

Condensed Interim Consolidated Financial Statements

June 30, 2024 and 2023

(expressed in thousands of Canadian dollars) - Unaudited

NexGen Energy Ltd.Condensed Interim Consolidated Statements of Financial Position (expressed in thousands of Canadian Dollars) - Unaudited

| | | June 30, 2024 | | December 31, 2023 | | January 1, 2023 |
|--------------------------------------------------------|----------|---------------|----|----------------------|----|----------------------|
| Assets | <u>-</u> | | - | Restated – Note 3(d) | - | Restated – Note 3(d) |
| Current assets | | | | | | |
| Cash | \$ | 572,363 | \$ | 290,743 | \$ | 134,447 |
| Marketable securities | | - | | - | | 5,775 |
| Amounts receivable | | 1,323 | | 1,940 | | 1,801 |
| Prepaid expenses and other assets | | 8,504 | | 13,770 | | 2,165 |
| Lease receivable (Note 10(a)) | | 512 | | 512 | | - |
| | | 582,702 | | 306,965 | | 144,188 |
| Non-current assets | | | | | | |
| Exploration and evaluation assets (Note 5) | | 507,585 | | 451,356 | | 405,248 |
| Property and equipment (Note 6) | | 5,910 | | 5,404 | | 5,048 |
| Investment in associate (Note 7) | | 238,501 | | 240,116 | | - |
| Deposits | | 82 | | 82 | | 76 |
| Strategic inventory (Note 8) | | 341,150 | | - | | - |
| Lease receivable (Note 10(a)) | | 3,246 | | 3,502 | | - |
| Total assets | \$ | 1,679,176 | \$ | 1,007,425 | \$ | 554,560 |
| | | | | | | |
| Liabilities | | | | | | |
| Current liabilities | | | | | | |
| Accounts payable and accrued liabilities | \$ | 20,438 | \$ | 26,986 | \$ | 13,723 |
| Lease liabilities (Note 10(c)) | | 968 | | 926 | | 775 |
| Flow-through share premium liability | | - | | - | | 2,069 |
| Convertible debentures (Note 9) | | 464,685 | | 158,478 | | 80,021 |
| | | 486,091 | | 186,390 | | 96,588 |
| Non-current liabilities | | | | | | |
| Long-term lease liabilities (Note 10(c)) | | 523 | | 1,016 | | 1,688 |
| Deferred income tax liabilities | | - | | - | | 867 |
| Total liabilities | \$ | 486,614 | \$ | 187,406 | \$ | 99,143 |
| | | | | | | |
| Equity | | | | | | |
| Share capital (Note 11) | \$ | 1,385,500 | \$ | 1,009,130 | \$ | 712,603 |
| Reserves (Note 11) | | 124,552 | | 116,934 | | 94,680 |
| Accumulated other comprehensive income | | 7,938 | | (2,041) | | 460 |
| Accumulated deficit | | (325,428) | | (304,004) | | (389,867) |
| Equity attributable to NexGen Energy Ltd. shareholders | | 1,192,562 | | 820,019 | | 417,876 |
| Non-controlling interests | | | | - | | 37,541 |
| Total equity | | 1,192,562 | | 820,019 | | 455,417 |
| Total liabilities and equity | \$ | 1,679,176 | \$ | 1,007,425 | \$ | 554,560 |

Nature of operations (Note 2) Commitments (Note 15)

NexGen Energy Ltd.Condensed Interim Consolidated Statements of Net Income (Loss) and Comprehensive Income (Loss) (expressed in thousands of Canadian Dollars, except per share and share information) - Unaudited

| | Three months ended June 30, | | | | Six months ended June 30, | | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-------------|----|---------------|---------------------------|-------------|----|---------------|
| | | 2024 | _ | 2023 | | 2024 | - | 2023 |
| Expenses | | | | | | | | |
| Salaries, benefits and directors' fees | \$ | 2,628 | \$ | 2,769 | \$ | 5,369 | \$ | 5,018 |
| Office, administrative, and travel | • | 4,612 | • | 2,134 | • | 9,765 | * | 5,607 |
| Professional fees and insurance | | 3,790 | | 4,362 | | 6,812 | | 5,970 |
| Depreciation (Note 6) | | 564 | | 426 | | 1,080 | | 825 |
| Share-based payments (Note 11(b)) | | 6,018 | | 5,690 | | 12,084 | | 12,173 |
| onaro suoca paymonto (Noto 17(a)) | | (17,612) | | (15,381) | | (35,110) | | (29,593) |
| Finance income | | 5,923 | | 1,247 | | 9,428 | | 2,603 |
| Mark-to-market gain (loss) on convertible debentures | | | | | | | | |
| (Note 9) | | 29,714 | | (2,680) | | 13,432 | | 1,124 |
| Interest expense on convertible debentures (Note 9) | | (6,056) | | (690) | | (9,431) | | (1,378) |
| Interest on lease liabilities (Note 10(c)) | | (31) | | (40) | | (64) | | (84) |
| Share of net loss from associate (Note 7) | | (1,940) | | - | | (3,517) | | - |
| Gain (loss) on dilution of ownership interest in associate (Note 7) | | (66) | | - | | 155 | | - |
| Foreign exchange gain (loss) | | 68 | | (436) | | 797 | | (535) |
| Other expense | | (159) | | (400) | | (159) | | (000) |
| Income (loss) before taxes | | 9,841 | | (17,980) | | (24,469) | | (27,863) |
| Deferred income tax recovery | | 3,355 | | 482 | | 3,045 | | 1,258 |
| Net income (loss) | | 13,196 | | (17,498) | | (21,424) | | (26,605) |
| Change in fair value of convertible debenture attributable to the change in credit risk (Note 9) Change in fair value of marketable securities | | 12,425 | | (16) (173) | | 11,277 | | (89) (562) |
| Deferred income tax recovery (expense) | | (3,355) | | 20 | | (3,045) | | 73 |
| Share of other comprehensive income (loss) of associate (Note 7) | | (630) | | - | | 1,747 | | - |
| Net comprehensive income (loss) | \$ | 21,636 | \$ | (17,667) | \$ | (11,445) | \$ | (27,183) |
| Net income (loss) attributable to: | | | | | | | | |
| Shareholders of NexGen Energy Ltd. | \$ | 13,196 | \$ | (19,292) | \$ | (21,424) | \$ | (25,950) |
| Non-controlling interests | | - | _ | 1,794 | | - | _ | (655) |
| | \$ | 13,196 | \$ | (17,498) | \$ | (21,424) | \$ | (26,605) |
| Net comprehensive income (loss) attributable to: | | | | | | | | |
| Shareholders of NexGen Energy Ltd. | \$ | 21,636 | \$ | (19,376) | \$ | (11,445) | \$ | (26,240) |
| Non-controlling interests | | - | | 1,709 | | - | | (943) |
| | \$ | 21,636 | \$ | (17,667) | \$ | (11,445) | \$ | (27,183) |
| Earnings (loss) per share attributable to NexGen Energy Ltd. | | | | | | | | |
| Basic earnings (loss) per share | \$ | 0.02 | \$ | (0.04) | \$ | (0.04) | \$ | (0.05) |
| Diluted loss per share | \$ | (0.02) | \$ | (0.04) | \$ | (0.04) | \$ | (0.05) |
| Weighted average common shares outstanding (Note 16) | | | | | | | | |
| Basic | | 551,519,415 | | 486,577,487 | | 544,020,730 | | 486,937,485 |
| Diluted | | 613,813,089 | | 486,577,487 | | 544,020,730 | | 486,937,485 |

