Unaudited Condensed Interim Financial Statements of

NEXGEN ENERGY LTD.

September 30, 2015 and 2014

NEXGEN ENERGY LTD.

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian Dollars)
(Unaudited)
As at

	Note	September 30, 2015	December 31, 2014
		$	$
ASSETS			
Current			
Cash		**20,749,898**	13,840,457
Sales taxes receivable		**435,317**	91,127
Prepaid expenses		**323,233**	158,447
		21,508,448	14,090,031
Exploration and evaluation assets	**5**	**61,215,023**	42,051,915
Equipment	**7**	**895,128**	862,290
		62,110,151	42,914,205
TOTAL ASSETS		**83,618,599**	57,004,236
LIABILITIES			
Current			
Accounts payable and accrued liabilities		**2,478,047**	379,305
Short-term loan	**9**	**-**	1,354,664
		2,478,047	1,733,969
Flow-through share premium liability	**6**	**-**	212,144
TOTAL LIABILITIES		**2,478,047**	1,946,113
EQUITY			
Share capital	**8**	**90,441,279**	62,850,418
Reserves	**8**	**6,368,803**	4,959,329
Accumulated deficit		**(15,669,530)**	(12,751,624)
TOTAL EQUITY		**81,140,552**	55,058,123
TOTAL LIABILITIES AND EQUITY		**83,618,599**	57,004,236

Going concern (Note 2)
Commitments (Note 6)
Subsequent events (Note 14)

The accompanying notes are an integral part of the condensed interim financial statements
These condensed interim financial statements were authorized for issue by the Board of Directors on November 19, 2015

NEXGEN ENERGY LTD.

CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Expressed in Canadian Dollars)

(Unaudited)

		For the Three Months Ended		For the Nine Months Ended	
		September 30, 2015	**September 30, 2014**	**September 30, 2015**	**September 30, 2014**
	NOTE	**$**	$	**$**	$
Operating expenses					
Salaries, benefits and directors fees	9	217,636	189,531	632,320	595,072
Office and administrative		84,168	62,329	325,712	226,080
Professional fees		126,546	185,174	437,756	364,869
Travel		120,812	104,531	457,447	241,020
Depreciation	7	53,604	17,094	157,729	76,988
Share-based payments	8, 9	386,815	192,340	1,293,704	853,924
Finance income		(26,383)	(28,567)	(89,976)	(94,076)
Foreign exchange loss (gain)		3,967	5,048	14,480	(16,545)
Gain on settlement of short-term loan	9	(99,122)	-	(99,122)	-
Income on reduction of flow-through premium liability	6	-	-	(212,144)	(105,480)
Loss and comprehensive loss for the period		**(868,043)**	**(727,480)**	**(2,917,906)**	**(2,141,852)**
Loss per common share - basic and diluted		(0.00)	(0.01)	(0.01)	(0.02)
Weighted average number of common shares outstanding - basic and diluted		253,432,940	144,363,604	222,590,499	132,502,881

The accompanying notes are an integral part of the condensed interim financial statements

NEXGEN ENERGY LTD.

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

(Expressed in Canadian Dollars)
(Unaudited)

	Note	Number of Common Shares	Share Capital	Reserves	Accumulated Deficit	Total
Balance as at December 31, 2013		**138,536,687**	**$ 39,599,737**	**$ 2,187,811**	**$ (4,378,324)**	**$ 37,409,224**
Issue of shares for cash		25,645,000	10,899,125	641,125	-	11,540,250
Issue of shares for exploration and evaluation assets		6,076,216	3,148,008	-	-	3,148,008
Share issuance costs		-	(1,485,327)	363,611	-	(1,121,716)
Exercise of stock options		371,453	127,815	-	-	127,815
Re-allocated on exercise of options		-	73,998	(73,998)	-	-
Share-based payments		-	-	1,169,871	-	1,169,871
Loss for the period		-	-	-	(2,141,852)	(2,141,852)
Balance as at September 30, 2014		**170,629,356**	**$ 52,363,356**	**$ 4,288,420**	**$ (6,520,176)**	**$ 50,131,600**
Balance as at December 31, 2014		**195,758,536**	**$ 62,850,418**	**$ 4,959,329**	**$ (12,751,624)**	**$ 55,058,123**
Exercise of warrants	8(a)(c)(d)(e)(h)	631,694	397,315	(122,481)	-	274,834
Exercise of options	8(b)(f)(g)(i)(l)(m)(n)	1,327,857	777,682	(280,663)	-	497,019
Issue of shares for cash from private placements	8(j)	54,602,000	27,301,000	-	-	27,301,000
Share issuance costs	8(j)	-	(2,140,678)	-	-	(2,140,678)
Issue of shares on loan settlement	8(k)	1,652,029	1,255,542	-	-	1,255,542
Share-based payments	8	-	-	1,812,618	-	1,812,618
Loss for the period		-	-	-	(2,917,906)	(2,917,906)
Balance as at September 30, 2015		**253,972,116**	**$ 90,441,279**	**$ 6,368,803**	**$ (15,669,530)**	**$ 81,140,552**

The accompanying notes are an integral part of the condensed interim financial statements

NEXGEN ENERGY LTD.

CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited)

FOR THE NINE MONTHS ENDED

	September 30, 2015	September 30, 2014
	$	$
Cash flows (used in) from operating activities		
Loss for the period	(2,917,906)	(2,141,852)
Items not involving cash:		
Depreciation	157,729	76,988
Share-based payments	1,293,704	853,924
Income on reduction of flow-through premium liability	(212,144)	(105,480)
Gain on settlement of short-term loan	(99,122)	-
Changes in non-cash working capital items:		
Sales taxes receivable	(344,190)	(65,253)
Prepaid expenses	(164,786)	120,000
Accounts payable and accrued liabilities	109,621	(142,733)
	(2,177,094)	(1,404,406)
Cash flows (used in) from investing activities		
Acquisition of exploration and evaluation assets	(16,793,366)	(10,138,429)
Acquisition of equipment	(190,567)	(782,462)
Recovery from deficiency on exploration and evaluation asset	138,293	-
	(16,845,640)	(10,920,891)
Cash flows (used in) from financing activities		
Shares and warrants issued for cash from financings	27,301,000	11,540,250
Cash from exercise of warrants	274,834	-
Cash from exercise of options	497,019	127,815
Cash share issuance costs	(2,140,678)	(1,121,716)
	25,932,175	10,546,349
Increase (decrease) in cash	6,909,441	(1,778,948)
Cash, beginning of period	13,840,457	7,562,633
Cash, end of period	20,749,898	5,783,685

Supplemental disclosure with respect to cash flows (Note 13)

The accompanying notes are an integral part of the condensed interim financial statements

1. NATURE OF OPERATIONS

NexGen Energy Ltd. ("NexGen" or the "Company") is an exploration stage entity engaged in the acquisition, exploration and evaluation of uranium properties in Canada. The Company was incorporated pursuant to the provisions of the British Columbia Business Corporations Act on December 20, 2011. The Company's registered records office is located in Suite 2270, 1055 West Georgia Street, Vancouver, BC V6E3P3.

On April 19, 2013, the Company completed its Qualifying Transaction, which was effected pursuant to an Amalgamation Agreement dated December 31, 2012 (the "Amalgamation Agreement") amongst Clermont Capital Inc. ("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 basis) for every one NexGen common share held immediately prior to the completion of the amalgamation (the "Amalgamation"), being 78,932,247 common shares. 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." The acquisition of NexGen was accounted for as a reverse takeover.

Following Exchange approval, on April 23, 2013, the Company was a Tier 2 Issuer classified as a mineral exploration and development company. The Company commenced trading under the symbol "NXE" on April 23, 2013. On August 7, 2015, the Company began trading as a Tier 1 Issuer. The Company's common shares also trade on the OTCQX Best Market.

2. GOING CONCERN

These condensed interim financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going-concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. Accordingly, it does not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than the normal course of business and at amounts which may differ from those shown in the financial statements. The ability of the Company to continue as a going concern is dependent on its ability to obtain additional financing and achieve future profitable operations. As an exploration stage company, the Company does not have revenues and historically has recurring operating losses. As at September 30, 2015, the Company had an accumulated deficit of $15,669,530. As at September 30, 2015, the Company had working capital of $19,030,401, which is sufficient to carry out committed exploration activities and corporate and administrative costs for the next twelve months.

The condensed interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

The business of mining for minerals involves a high degree of risk. NexGen is an exploration company and is subject to risks and challenges similar to companies in a comparable stage. These risks include, but are not limited to, the challenges of securing adequate capital in view of exploration, development and operational risks inherent in the mining industry; changes in government policies and regulations; the ability to obtain the necessary environmental permitting; challenges in future profitable production or, alternatively NexGen's ability to dispose of its exploration and evaluation assets on an advantageous basis; as well as global economic and uranium price volatility; all of which are uncertain.

The underlying value of the exploration and evaluation assets is dependent upon the existence and economic recovery of mineral reserves and is subject to, but not limited to, the risks and challenges identified above. Changes in future conditions could require material write-downs of the carrying value of exploration and evaluation assets.

3. BASIS OF PRESENTATION

Statement of Compliance

These condensed interim financial statements for the nine months ended September 30, 2015 including comparatives, are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). They are in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting. They do not include all of the information required by IFRS for annual financial statements, and should be read in conjunction with the Company's financial statements as at and for the year ended December 31, 2014. Accordingly, accounting policies applied other than as disclosed in Note 4 are the same as those applied in the Company's annual financial statements.

Basis of Presentation

These condensed interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information. All monetary references expressed in these notes are references to Canadian dollar amounts ("$").

Critical accounting judgements, estimates and assumptions

The preparation of the condensed interim financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed interim financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these judgments, estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The information about significant areas of estimation uncertainty considered by management in preparing the condensed interim financial statements is as follows:

(i) Impairment

At the end of each financial reporting period the carrying amounts of the Company's non-financial assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss or reversal of previous impairment. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

(ii) Share-based payments

The Company uses the Black-Scholes option pricing model to determine the fair value of options and warrants in order to calculate share-based payments expense and the fair value of agent warrants. The Black-Scholes model involves six key inputs to determine fair value of an option: risk-free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life, and expected volatility. Certain of the inputs are estimates that involve considerable judgment and are or could be affected by significant factors that are out of the Company's control. The Company is also required to estimate the future forfeiture rate of options based on historical information in its calculation of share-based payments expense. Refer to Note 8 for further details.

The information about significant areas of judgment considered by management in preparing the condensed interim financial statements are as follows:

3. BASIS OF PRESENTATION (continued)

(i) Determination of functional currency

The effect of Changes in Foreign Exchange Rates (IAS 21) defines the functional currency as the currency of the primary economic environment in which an entity operates. The determination of functional currency, which is performed on an entity by entity basis, is based on various judgmental factors outlined in IAS 21. The Company transacts in Canadian, United States and Australian dollars. Based on assessment of the factors in IAS 21, management determined that the functional currency for the Company is the Canadian dollar.

(ii) Deferred tax assets

Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent it is probable that taxable income will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of future taxable income together with future tax planning strategies.

4. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies followed by the Company are set out in Note 4 to the audited consolidated financial statements for the year ended December 31, 2014, and have been consistently followed in the preparation of these condensed interim financial statements except for the following policies which have not yet been adopted:

New standards and interpretations adopted

New standard adopted:

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on or after January 1, 2015.

- IFRS 7: Amended to require additional disclosures on transition from IAS 39 and IFRS 9, effective for annual periods beginning on or after January 1, 2015. The adoption of this standard had no significant impact on these condensed interim financial statements.

Future accounting pronouncement:

The following standard has not been adopted by the Company and is being evaluated to determine its impact:

- IFRS 9: New standard that replaced IAS 39 for classification and measurement, effective for annual periods beginning on or after January 1, 2018.

5. EXPLORATION AND EVALUATION ASSETS

Radio Property

The Radio property ("Radio Project") is located in Northern Saskatchewan. In December 2011, Tigers Realm Minerals Pty Ltd ("Tigers Realm" a shareholder of NexGen) entered into an option agreement (the "Radio Option Agreement") with three arm's length individuals (collectively, the "Optionors") pursuant to which Tigers Realm was granted the exclusive right and option (the "Option") to earn an undivided 70% interest in the Radio Property in exchange for a combination of cash, shares and an obligation to incur certain exploration expenditures. On February 21, 2012, Tigers Realm assigned all of its interest in the Radio Option Agreement to NexGen in exchange for the issue of 21,999,997 common shares of NexGen.

The Radio Option Agreement was subsequently amended by agreements dated June 5, 2012, November 23, 2012, April 12, 2013, June 25, 2013, and June 28, 2013. As of December 31, 2013, NexGen had satisfied all of its obligations under the Radio Option Agreement except an obligation to incur $15,000,000 of expenditures over a two year period ending March 31, 2015.

By agreement dated January 14, 2014, the Radio Option Agreement was further amended to delete the expenditure requirement described above and instead require that NexGen incur expenditures of $10,000,000 between January 1, 2014 and May 31, 2017, in exchange for 5,714,286 units (issued), each comprising one common share and one common share purchase warrant, each exercisable for one common share at a price of $0.50 per share until May 31, 2017. As of September 30, 2015, NexGen has not spent any expenditures toward this obligation.

Upon it satisfying this expenditure obligation, NexGen will deliver to the Optionors an officers certificate whereupon NexGen shall then be deemed to have exercised the option and shall thereafter be the owner of the undivided 70% right, title and interest in the Radio Property, subject to a 2% net smelter royalty (excluding diamonds) and a 2% gross overriding royalty (diamonds only), as applicable, with respect to the production from the property. In addition, upon NexGen exercising its option to acquire a 70% interest in the Radio Property, a joint venture agreement will be entered into between NexGen and the Optionors containing those terms prescribed by the Radio Option Agreement.

Rook 1 Property

The Company acquired the Rook 1 property in December 2012 and has a 100% interest in the claims subject only to a 2% net smelter return royalty ("NSR") and a 10% production carried interest, in each case, only on claim S-108095. The NSR may be reduced to 1% upon payment of $1,000,000.

Other Athabasca Basin Properties

On May 1, 2014, the Company issued 361,930 common shares valued at $119,436 to Long Harbour Exploration Corp. ("Long Harbour") to acquire a 75% interest in, and an option to acquire the remaining 25% interest in, five mineral claims. The Company also paid $15,000 in finder's fees.

The option is exercisable by NexGen, upon notice to Long Harbour, at any time before May 1, 2018. In the event that NexGen exercises the option, it is also required to issue to Long Harbour such number of common shares as are equal to $45,000 based on the volume weighted average trading price on the TSXV during the five days immediately preceding the closing of the exercise of the option. These mineral claims are subject to a royalty of 2% of net smelter returns and a 2% gross overriding royalty on production from the property.

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS (continued)

The following is a summary of the capitalized costs on the projects described above.

	Radio	Rook 1	Other Athabasca Basin Properties	Total
	$	$	$	$
Acquisition costs:				
Balance, December 31, 2014	20,133,753	220,713	1,274,966	21,629,432
Additions	-	-	-	-
Impairment	-	-	-	-
Balance, September 30, 2015	20,133,753	220,713	1,274,966	21,629,432
Deferred exploration costs:				
Balance, December 31, 2014	2,293,824	14,937,825	3,190,834	20,422,483
Additions:				
Deficiency deposit	-	-	(138,293)	(138,293)
Drilling	-	13,234,128	56,418	13,290,546
General exploration	-	1,189,104	-	1,189,104
Geological and geophysical	-	2,267,436	388,087	2,655,523
Labour and wages	-	1,499,287	-	1,499,287
Share-based payments (Note 8)	-	518,914	-	518,914
Travel	-	148,027	-	148,027
	-	18,856,896	306,212	19,163,108
Impairment	-	-	-	-
Balance, September 30, 2015	2,293,824	33,794,721	3,497,046	39,585,591
Total costs, September 30, 2015	**22,427,577**	**34,015,434**	**4,772,012**	**61,215,023**

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS (continued)

	Radio	Rook 1	Other Athabasca Basin Properties	Thelon Basin, Nunavut	Total
	$	$	$	$	$
Acquisition costs:					
Balance, December 31, 2013	17,078,839	220,713	1,718,864	2,682,748	21,701,164
Additions	3,054,914	-	143,541	-	3,198,455
Impairment	-	-	(587,439)	(2,682,748)	(3,270,187)
Balance, December 31, 2014	20,133,753	220,713	1,274,966	-	21,629,432
Deferred exploration costs:					
Balance, December 31, 2013	2,293,824	2,907,380	2,218,581	1,896,308	9,316,093
Additions:					
Deficiency deposit	-	(10,945)	227,919	-	216,974
Drilling	-	6,795,508	170,878	-	6,966,386
General exploration	-	1,240,243	263	-	1,240,506
Geological and geophysical	-	1,841,800	578,456	-	2,420,256
Labour and wages	-	1,405,725	-	-	1,405,725
Share-based payments	-	524,958	-	-	524,958
Shares issued for services	-	58,131	-	-	58,131
Travel	-	175,025	-	-	175,025
	-	12,030,445	977,516	-	13,007,961
Impairment	-	-	(5,263)	(1,896,308)	(1,901,571)
Balance, December 31, 2014	2,293,824	14,937,825	3,190,834	-	20,422,483
Total costs, December 31, 2014	**22,427,577**	**15,158,538**	**4,465,800**	**-**	**42,051,915**

6. COMMITMENTS

Flow-through expenditures:

The Company periodically issues flow-through shares with any resulting flow-through premium recorded as a flow-through share premium liability. The liability is subsequently reduced when the required exploration expenditures are made, and accordingly, a recovery of flow-through premium is recorded as income.

During the year ended December 31, 2014, the Company raised $11,500,000 through the issuance of flow-through shares. Based on Canadian tax law, the Company is required to spend this amount on eligible exploration expenditures by December 31, 2015. A $250,000 flow-through share premium liability was recorded during the year ended December 31, 2014.

As of September 30, 2015, the Company has fulfilled its obligation of spending the required eligible exploration expenditures and as such the liability has been reduced to $nil with the remaining recovery of flow-through premium recorded in the statement of loss and comprehensive loss.

