatchewan, Canada", dated effective July 31, 2017 and to the references, as applicable, to the undersigned's name included in or incorporated by reference in the Annual Report on Form 40-F of NexGen Energy Ltd. being filed with the United States Securities and Exchange Commission for the fiscal year ended December 31, 2017.

(Signed) ***"Mark B. Mathisen"***

Mark B. Mathisen, CPG
Principal Geologist

Dated: March 2, 2018

CONSENT OF EXPERT

The undersigned hereby consents to the references to, and the information derived from, the report titled "Technical Report on the Preliminary Economic Assessment of the Arrow Deposit, Rook I Property, Province of Saskatchewan, Canada", dated effective July 31, 2017 and to the references, as applicable, to the undersigned's name included in or incorporated by reference in the Annual Report on Form 40-F of NexGen Energy Ltd. being filed with the United States Securities and Exchange Commission for the fiscal year ended December 31, 2017.

(Signed) ***"David A. Ross"***

David A. Ross, M.Sc., P.Geo
Principal Geologist

Dated: March 2, 2018

CONSENT OF EXPERT

The undersigned hereby consents to the references to, and the information derived from, the report titled “Technical Report on the Preliminary Economic Assessment of the Arrow Deposit, Rook I Property, Province of Saskatchewan, Canada”, dated effective July 31, 2017 and to the references, as applicable, to the undersigned’s name included in or incorporated by reference in the Annual Report on Form 40-F of NexGen Energy Ltd. being filed with the United States Securities and Exchange Commission for the fiscal year ended December 31, 2017.

(Signed) ***“Val Coetzee”***

Val Coetzee, Pr.Eng.
Process Manager
DRA Projects SA (Pty) Ltd

Dated: March 2, 2018

CONSENT OF EXPERT

The undersigned hereby consents to the references to, and the information derived from, the report titled “Technical Report on the Preliminary Economic Assessment of the Arrow Deposit, Rook I Property, Province of Saskatchewan, Canada”, dated effective July 31, 2017 and to the references, as applicable, to the undersigned’s name included in or incorporated by reference in the Annual Report on Form 40-F of NexGen Energy Ltd. being filed with the United States Securities and Exchange Commission for the fiscal year ended December 31, 2017.

(Signed) ***“Mark Wittrup”***

Mark Wittrup, P.Eng., P.Geo.
Vice President Environment and Regulatory Affairs
Clifton Associates Ltd.

Dated: March 2, 2018