



## **SIGNIFICANT DIFFERENCES IN NEXGEN ENERGY LTD.'S CORPORATE GOVERNANCE PRACTICES COMPARED TO NYSE MKT CORPORATE GOVERNANCE STANDARDS**

As a Canadian corporation listed on the NYSE MKT LLC (the "**NYSE MKT**"), NexGen Energy Ltd. ("**NexGen**") is not required to comply with most of the NYSE MKT corporate governance standards, so long as it complies with Canadian corporate governance practices. In order to claim such an exemption, however, NexGen must disclose the significant differences between its corporate governance practices and those required to be followed by U.S. domestic companies under the NYSE MKT corporate governance standards.

NexGen's corporate governance practices meet or exceed all applicable Canadian requirements. They also incorporate some best practices derived from the NYSE MKT rules and comply with applicable rules adopted by the Securities and Exchange Commission to give effect to the provisions of the United States Sarbanes-Oxley Act of 2002.

It is expected that further information about NexGen's corporate governance practices will be included in NexGen's management proxy circulars in respect of its future annual meetings of shareholders.

The following is a summary of the significant ways in which NexGen's corporate governance practices differ from those required to be followed by U.S. domestic issuers under the NYSE MKT's corporate governance standards. Except as described in this summary, NexGen is in compliance with the NYSE MKT corporate governance standards in all significant respects.

### **Shareholder Approval of Private Placements**

The NYSE MKT requires a listed company to obtain the approval of its shareholders for certain types of securities issuances, including private placements that may result in the issuance of common shares (or securities convertible into common shares) equal to 20% or more of presently outstanding shares for less than the greater of book or market value of the shares. In general, there is no such requirement under British Columbia law or under the rules of the TSX unless the securities issuance (i) materially affects control; (ii) provides consideration to insiders greater than 10% of the issuer's market capitalization during any six month period and has not been negotiated at arm's length; or (iii) will result in the issuer issuing shares in excess of 25% of its presently outstanding shares on a non-diluted basis. NexGen follows the TSX rules with respect to this requirement for shareholder approval of certain private placements.

### **Shareholder Approval of Equity Compensation Plans**

Section 711 of the NYSE MKT's Company Guide requires shareholder approval of all equity compensation plans and material revisions to such plans. The definition of "equity compensation plans" covers plans that provide for the delivery of both newly issued and treasury securities, as well as plans that rely on securities re-acquired in the open market by the issuing company for the purpose of redistribution to employees and directors. The TSX rules

provide that only the creation of (and renewal on each third year anniversary of rolling plans) or certain material amendments, to equity compensation plans that provide for new issuances of securities are subject to shareholder approval. NexGen follows the TSX rules with respect to this requirement for shareholder approval of equity compensation plans that provide for new issuances of securities and certain material revisions to such plans.

**Shareholder Meeting Quorum Requirement:**

Under Section 123 of the NYSE MKT's Company Guide, the minimum quorum requirement for a shareholder meeting is one-third of the outstanding shares of common stock. In addition, a company listed on NYSE MKT is required to state its quorum requirement in its bylaws. NexGen's quorum requirement is set forth in its Articles, which provide that the quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting.