

NEXGEN ENERGY LTD.
MAJORITY VOTING POLICY

The Board of Directors of NexGen Energy Ltd. (the “**Corporation**”) believes that each member of the Board of Directors should carry the confidence and support of the Corporation’s shareholders.

1. Application

This majority voting policy applies to every meeting of the Corporation’s shareholders where an “uncontested election” of directors is held. For the purposes of this policy, an “uncontested election” of directors of the Corporation means an election where the number of nominees for directors is equal to the number of directors to be elected.

2. Majority Withheld Votes

2.1 If the number of proxy votes “withheld” for a particular director nominee is greater than the votes “for” such nominee, the director nominee shall be required to immediately tender his or her resignation to the Chair of the Corporation’s Board of Directors, following the applicable meeting of the Corporation’s shareholders.

2.2 Following receipt of a resignation tendered pursuant to this policy, the Corporation’s Compensation and Governance Committee shall consider whether or not to accept the offer of resignation and make a recommendation thereon to the Board of Directors. The Board of Directors, in turn will reach a determination no later than 90 days following the applicable meeting of the Corporation’s shareholders.

2.3 Absent exceptional circumstances that would warrant the continued service of the applicable director on the Board of Directors, the Compensation and Governance Committee shall be expected to accept, and recommend the acceptance of, the resignation, whereupon the resignation shall become effective.

2.4 The Corporation shall promptly issue a news release (and provide a copy thereof to the Toronto Stock Exchange) disclosing the determination of the Board of Directors. In the event that the Board determines to reject the resignation, the news release announcing the Board’s decision will include the reasons for rejecting the resignation.

2.5 A Director who tenders his or her resignation pursuant to this majority voting policy shall not be permitted to participate in any deliberations or vote of the Board of Directors or the Compensation and Governance Committee, at which his or her resignation is to be considered.

3. Disclosure

3.1 Following each meeting of shareholders at which directors are elected and in respect of which this policy applies, the Corporation shall promptly issue a news release disclosing the detailed voting results for the election of each director (as such other particulars as prescribed by the Toronto Stock Exchange).

Policy approved on May 3, 2016 and, as amended, on June 23, 2016, to be effective upon the date the Corporation’s common shares are accepted for listing on the Toronto Stock Exchange.