| | Three i | mont | hs ended June 30, | ; | Six mo | nths ended June 30, |
|-------------------------------------------------------------------------------|----------------|------|----------------------|----------------|--------|------------------------|
| | 2024 | | 2023 | 2024 | | 2023 |
| Net income (loss) for the period: | \$ 13,196 | \$ | (17,498) | \$ (21,424) | \$ | (26,605) |
| Adjust for: | | | | | | |
| Depreciation (Note 6) | 564 | | 426 | 1,080 | | 825 |
| Share-based payments (Note 11(b)) | 6,018 | | 5,690 | 12,084 | | 12,173 |
| Mark-to-market (gain) loss on convertible debenture (Note 9) | (29,714) | | 2,680 | (13,432) | | (1,124) |
| Interest expense on convertible debentures (Note 9) | 6,056 | | 690 | 9,431 | | 1,378 |
| Interest on lease liabilities (Note 10(c)) | 31 | | 40 | 64 | | 84 |
| Share of net loss from associate (Note 7) | 1,940 | | - | 3,517 | | |
| (Gain) loss on dilution of ownership interest in associate (Note 7) | 66 | | - | (155) | | |
| Deferred income tax recovery | (3,355) | | (482) | (3,045) | | (1,258) |
| Unrealized foreign exchange (gain) loss | (68) | | 291 | (797) | | 330 |
| Other expense | 159 | | - | 159 | | |
| Operating cash flows before working capital Changes in working capital items: | (5,107) | | (8,163) | (12,518) | | (14,197 |
| Accounts receivable | 2,303 | | 798 | 530 | | 684 |
| Prepaid expenses and other | 1,139 | | (8,104) | 1,979 | | (8,182 |
| Accounts payable and accrued liabilities | (715) | | 391 | (1,714) | | (1,025 |
| Cash used in operating activities | \$ (2,380) | \$ | (15,078) | \$ (11,723) | \$ | (22,720 |
| Expenditures on exploration and evaluation assets (Note 5) | (26,054) | | (22,729) | (58,947) | | (41,201 |
| Acquisition of marketable securities | - | | (2,000) | - | | (2,000 |
| Acquisition of property and equipment (Note 6) | (687) | | (4,418) | (1,745) | | (4,448 |
| Cash used in investing activities | \$ (26,741) | \$ | (29,147) | \$ (60,692) | \$ | (47,649 |
| Proceeds from at-the-market equity program, net of issuance costs | _ | | | 130,237 | | 27,037 |
| (Note 11) | _ | | _ | | | 21,031 |
| Proceeds from ASX CDI offering, net of issuance costs (Note 11) | 216,321 | | - | 216,321 | | |
| Proceeds from exercise of options | 6,756 | | 10,348 | 11,737 | | 11,185 |
| Payment of lease liabilities (Note 10(c)) | (257) | | (232) | (515) | | (461 |
| Interest paid on convertible debentures | (4,536) | | (938) | (4,536) | | (938 |
| Cash provided by financing activities | \$ 218,284 | \$ | 9,178 | \$ 353,244 | \$ | 36,823 |
| Realized foreign exchange gain (loss) on cash | 41 | | (291) | 791 | | (330) |
| Increase (decrease) in cash | \$ 189,204 | \$ | (35,338) | \$ 281,620 | \$ | (33,876 |
| Cash, beginning of period | 383,159 | | 135,909 | 290,743 | | 134,447 |
| Increase (decrease) in cash | 189,204 | | (35,338) | 281,620 | | (33,876) |
| Cash, end of period | \$ 572,363 | \$ | 100,571 | \$ 572,363 | \$ | 100,571 |

Supplemental cash flow information (Note 12)

NexGen Energy Ltd.