(Expressed in Canadian Dollars)

6. COMMITMENTS (continued)

A continuity of the flow-through share premium liability is as follows:

	September 30, 2015	December 31, 2014
Balance, beginning of the period	$ 212,144	$ 105,480
Liability incurred on flow-through shares issued	-	250,000
Settlement of flow-through share liability on expenditures made	(212,144)	(143,336)
Balance, end of the period	$ -	$ 212,144

Office leases:

The Company has total office lease commitments at its Vancouver and Saskatoon offices as follows:

2015	$ 59,231
2016	$ 277,626
2017	$ 237,168
2018	$ 222,984
2019	$ 208,800
2020	$ 174,000

7. EQUIPMENT

	Computing Equipment	Software	Field Equipment	Total
Cost				
Balance at December 31, 2013	$ 25,490	$ 13,289	$ 165,067	$ 203,846
Additions	23,097	16,039	767,110	806,246
Balance at December 31, 2014	48,587	29,328	932,177	1,010,092
Additions	7,250	19,417	163,900	190,567
Balance at September 30, 2015	$ 55,837	$ 48,745	$ 1,096,077	$ 1,200,659
Accumulated Depreciation				
Balance at December 31, 2013	$ 8,497	$ 3,654	$ 649	$ 12,800
Depreciation	15,698	9,709	109,595	135,002
Balance at December 31, 2014	24,195	13,363	110,244	147,802
Depreciation	11,557	10,590	135,582	157,729
Balance at September 30, 2015	$ 35,752	$ 23,953	$ 245,826	$ 305,531
Net book value:				
At December 31, 2014	$ 24,392	$ 15,965	$ 821,933	$ 862,290
At September 30, 2015	**$ 20,085**	**$ 24,792**	**$ 850,251**	**$ 895,128**

8. SHARE CAPITAL AND RESERVES

Authorized Capital - Unlimited number of common shares with no par value and unlimited number of preferred shares.

Issued

For the period ended September 30, 2015:

(a) On March 10, 2015, the Company issued 196,001 common shares on the exercise of warrants at a price of $0.425 for total proceeds of $83,301. As a result of the exercise, $28,205 was re-allocated from reserves to share capital.

(b) On April 10, 2015, the Company issued 200,000 common shares on the exercise of options at a price of $0.40 for total proceeds of $80,000. As a result of the exercise, $52,400 was reclassified from reserves to share capital.

(c) On April 10, 2015, the Company issued 153,534 common shares on the exercise of warrants at a price of $0.45 for total proceeds of $69,090. As a result of the exercise, $36,848 was re-allocated from reserves to share capital.

(d) On April 13, 2015, the Company issued 76,125 common shares on the exercise of broker warrants at a price of $0.425 for total proceeds of $32,353. As a result of the exercise, $12,180 was re-allocated from reserves to share capital.

(e) On April 16, 2015, the Company issued 52,500 common shares on the exercise of broker warrants at a price of $0.40 for total proceeds of $21,000. As a result of the exercise, $8,400 was re-allocated from reserves to share capital.

(f) On April 17, 2015, the Company issued 100,000 common shares on the exercise of options at a price of $0.40 for total proceeds of $40,000. As a result of the exercise, $26,200 was reclassified from reserves to share capital.

(g) On April 27, 2015, the Company issued 175,000 common shares on the exercise of options at a price of $0.40 for total proceeds of $70,000. As a result of the exercise, $35,064 was reclassified from reserves to share capital.

(h) On April 27, 2015, the Company issued 153,534 common shares on the exercise of warrants at a price of $0.45 for total proceeds of $69,090. As a result of the exercise, $36,848 was re-allocated from reserves to share capital.

(i) On May 19, 2015, the Company issued 141,666 common shares on the exercise of options at prices of $0.30 and $0.40 for total proceeds of $53,333. As a result of the exercise, $27,076 was reclassified from reserves to share capital.

(j) On May 26, 2015, the Company completed a bought deal offering where it issued 47,480,000 common shares at a price of $0.50 per share for gross proceeds of $23,740,000. On May 28, 2015, the Company issued another 7,122,000 common shares pursuant to the exercise of the over-allotment option at a price of $0.50 per common share for additional gross proceeds of $3,561,000. Total share issuance costs for this offering was $2,140,678.

(k) On July 9, 2015, the Company issued 1,652,029 common shares at a fair value of $0.76 per share in settlement of its short-term loan due to Tigers Realm (Note 9).

8. SHARE CAPITAL AND RESERVES (continued)

(l) On July 10, 2015, the Company issued 153,191 common shares on the exercise of options at a price of $0.24 for total proceeds of $36,766. As a result of the exercise, $26,808 was reclassified from reserves to share capital.

(m) On August 6, 2015, the Company issued 58,000 common shares on the exercise of options at a price of $0.24 for total proceeds of $13,920. As a result of the exercise, $10,150 was reclassified from reserves to share capital.

(n) On August 31, 2015, the Company issued 500,000 common shares on the exercise of options at prices of $0.40 and $0.46 for total proceeds of $203,000. As a result of the exercise, $102,965 was reclassified from reserves to share capital.

