

NexGen Energy (Canada) Ltd.

ARBN 649 325 128

A foreign company registered in its original jurisdiction of British Columbia, Canada as NexGen Energy Ltd.

SECOND REFRESH SUPPLEMENTARY PROSPECTUS

1. Important Information

This is a refresh supplementary prospectus (**Second Refresh Supplementary Prospectus**) which supplements and is intended to be read with the prospectus dated 9 January 2023 (**Original Prospectus**) as supplemented by:

- (a) a refresh supplementary prospectus dated 6 April 2023 (**First Refresh Supplementary Prospectus**);
- (b) a supplementary prospectus dated 1 May 2023 (**Supplementary Prospectus**); and
- (c) a second supplementary prospectus dated 16 June 2023 (**Second Supplementary Prospectus**),

each of which were issued by NexGen Energy (Canada) Ltd. (ARBN 649 325 128), a foreign company registered in its original jurisdiction of British Columbia, Canada as NexGen Energy Ltd. (British Columbia company incorporation number BC0983846) (**NexGen**).

This Second Refresh Supplementary Prospectus is dated 5 July 2023, and was lodged with ASIC on that date.

This Second Refresh Supplementary Prospectus is a "refresh document" as defined in section 724(3H) of the *Corporations Act 2001* (Cth) (**Corporations Act**), as inserted by the ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (**Instrument**) and has been lodged with the Australian Securities and Investments Commission (**ASIC**) in accordance with section 724(3G) of the Corporations Act, as inserted by the Instrument.

ASIC, the Australian Securities Exchange (**ASX**) and their respective officers take no responsibility for the contents of this Second Refresh Supplementary Prospectus.

This Refresh Supplementary Prospectus should be read together with the Original Prospectus, the First Refresh Supplementary Prospectus, the Supplementary Prospectus, and the Second Supplementary Prospectus (all together, the **Prospectus**). Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Second Refresh Supplementary Prospectus. If there is any conflict between the Prospectus and this Second Refresh Supplementary Prospectus, this Second Refresh Supplementary Prospectus will prevail.

This Second Refresh Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded from <https://www2.asx.com.au/markets/trade-our-cash-market/todays-announcements> under the code "NXG". This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

2. ATM Program and Cleansing Offer

As announced by NexGen on 9 January 2023, NexGen has launched an at-the-market program pursuant to which NexGen may raise up to C\$250 million in the period ending no later than 29 January 2025. The number and average price of any ATM Shares issued under the ATM Program, as well as the gross proceeds, commission and net proceeds from sales will be disclosed in NexGen's annual and interim financial statements and related management's discussion and analysis filed with ASX for any quarters in which sales of ATM Shares occur.

The ATM Program is being undertaken without disclosure under Part 6D.2 of the Corporations Act. Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue. The primary purpose of the Prospectus

and the Cleansing Offer¹ is to comply with section 708A(11) of the Corporations Act to remove any trading restrictions that may attach to ATM Shares issued by NexGen so that the holders of those ATM Shares, if they choose to, may sell those ATM Shares within the 12 months following their issue, without the issue of a prospectus.

Refer to section 1 of the Original Prospectus for further details of the ATM Program and the Cleansing Offer.

3. Purpose of this Second Refresh Supplementary Prospectus

In accordance with section 723(3) of the Corporations Act, if a person offers securities under a disclosure document, and the disclosure document states or implies that the securities will be quoted on a financial market such as the ASX, and:

- (a) an application for quotation is not made within seven (7) days of the date of the disclosure document; or
- (b) the securities are not admitted to quotation within three (3) months after the date of the disclosure document,

then:

- (c) an issue or transfer of securities in response to an application made under the disclosure document is void; and
- (d) the person offering the securities must return the money received from the applicants as soon as possible.