(Note 9)

Net loss for the period

Other comprehensive income

Balance at June 30, 2024

Condensed Interim Consolidated Statements of Changes in Equity (expressed in thousands of Canadian dollars, except share information) - Unaudited

| | Share | Capital | | | | | | |
|----------------------------------------------------------------------------------------------------------|-------------|--------------|------------|--------------------------------------------------------|------------------------|--------------------------------------------------------------|----------------------------------|------------|
| | Commo | n Shares | | | | | | |
| | Number | Amount | Reserves | Accumulated Other Comprehensive Income (Loss) | Accumulated Deficit | Attributable to shareholder's of NexGen Energy Ltd. | Non- controlling interests | Total |
| Balance at December 31, 2022 | 482,530,145 | \$ 712,603 | \$ 94,680 | \$ 460 | \$ (389,867) | \$ 417,876 | \$ 37,541 | \$ 455,417 |
| At-the-market equity program, net of issuance costs (Note | | | | | | | | |
| 11) | 4,494,959 | 27,566 | - | - | - | 27,566 | - | 27,566 |
| Share-based payments (Note 11(b)) | - | - | 11,664 | - | - | 11,664 | 2,802 | 14,466 |
| Shares issued on exercise of stock options (Note 11(b)) Shares issued for convertible debenture interest | 3,878,815 | 18,024 | (7,234) | - | - | 10,790 | - | 10,790 |
| payments (Note 9) | 46,038 | 270 | - | - | - | 270 | - | 270 |
| Ownership changes relating to non-controlling interests | - | - | - | - | 271 | 271 | 290 | 561 |
| Net loss for the period | _ | - | - | - | (25,950) | (25,950) | (655) | (26,605) |
| Other comprehensive loss | - | - | - | (290) | _ | (290) | (288) | (578) |
| Balance at June 30, 2023 | 490,949,957 | \$ 758,463 | \$ 99,110 | \$ 170 | \$ (415,546) | \$ 442,197 | \$ 39,690 | \$ 481,887 |
| Balance at December 31, 2023 | 525,340,525 | \$ 1,009,130 | \$ 116,934 | \$ (2,041) | \$ (304,004) | \$ 820,019 | \$ - | \$ 820,019 |
| At-the-market equity program, net of issuance costs (Note | | | | | | | | |
| 11) | 13,000,800 | 129,955 | - | - | _ | 129,955 | _ | 129,955 |
| Shares issued on ASX CDI Offering, net of issuance costs | , , | , | | | | , | | , |
| (Note 11) | 20,161,290 | 216,075 | - | - | _ | 216,075 | _ | 216,075 |
| Share-based payments (Note 11(b)) | · · · | · - | 13,898 | - | _ | 13,898 | _ | 13,898 |
| Shares issued on exercise of stock options (Note 11(b)) Shares issued for convertible debenture interest | 4,854,994 | 18,017 | (6,280) | - | - | 11,737 | - | 11,737 |
| payments (Note 9) | 215,219 | 2,088 | - | - | _ | 2,088 | - | 2,088 |
| Shares issued for convertible debentures establishment fee | 909 090 | 10 235 | _ | _ | _ | 10 235 | _ | 10 235 |

10,235

909,090

564,481,918 \$ 1,385,500

\$ 124,552

10,235

(21,424)

\$ 1,192,562

9,979

10,235

(21,424)

\$ 1,192,562

9,979

(21,424)

(325,428)

9,979

7,938

Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2024 and 2023
(expressed in thousands of Canadian dollars, except as otherwise stated) - Unaudited

1. REPORTING ENTITY

NexGen Energy Ltd. ("NexGen" or the "Company") is an exploration and development stage entity engaged in the acquisition, exploration and evaluation and development of uranium properties in Canada. The Company was incorporated pursuant to the provisions of the British Columbia Business Corporations Act on March 8, 2011. The Company's registered records office is located on the 25th Floor, 700 West Georgia Street, Vancouver, B.C., V7Y 1B3.

The Company is listed on the Toronto Stock Exchange (the "TSX") under the symbol "NXE" and is a reporting issuer in each of the provinces of Canada. On July 2, 2021, the Company commenced trading on the Australian Stock Exchange (the "ASX") under the symbol "NXG". On March 4, 2022, the Company up-listed from NYSE American exchange (the "NYSE American") and began trading on the New York Stock Exchange ("NYSE") under the symbol "NXE".

The Company has three wholly owned subsidiaries: NXE Energy Royalty Ltd., NXE Energy SW1 Ltd., and NXE Energy SW3 Ltd. (collectively, the "Subsidiaries"). The Subsidiaries were incorporated to hold certain exploration assets of the Company. In 2016, certain exploration and evaluation assets were transferred to each of IsoEnergy Ltd. ("IsoEnergy"), NXE Energy SW1 Ltd. and NXE Energy SW3 Ltd. Subsequent to the transfer, IsoEnergy shares were listed on the TSX-V.

On December 5, 2023, NexGen deconsolidated IsoEnergy due to the completion of a merger between IsoEnergy and Consolidated Uranium Inc., which resulted in NexGen losing control of IsoEnergy. The Company's investment in IsoEnergy has been accounted for using the equity method of accounting from this date. The Company owns approximately 32.8% of IsoEnergy's outstanding common shares as of June 30, 2024 (December 31, 2023 – 33.9%). IsoEnergy's shares commenced trading on the TSX on July 8, 2024 and ceased trading on the TSX-V at the close of business on July 5, 2024.

2. NATURE OF OPERATIONS

As an exploration and development stage company, the Company does not have revenues and historically has recurring operating losses. As at June 30, 2024, the Company had an accumulated deficit of \$325,428, working capital of \$96,611 including the convertible debentures, and \$572,363 of cash. Although the Company will be required to obtain additional funding to continue with the exploration and development of its mineral properties, the Company has sufficient working capital to meet its current obligations for at least the next fifteen months.

The business of exploring for minerals and development of projects involves a high degree of risk. NexGen is an exploration and development company and is subject to risks and challenges similar to companies in a comparable stage. These risks include, but are not limited to, development and operational risks inherent in the mining industry; changes in government policies and regulations; the ability to obtain the necessary environmental permits 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; and the challenges of securing adequate capital; 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 PREPARATION AND MATERIAL ACCOUNTING POLICIES

a) Basis of Presentation

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting, using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. Certain disclosures required by IFRS have been condensed or omitted in the following note disclosures as they are disclosed or have been disclosed on an annual basis only. Accordingly, these condensed interim consolidated financial statements should be read in conjunction with the consolidated financial statements for the years ended December 31, 2023 and 2022 ("annual financial statements"), which have been prepared in accordance with IFRS. These condensed interim consolidated financial statements follow the same accounting policies and methods of application as the annual financial statements except for the net realizable value assessment related to strategic inventory (Note 3(c)), and the adoption of amendments to IAS 1 as in Note 3(d).

On August 6, 2024, the Audit Committee of the Board of Directors authorized these financial statements for issuance.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2024 and 2023
(expressed in thousands of Canadian dollars, except as otherwise stated) - Unaudited

b) Basis of Consolidation

The accounts of the subsidiaries controlled by the Company are included in the condensed interim consolidated financial statements from the date that control commenced until the date that control ceases. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The subsidiaries of the Company and their geographic locations at June 30, 2024 are as follows:

| Name of Subsidiary | Location | Percentage Ownership |
|-------------------------|----------|----------------------|
| NXE Energy Royalty Ltd. | Canada | 100% |
| NXE Energy SW1 Ltd. | Canada | 100% |
| NXE Energy SW3 Ltd. | Canada | 100% |

Intercompany balances, transactions, income and expenses arising from intercompany transactions are eliminated in full on consolidation.

c) Adoption of material accounting policies

Inventories

Inventories are measured at the lower of cost and net realizable value at each reporting period. Cost is comprised of cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realizable value is based on the most reliable evidence available at the time the estimates are made, of the amount the inventories are expected to realize in the time period the inventories are expected to be sold. Inventories that are not expected to be sold within 12 months are classified as strategic inventory, a non-current asset.

d) Adoption of new accounting standards

Amendments to IAS 1 related to the Classification of Liabilities as Current or Non-Current, as issued in 2020, aim to clarify the requirements on determining whether a liability is current or non-current, and apply retrospectively for annual reporting periods beginning on or after January 1, 2024. Among other items, the amendments clarify how a company classifies a liability that can be settled in its own shares.