For the period ended September 30, 2014:

(a) On February 21, 2014, the Company issued to the Optionors, 5,714,286 units valued at $3,028,572, allocated entirely to share capital. Each unit consisted of one common share and one common share purchase warrant. Each whole warrant entitles the Optionor to purchase one common share of the Company at a price of $0.50 exercisable until May 31, 2017 (Note 5).

(b) On March 26, 2014, the Company completed a bought deal offering where it issued 25,645,000 units at a price of $0.45 per unit for gross proceeds of $11,540,250. Each unit consisted of one common share and one-half of one common share purchase warrant. Each warrant will entitle the holder to purchase one common share of the Company at a price of $0.65 until March 26, 2016. The warrants had a residual value of $641,125. In connection with the offering, the Company issued 1,535,540 broker warrants at an exercise price of $0.45 per warrant exercisable until March 26, 2016. The broker warrants were valued at $363,611. These broker warrants are exercisable into units comprising one common share and one-half of one common share purchase warrant with each purchase warrant exercisable at $0.65 until March 26, 2016.

(c) The Company issued 371,453 common shares on the exercise of stock options at a weighted price of $0.34 for gross proceeds of $127,815. As a result of the exercise, $73,998 was reclassified from reserves to share capital.

(d) On May 1, 2014, the Company issued 361,930 common shares valued at $119,436 for the acquisition of exploration and evaluation assets from Long Harbour Exploration Corp. (Note 5)

Escrowed shares

As of April 22, 2013, there were 43,434,768 common shares in escrow under the following terms: 10% to be released from escrow on April 22, 2013 and 15% to be released from escrow every six months thereafter. As at September 30, 2015, 13,030,424 common shares remain in escrow (December 31, 2014 – 19,545,646).

(Expressed in Canadian Dollars)

8. SHARE CAPITAL AND RESERVES (continued)

Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants		Weighted Average Exercise Price
Outstanding at December 31, 2013	**19,433,347**	**$**	**0.55**
Granted	20,072,126		0.59
Expired	(3,824,266)		0.59
Outstanding at December 31, 2014[1]	**35,681,207**		**0.57**
Exercised	(631,694)		0.44
Issued on exercise of broker warrants	153,534		0.65
Expired	(15,284,455)		0.54
Outstanding at September 30, 2015	**19,918,592**	**$**	**0.59**

[1] Adjusted for broker warrants previously shown as expired on December 28, 2014, when actual expiration date was April 20, 2015.

As at September 30, 2015, the Company had the following warrants outstanding:

Outstanding	Exercise Price	Remaining Contractual Life (Years)	Expiry Date
12,822,500	$ 0.650	0.49	March 26, 2016
153,534	$ 0.650	0.49	March 26, 2016
[1]1,228,272	$ 0.450	0.49	March 26, 2016
5,714,286	$ 0.500	1.67	May 31, 2017
19,918,592			

[1] The Company had 1,228,272 broker warrants exercisable at $0.45 outstanding as at September 30, 2015. These broker warrants are exercisable into units comprising one common share and one-half of one common share purchase warrant with each purchase warrant exercisable at $0.65 until March 26, 2016.

Stock Options

Pursuant to the Company's stock option plan, directors may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Company, enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option equals the market price, minimum price, or a discounted price of the Company's shares as calculated on the date of grant. The options can be granted for a maximum term of 10 years and are subject to vesting provisions as determined by the Board of Directors of the Company.

(Expressed in Canadian Dollars)

8. SHARE CAPITAL AND RESERVES (continued)

Stock option transactions and the number of stock options outstanding are summarized as follows:

	Number of Stock Options	Weighted Average Exercise Price
Outstanding at December 31, 2013	**9,765,424**	**$ 0.39**
Granted	10,525,000	0.43
Exercised	(371,453)	0.34
Expired	(483,334)	0.40
Forfeited	(1,183,334)	0.39
Outstanding at December 31, 2014	**18,252,303**	**$ 0.41**
Granted	5,575,000	0.52
Exercised	(1,327,857)	0.40
Expired	(33,333)	0.46
Forfeited	(316,667)	0.43
Outstanding at September 30, 2015	**22,149,446**	**$ 0.44**
Number of options exercisable	13,724,446	$ 0.42

As at September 30, 2015, the Company has stock options outstanding and exercisable as follows:

