FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Reporting Issuer

NexGen Financial Corporation

36 Toronto Street
Toronto, Ontario
M5C 2C5

Item 2 Date of Material Change

December 14, 2012

Item 3 Press Release

Attached is a press release dated December 17, 2012 which was issued in Toronto, Ontario on December 17, 2012 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

NexGen Financial Corporation ("NexGen" or the "Corporation") (NFX:TSX.V) announces that it has granted incentive stock options to purchase a total of 93,000 common shares to certain of its officers and employees in accordance with the provisions of its stock option plan. The options are exercisable at a price of $6.05 per share for a period of five years from the date of grant. Pursuant to this plan, the Corporation is authorized to grant an aggregate of up to 10% of its issued and outstanding common shares on a rolling basis.

Item 5 Full Description of Material Change

NexGen announces that it has granted incentive stock options to purchase a total of 93,000 common shares to certain of its officers and employees in accordance with the provisions of its stock option plan. The options are exercisable at a price of $6.05 per share for a period of five years from the date of grant. Pursuant to this plan, the Corporation is authorized to grant an aggregate of up to 10% of its issued and outstanding common shares on a rolling basis.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7 Omitted Information

Not applicable

Item 8 Executive Officer

Patrick Lincoln
Secretary
NexGen Financial Corporation
Tel: 416-775-3717
Fax: 416-775-3719

Item 9 Date of Report

December 18, 2012

NexGen Financial Corporation grants incentive stock options

Toronto – December 17, 2012 – NexGen Financial Corporation ("NexGen" or the "Corporation") (NFX:TSX.V) announces that it has granted incentive stock options to purchase a total of 93,000 common shares to certain of its officers and employees in accordance with the provisions of its stock option plan. The options are exercisable at a price of $6.05 per share for a period of five years from the date of grant. Pursuant to this plan, the Corporation is authorized to grant an aggregate of up to 10% of its issued and outstanding common shares on a rolling basis.

About NexGen Financial

NexGen Financial Corporation is a mutual fund company and was founded to develop value added investment solutions for financial advisors and their clients. The firm is focused on the creation of innovative investment products and services that meet the needs of Canadians seeking more tax efficient investment opportunities and greater control over the tax treatment of their investments. Managed by strong investment professionals, NexGen's unique Registered and Tax-Managed Fund offerings are well positioned as attractive investment opportunities for Canadians looking to alleviate the tax costs associated with traditional investment solutions.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For more information contact:

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Forward Looking Statements

This release may contain "forward-looking statements" which reflect the current expectations of the Corporation. These statements reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant known and unknown risks, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements including, without limitation, those listed under the heading "Risk Factors" in the Corporation's Management Discussion and Analysis, which is available the Corporation's website and on SEDAR at www.sedar.com. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance or achievements could vary materially from those expressed or implied by the forward-looking statements contained in this release. Although the forward-looking statements contained in this release are based upon what the Corporation believes to be reasonable assumptions, the Corporation cannot assure investors that actual results, performance or achievements will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this release and the Corporation does not assume any obligation to update or revise them to reflect new events or circumstances.