By the issue of the Instrument, ASIC has varied the Corporations Act to allow companies to refresh the timing of the quotation condition to commence from the date of a refresh document, such that the seven (7) day period to apply for quotation and the (3) month period for the securities to be admitted to quotation is taken to commence from the date that the refresh document is lodged with ASIC. The Instrument imposes a number of requirements as to the content of the refresh document and on the company issuing the refresh document.

NexGen advises that, at the date of this Second Refresh Supplementary Prospectus:

- (a) NexGen has not applied for quotation of the New CDI offered pursuant to the Cleansing Offer; and
- (b) the New CDI has not been admitted to quotation on the ASX.

This Second Refresh Supplementary Prospectus has been issued for the purposes of refreshing the periods for:

- (a) applying for quotation of the New CDI from seven (7) days from the date of issue of the First Refresh Supplementary Prospectus to seven (7) days from the date of this Second Refresh Supplementary Prospectus; and
- (b) admission to quotation of the New CDI from three (3) months from the date of the First Refresh Supplementary Prospectus to three (3) months from the date of this Second Refresh Supplementary Prospectus,

in accordance with section 724(3G)(d) of the Corporations Act, as inserted by the Instrument.

It is likely that NexGen will issue further refresh documents while the ATM Program remains active until the Cleansing Offer is closed or the Prospectus expires on 9 February 2024, being the statutory expiry date of the Prospectus in accordance with section 711(6) of the Corporations Act.

4. Specific disclosures required by the Instrument

Withdrawal rights

Any Applicant who, prior to the date of this Second Refresh Supplementary Prospectus, has lodged an Application for the New CDI will receive a copy of this Second Refresh Supplementary Prospectus.

All Applicants who have previously submitted an Application Form have one (1) month to withdraw their Application and be repaid their Application Money (without interest).

An Applicant who wishes to withdraw their Application and obtain a refund of Application Money must submit a written request to NexGen at the address set out below so that it is received within one month of the date of this Second Refresh Supplementary Prospectus (i.e. by close of business on 5 July 2023) (**Withdrawal Period**):

For delivery by hand or post:

¹ The Cleansing Offer comprises a nominal offer by invitation only of 1 new CDI (**New CDI**) over a common share in the issued capital of NexGen at an issue price of A\$7.00 to raise A\$7.00 (before associated costs). Refer to section 1.1.2 of the Original Prospectus for further details.

Endeavour Corporate
Suite 8, 7 The Esplanade Mount Pleasant
WA 6153 Australia

The Cleansing Offer will remain open until at least 6 August 2023, being after the end of the Withdrawal Period. There are no changes to the timetable for the Cleansing Offer as set out on page 9 of the Original Prospectus.

Applications received

Only persons invited by NexGen may participate in the Cleansing Offer.

As at the date of this Second Refresh Supplementary Prospectus, NexGen has not received any Applications for the New Share. No Application has been processed and the New Share has not been issued.

Quotation condition

NexGen did not apply to ASX within seven (7) days of the date of the First Refresh Supplementary Prospectus for ASX to grant official quotation of the New CDI. As at the date of this Second Refresh Supplementary Prospectus, the New CDI has not been admitted to quotation by ASX.

NexGen will apply for quotation of the New CDI within seven (7) days of the date of this Second Refresh Supplementary Prospectus.

Quotation of the New CDI remains subject to successful completion of the Cleansing Offer. ASX has neither indicated that the New CDI offered under the Cleansing Offer will not be admitted to quotation, nor that the New CDI will be admitted to quotation subject to certain conditions being satisfied. NexGen does not expect that ASX will set any such conditions for quotation of the CDI.

Upon lodgement of this Second Refresh Supplementary Prospectus, and subject only to the lodgement of any future refresh document, the quotation condition must be satisfied by 6 October 2023, being three months after the date of this Second Refresh Supplementary Prospectus.

5. Authorisation and consent to lodgement

This Second Refresh Supplementary Prospectus is issued by NexGen and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Second Refresh Supplementary Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of NexGen.



Leigh Curyer
President and Chief Executive Officer
NexGen Energy (Canada) Ltd

Dated: 5 July 2023