Number of Options	Number Exercisable	Exercise Price	Remaining Contractual Life (Years)	Expiry Date
50,000	50,000	$ 0.400	1.25	December 31, 2016
50,000	50,000	$ 0.460	1.25	December 31, 2016
25,000	25,000	$ 0.500	1.25	December 31, 2016
331,360	331,360	$ 0.240	1.92	August 29, 2017
4,200,000	4,200,000	$ 0.400	2.34	January 31, 2018
250,000	250,000	$ 0.425	2.56	April 22, 2018
2,168,086	2,168,086	$ 0.400	2.83	July 30, 2018
100,000	100,000	$ 0.400	2.90	August 22, 2018
250,000	166,667	$ 0.300	3.22	December 19, 2018
3,325,000	2,216,666	$ 0.400	3.65	May 23, 2019
100,000	100,000	$ 0.400	3.65	May 23, 2019
750,000	500,000	$ 0.400	3.67	June 2, 2019
50,000	50,000	$ 0.460	4.24	December 24, 2019
4,950,000	1,666,667	$ 0.460	4.24	December 24, 2019
4,800,000	1,600,000	$ 0.500	4.66	May 27, 2020
750,000	250,000	$ 0.620	4.98	September 21, 2020
22,149,446	**13,724,446**			

Share-based payments

The Company uses the Black-Scholes option pricing model to calculate the fair value of stock options granted. The Black-Scholes model was developed for use in estimating the fair value of traded options that have no vesting restrictions. The model requires management to make estimates, which are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values. The following weighted average assumptions were used to estimate the weighted average grant date fair values:

(Expressed in Canadian Dollars)

8. SHARE CAPITAL AND RESERVES (continued)

	September 30, 2015	September 30, 2014
Expected stock price volatility	89.74%	94.00%
Expected life of options	5.00 years	5.00 years
Risk free interest rate	0.72%	1.60%
Expected forfeitures	0%	0%
Expected dividend yield	0%	0%
Weighted average fair value per option granted in period	$0.35	$0.19

Share-based payments for options vested in the current period amounted to $1,812,618 (2014 – $1,169,871) of which $1,293,704 (2014 – $853,924) was expensed to the statement of loss and comprehensive loss, and $518,914 (2014 - $315,947) was capitalized to exploration and evaluation assets (Note 5).

Reserves

	Options	Warrants	Total
Balance, December 31, 2013	$ 1,539,741	$ 648,070	$ 2,187,811
Warrants issued on private placement	-	641,125	641,125
Fair value of broker warrants	-	363,611	363,611
Exercise of stock options	(73,998)	-	(73,998)
Share-based payments	1,169,871	-	1,169,871
Balance, September 30, 2014	$ 2,635,614	$ 1,652,806	$ 4,288,420
Balance, December 31, 2014	$ 3,306,523	$ 1,652,806	4,959,329
Exercise of warrants	-	(122,481)	(122,481)
Exercise of stock options	(280,663)	-	(280,663)
Share-based payments	1,812,618	-	1,812,618
Balance, September 30, 2015	$ 4,838,478	$ 1,530,325	$ 6,368,803

9. RELATED PARTY TRANSACTIONS

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Remuneration attributed to key management personnel can be summarized as follows:

	For the nine months ended	
	September 30, 2015	**September 30, 2014**
Short-term compensation[(1)]	$ 641,250	$ 674,868
Share-based payments (stock options)[(2)]	1,227,482	893,794
	$ 1,868,732	$ 1,568,662

[(1)] Short-term compensation to key management personnel for the current period amounted to $641,250 (2014 - $674,868), of which $506,250 (2014 - $539,868) was expensed and included in salaries, benefits and directors fees on the statement of loss and comprehensive loss. The remaining $135,000 (2014 - $135,000) was capitalized to exploration and evaluation assets.

[(2)] Share-based payments to key management personnel for the current period amounted to $1,227,482 (2014 - $893,794) of which $987,139 (2014 - $715,931) was expensed and $240,343 (2014 - $177,863) was capitalized to exploration and evaluation assets.

9. RELATED PARTY TRANSACTIONS (continued)

As at September 30, 2015, $10,000 (December 31, 2014 - $10,000) was included in accounts payable and accrued liabilities to executives for accrued expense reimbursements.

Short-term loan

Tigers Realm is a shareholder of NexGen (see Note 5). As at September 30, 2015, the debt to Tigers Realm was fully settled through the issuance of 1,652,029 common shares. The shares had a deemed value of $0.82 per share and were issued at a fair value of $0.76 per share. A gain on short-term loan settlement of $99,122 was recorded on the statement of loss and comprehensive loss.

10. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and evaluation of assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain the future development of the business.

In the management of capital, the Company considers all components of equity and is dependent on third party financing, whether through debt, equity, or other means. Although the Company has been successful in raising funds to date, there is no assurance that the Company will be successful in obtaining required financing in the future or that such financing will be available on terms acceptable to the Company.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period.

11. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts payable and accrued liabilities.

Fair Value Measurement

The Company classifies the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument:

- Level 1 – quoted prices in active markets for identical assets or liabilities.
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e.: as prices) or indirectly (i.e.: derived from prices).
- Level 3 – inputs for the asset or liability that are not based on observable market data.

