FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

NexGen Energy Ltd. ("**NexGen**" or the "**Company**")
Suite 2450 – 650 West Georgia Street
Vancouver, British Columbia
V6B 4N9

Item 2 Date of Material Change

March 26, 2014

Item 3 News Release

A news release in connection with the material change was disseminated on March 26, 2014 through the facilities of Marketwire and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On March 26, 2014, NexGen announced that it had completed its previously announced bought deal offering, including the exercise in full of the over-allotment option of 25,645,000 units (the "**Units**") at a price of $0.45 per Unit (the "**Offering Price**"), for aggregate gross proceeds of $11,540,250.

Item 5 Full Description of Material Change

On March 26, 2014, NexGen announced that it had completed its previously announced bought deal offering of 25,645,000 Units at a price of $0.45 per Unit, for aggregate gross proceeds of $11,540,250 (the "**Offering**").

Each Unit consists of one common share and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one common share of the Company at a price of $0.65 until 5:00 p.m. (Vancouver time) on March 26, 2016.

The Offering was led by Dundee Securities Ltd. ("**Dundee**") on behalf of a syndicate of underwriters which included Raymond James Ltd., Cantor Fitzgerald Canada Corporation and Macquarie Capital Markets Canada Ltd. (collectively with Dundee, the "**Underwriters**"). In connection with the Offering, the Underwriters received a cash commission on the sale of Units equal to 6.0% of the gross proceeds raised and non-transferable broker warrants equal to 6.0% of the total number of Units sold. Each broker warrant shall be exercisable into one Unit of the Company at the Offering Price until 5:00 p.m. (Vancouver time) on March 26, 2016.

NexGen intends to use the proceeds of the Offering for continued uranium exploration on its Rook 1 Project located in the Athabasca Basin in Saskatchewan and for working capital and other corporate purposes.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information contact Leigh Curyer, Chief Executive Officer, at 604.428.4112.

Item 9 Date of Report

April 2, 2014