FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

NexGen Energy Ltd. (“**NexGen**”, or the “**Company**”)
Suite 2200 – 885 West Georgia Street
Vancouver, British Columbia
V6C 3E8

Item 2 Date of Material Change

April 19, 2013

Item 3 News Release

A news release was disseminated on April 19, 2013 by the Company through the facilities of Canada Stockwatch and Market News and subsequently filed on the Company’s SEDAR profile.

Item 4 Summary of Material Change

On April 19, 2013, Clermont Capital Inc. (“**Clermont**”) announced that it had closed its qualifying transaction (the “**Qualifying Transaction**”), which was effected pursuant to an amalgamation agreement (the “**Amalgamation Agreement**”) dated as of December 31, 2012 among Clermont, 0957633 B.C. Ltd., a wholly-owned subsidiary of Clermont and NexGen. Pursuant to the Amalgamation Agreement, the shareholders of NexGen were issued one common share of Clermont (on a post-Share Consolidation (as defined below) basis) for every one 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 (the “**Share Consolidation**”) and changed its name to “NexGen Energy Ltd.”

Item 5 Full Description of Material Change

For a full description of the material change, please see the Company’s news release attached hereto as Schedule “A”.

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

Not applicable.

Item 7 Omitted Information

No significant facts have been omitted from this report.

Item 8 Executive Officer

For further information contact Leigh Curyer, President and Chief Executive Officer at +61 409 679 104.

Item 9 Date of Report

April 23, 2013.

Schedule "A"

Please see attached.

CLERMONT CAPITAL INC.
736 Granville Street, Suite 100
Vancouver, BC V7Z 1G3
Telephone: 604-684-6730
Fax: 604-684-6740

Not for Distribution to United States Newswire Services or for Dissemination in the United States.

NEWS RELEASE

CLERMONT CAPITAL INC. ANNOUNCES CLOSING OF QUALIFYING TRANSACTION

April 19, 2013 – Vancouver, BC – Clermont Capital Inc. ("**Clermont**", or the "**Company**") (TSX-V: NXE) is pleased to announce that it has closed its qualifying transaction (the "**Qualifying Transaction**"), which was effected pursuant to an amalgamation agreement (the "**Amalgamation Agreement**") among Clermont, 0957633 B.C. Ltd., a wholly-owned subsidiary of Clermont and NexGen Energy Ltd. ("**NexGen**") dated as of December 31, 2012. Pursuant to the Amalgamation Agreement, the shareholders of NexGen were issued one common share of Clermont (on a post-Share Consolidation (as defined below) basis) for every one NexGen common share held immediately prior to the completion of the amalgamation (the "**Amalgamation**").

In connection with the Qualifying Transaction, Clermont completed a consolidation of its common shares on a 2.35:1 basis (the "**Consolidation**") and changed its name to "NexGen Energy Ltd." Management of the Company is now comprised of Leigh Curyer as President and Chief Executive Officer, Beth Kitto as Chief Financial Officer and Andrew Browne as Vice President – Exploration and Development. The board of directors of the Company is comprised of Leigh Curyer, Chris McFadden, Trevor Thiele, Gerry Feldman, Richard Patricio and James Currie. For further biographical information concerning these persons please see the Company's amended and restated management information circular dated March 1, 2013.

By letter dated April 11, 2013, the TSX Venture Exchange (the "**TSXV**") issued its conditional approval of the Qualifying Transaction and listing of the Company on the TSXV as a Tier 2 Issuer. The Company's common shares is expected to commence trading on the TSXV under the ticker symbol "NXE" on April 23, 2013, subject to the TSXV issuing its final exchange bulletin confirming the completion of the Qualifying Transaction and its approval thereof.

Upon completion of the Qualifying Transaction, the Company has 85,655,640 common shares issued and outstanding, options to acquire 5,750,000 common shares and 7,879,056 common share purchase warrants outstanding.

Pursuant to the terms of a Tier 2 value security agreement among the Company, Computershare Investor Services In. and certain securityholders, an aggregate of 39,626,266 common shares have been placed in escrow, whereby 10% will be released immediately upon the immediately upon the issuance of the TSXV bulletin evidencing final acceptance of the Qualifying Transaction and the balance of such securities will be released in equal tranches of 15% every six months thereafter.

In addition, a total of three non-principal former shareholders of NexGen who upon closing of the Qualifying Transaction hold an aggregate of 1,613,421 common shares are subject seed share resale restrictions pursuant to the policies of the TSXV. Such common shares have been issued with a restrictive legend that will permit 20% of such shares to be released each month with the first release having occurred upon closing of the Qualifying Transaction.

ABOUT NEXGEN

NexGen is a British Columbia corporation established by Tigers Realm Group, an Australian-based, privately-owned resources group, as a special purpose Canadian uranium exploration company. It has an option to earn a 70% interest in the Radio Project in the Athabasca Basin, Saskatchewan, Canada. On December 18, 2012, NexGen also acquired the uranium exploration projects of Mega Uranium Ltd. in the Athabasca Basin, Saskatchewan and Thelon Basin, Nunavut, Canada.

FOR FURTHER INFORMATION PLEASE CONTACT:

Investor Relations
NexGen Energy Ltd.
Leigh Curyer, Chief Executive Officer
+61 409 679 104
lcuryer@nexgenenergy.ca
www.nexgenenergy.ca

The TSXV has in no way passed upon the merits of the Qualifying Transaction and has neither approved nor disapproved the contents of this press release. Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Information

This news release includes forward looking statements that are subject to assumptions, risks and uncertainties. All statements in this news release which are not historical are forward-looking statements. Although NexGen believes that any forward-looking statements in this news release are reasonable, there can be no assurance that any such forward-looking statements will prove to be accurate. NexGen cautions readers that all forward-looking statements are based on assumptions, none of which can be assured, and are subject to certain risks and uncertainties that could cause actual events or results to differ materially from those indicated in the forward-looking statements. Readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance on forward-looking statements.

The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws or the TSXV. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.