11. FINANCIAL INSTRUMENTS (continued)

The fair values of the Company's accounts payable and accrued liabilities approximate their carrying value, due to their short-term maturities or ability of prompt liquidation. The Company's cash is measured at fair value using Level 1 inputs.

Financial instrument risk exposure

As at September 30, 2015, the Company's risk exposures and the impact on the Company's financial instruments are summarized below:

(a) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments potentially subject to credit risk are cash and sales taxes receivable. The Company deposits cash with large Canadian and Australian banks. Credit risk is however concentrated as a significant amount of the Company's cash on hand is held at one financial institution. Management believes the risk of loss to be remote. The Company's sales taxes receivable consists of input tax credits receivable from the Government of Canada. Accordingly, the Company does not believe it is subject to significant credit risk.

(b) Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company attempts to manage liquidity risk by maintaining sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital to meet short-term obligations. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2015, NexGen had a cash balance of $20,749,898 to settle current liabilities of $2,478,047.

(c) Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity and equity prices.

(i) Interest Rate Risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company holds its cash in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values of the Company's cash balances as of September 30, 2015. The Company manages interest rate risk by maintaining an investment policy for short-term investments. This policy focuses primarily on preservation of capital and liquidity. The Company monitors the investments it makes and is satisfied with the credit rating of its banks. The Company does not have any interest bearing debt.

(ii) Foreign Currency Risk

The functional currency of the Company is the Canadian dollar. The Company is affected by currency transaction risk and currency translation risk. Consequently, fluctuations of the Canadian dollar in relation to other currencies impact the fair value of financial assets, liabilities and operating results. Financial assets and liabilities subject to currency translation risk primarily include Australian dollar denominated cash and Australian and US dollar accounts payable and accrued liabilities. The Company will maintain Australian dollar bank accounts in Australia and Canadian dollar bank accounts in Canada.

11. FINANCIAL INSTRUMENTS (continued)

(iii) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. Future declines in this commodity prices may impact the valuation of long-lived assets. The Company closely monitors commodity prices of uranium, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Sensitivity Analysis

Based on management's knowledge and experience of the financial markets, the Company believes movements are reasonably possible:

As at September 30, 2015, the Company's Australian and US dollar net financial liabilities were AUD $22,262 and USD $14,181, respectively. Thus a 10% change in the Canadian dollar versus Australian and US dollar exchange rates would give rise to a $3,986 change in loss and comprehensive loss.

The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

12. SEGMENT INFORMATION

The Company operates in one reportable segment, being the acquisition, exploration and development of uranium properties. All of the Company's non-current assets are located in Canada, and all of its current assets are located in Canada, with the exception of certain cash holdings that are held in Australian dollars as disclosed in the Sensitivity Analysis of the Financial Instruments Note 11.

13. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

	Nine months ended September 30, 2015	Nine months ended September 30, 2014
Cash paid for income taxes	$ -	$ -
Cash paid for interest	-	-

The significant non-cash transactions during the period ended September 30, 2015 included:

a) The re-allocation upon exercise of warrants from reserves to share capital of $122,481.

b) At September 30, 2015, $2,352,149 (December 31, 2014 - $363,028) of exploration and evaluation asset expenditures were included in accounts payable and accrued liabilities.

c) Share-based payments included in exploration and evaluation assets of $518,914 (Note 5).

d) The re-allocation upon exercise of stock options from reserves to share capital of $280,663.

13. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS (continued)

The significant non-cash transactions during the period ended September 30, 2014 included:

a) The issuance of shares and units valued at $3,148,008 for exploration and evaluation assets.

b) The allocation of the residual value of warrants attached to units to reserves from share capital of $641,125.

c) The issuance of brokers' warrants valued at $363,611.

d) The re-allocation upon exercise of stock options from reserves to share capital of $73,998.

e) At September 30, 2014, $307,978 of exploration and evaluation asset expenditures were included in accounts payable and accrued liabilities.

f) Share-based payments included in exploration and evaluation assets of $315,947.

14. SUBSEQUENT EVENTS

a) On October 22, 2015, the Company released 6,515,217 common shares from escrow. The Company has commenced the release of the remaining 6,515,207 escrow shares on November 18, 2015.

b) On November 18, 2015, the Company signed an engagement letter with a syndicate of Underwriters to purchase, on a bought deal basis, 31,250,000 common shares at an issue price of $0.64 per share for gross proceeds of $20,000,000. The Company has also granted the Underwriters an "Over-Allotment Option" exercisable at the same issue price at any time until 30 days following the closing date, to purchase up to an additional 4,687,500 common shares for additional gross proceeds of $3,000,000. The closing date has been determined to be no later than December 9, 2015 or as mutually agreed to by the parties.