MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company** – **NEXGEN ENERGY LTD**. #2450 - 650 West Georgia Street, Vancouver, BC V6B 4N9

Item 2. **Date of Material Change** – June 30, 2015

Item 3. **News Release** – News Releases issued June 29, 2015 through the facilities of Marketwire and subsequently filed on SEDAR.

Item 4. **Summary of Material Change - NEXGEN ENERGY LTD.** (TSX-V: NXE) (The "Company") converts loan to shares.

Item 5. **Full Description of Material Change** – **NEXGEN ENERGY LTD** has entered into a debt settlement agreement with Tigers Realm Minerals Pty. Ltd., a founding shareholder of the company, pursuant to which the company agreed to issue 1,652,029 common shares (subject to a four-month hold from the day of issuance) to Tigers Realm (approximately 0.66 per cent of the currently issued and outstanding shares of the company) at a deemed price of 82 cents per share (one cent higher than the 52-week high at time of signing) to settle a loan made by Tigers Realm to the company prior to April, 2013, to finance incorporation, initial overhead and exploration expenses in the amount of $1,354,664. The debt settlement agreement is subject to TSX Venture Exchange approval.

On Feb. 21, 2012, the company entered into a shareholder loan agreement with Tigers Realm. Under the terms of that agreement, Tigers Realm agreed to advance the loan to the company on an unsecured, non-interest-bearing basis.

Leigh Curyer, chief executive officer, commented: "In converting their loan into shares of NexGen, Tigers Realm is demonstrating its ongoing and future commitment. Tigers Realm has been a significant contributor to the success of NexGen to date and, with this transaction completed, will be even more levered to the company's success in the future."

Item 6. **Reliance on Section 7.1(2) or (3) of National Instrument 51-102** – Not applicable.

Item 7. **Omitted Information** – The undersigned is aware of no information of a material nature that has been omitted.

Item 8. **Executive Officer** – Leigh Curyer, CEO, President and Director, is knowledgeable about the material change and this report. He can be contacted at (604) 428 4112.

Item 9. **Date of Report** – Dated June 30, 2015 at Vancouver, British Columbia.