Under the amendments to IAS 1, when a liability includes a counterparty conversion option that may be settled in the Company's common shares, the Company takes into account the conversion option in classifying the liability as current or non-current, except when it is classified as an equity component of a compound instrument. Previously, the Company did not take the conversion options of the counterparty to the Company's convertible debentures into account when classifying the convertible debentures as current or non-current.

The Company has applied the amendments retrospectively for the period ended June 30, 2024, resulting in the balance of principal outstanding for the convertible debentures being classified in full as a current liability and restated for comparative periods December 31, 2023 and January 1, 2023.

4. CRITICAL ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS IN ACCOUNTING POLICIES

The significant judgments, estimates and assumptions made by management in applying the Company's accounting policies are consistent with those that applied to the annual financial statements, except for the adoption of amendments to IAS 1 (Note 3(d)) and the net realizable value assessment related to strategic inventory (Note 3(c)), and actual results may differ from these estimates.

5. EXPLORATION AND EVALUATION ASSETS

| | | | Other | Athabasca | IsoE | nergy | | |
|-------------------------------------------|----|---------|-------|------------|------|--------|----|---------|
| | | Rook I | Basin | Properties | Prop | erties | | Total |
| Acquisition Cost | | | | | | | | |
| Balance at December 31, 2023 | \$ | 235 | \$ | 1,459 | \$ | - | \$ | 1,694 |
| Additions | | - | | - | | - | \$ | - |
| Balance as at June 30, 2024 | \$ | 235 | \$ | 1,459 | \$ | - | \$ | 1,694 |
| Deferred exploration costs | | | | | | | | |
| Balance at December 31, 2023 | | 428,398 | | 21,264 | | - | | 449,662 |
| Additions: | | | | | | | | |
| Camp and infrastructure | | 13,510 | | - | | - | | 13,510 |
| General exploration and drilling | | 12,524 | | 550 | | - | | 13,074 |
| Environmental, permitting, and engagement | | 7,880 | | - | | - | | 7,880 |
| Technical, engineering and design | | 4,406 | | - | | - | | 4,406 |
| Geological and geophysical | | 166 | | 1,583 | | - | | 1,749 |
| Labour and wages | | 12,720 | | 464 | | - | | 13,184 |
| Share-based payments (Note 11(b)) | | 1,814 | | - | | - | | 1,814 |
| Travel | | 612 | | - | | - | | 612 |
| Total Additions | • | 53,632 | | 2,597 | | - | • | 56,229 |
| Balance as at June 30, 2024 | \$ | 482,030 | \$ | 23,861 | \$ | - | \$ | 505,891 |
| Total costs, June 30, 2024 | \$ | 482,265 | \$ | 25,320 | \$ | - | \$ | 507,585 |

| | Rook I | Athabasca Properties | IsoEnergy Properties | Total |
|-----------------------------------------------|---------------|-----------------------------|-------------------------|---------------|
| Acquisition cost | | - | - | |
| Balance at December 31, 2022 | \$ 235 | \$ 1,458 | \$ 26,628 | \$ 28,321 |
| Additions | - | 1 | 4 | 5 |
| Disposals due to deconsolidation of IsoEnergy | - | - | (26,632) | (26,632) |
| Balance as at December 31, 2023 | \$ 235 | \$ 1,459 | \$ - | \$ 1,694 |
| Deferred exploration costs | | | | |
| Balance at December 31, 2022 | \$ 329,012 | \$ 9,603 | \$ 38,312 | \$ 376,927 |
| Additions: | | | | |
| General exploration and drilling | 6,488 | 7,574 | 5,514 | 19,576 |
| Environmental, permitting, and engagement | 17,583 | - | - | 17,583 |
| Technical, engineering and design | 59,863 | - | 54 | 59,917 |
| Geochemistry and assays | _ | - | 143 | 143 |
| Geological and geophysical | 323 | 2,978 | 2,732 | 6,033 |
| Labour and wages | 14,796 | 1,109 | 1,048 | 16,953 |
| Share-based payments | 5,605 | - | 1,262 | 6,867 |
| Travel | 954 | - | 303 | 1,257 |
| Total Additions | 105,612 | 11,661 | 11,056 | 128,329 |
| Disposals due to deconsolidation of IsoEnergy | (6,226) | | (49,368) | (55,594) |
| Balance as at December 31, 2023 | \$ 428,398 | \$ 21,264 | \$ - | \$ 449,662 |
| Total costs, December 31, 2023 | \$ 428,633 | \$ 22,723 | \$ - | \$ 451,356 |

Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2024 and 2023 (expressed in thousands of Canadian dollars, except as otherwise stated) - Unaudited

6. PROPERTY AND EQUIPMENT

| | Machi | nery and | omputer ent and | | | |
|-----------------------------------------------|-------|----------|--------------------|-------------|----|---------|
| | | uipment | oftware | Other | | Total |
| Cost | | | | | | |
| As at December 31, 2022 | \$ | 6,665 | \$ 1,978 | \$ 5,891 | \$ | 14,534 |
| Additions | | 6,009 | 66 | 253 | | 6,328 |
| Disposals | | (101) | - | - | | (101) |
| Transfer to lease receivable (Note 10(a)) | | (4,100) | - | - | | (4,100) |
| Disposals due to deconsolidation of IsoEnergy | | (107) | (65) | - | | (172) |
| As at December 31, 2023 | \$ | 8,366 | \$ 1,979 | \$ 6,144 | \$ | 16,489 |
| Additions | | 1,621 | 124 | - | | 1,745 |
| Disposals | | (159) | - | _ | | (159) |
| Balance as at June 30, 2024 | \$ | 9,828 | \$ 2,103 | \$ 6,144 | \$ | 18,075 |
| Accumulated Depreciation | | | | | | |
| As at December 31, 2022 | \$ | 4,703 | \$ 1,731 | \$ 3,098 | \$ | 9,532 |
| Depreciation | | 626 | 162 | 980 | • | 1,768 |
| Disposals | | (81) | - | _ | | (81) |
| Disposals due to deconsolidation of IsoEnergy | | (69) | (65) | - | | (134) |
| Balance as at December 31, 2023 | \$ | 5,179 | \$ 1,828 | \$ 4,078 | \$ | 11,085 |
| Depreciation | | 495 | 57 | 528 | | 1,080 |
| Balance as at June 30, 2024 | \$ | 5,674 | \$ 1,885 | \$ 4,606 | \$ | 12,165 |
| Net book value at December 31,2023 | \$ | 3,187 | \$ 151 | \$ 2,066 | \$ | 5,404 |
| Net book value at June 30, 2024 | \$ | 4,154 | \$ 218 | \$ 1,538 | \$ | 5,910 |

7. INVESTMENT IN ASSOCIATE

| | IsoEnergy Ltd. |
|------------------------------------------------------------------|----------------|
| Balance, December 31, 2022 | \$ - |
| Fair value of retained interest in IsoEnergy on December 5, 2023 | 239,735 |
| Share of net income from associate | 920 |
| Share of other comprehensive loss from associate | (539) |
| Balance, December 31, 2023 | \$ 240,116 |
| Gain on dilution of ownership interest in associate | 155 |
| Share of net loss from associate | (3,517) |
| Share of other comprehensive income from associate | 1,747 |
| Balance, June 30, 2024 | \$ 238,501 |
| Fair value of investment in associate as at June 30, 2024 | \$ 227,426 |

The fair value of the investment in associate as at June 30, 2024 is measured using the closing market price of IsoEnergy on June 28, 2024.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2024 and 2023
(expressed in thousands of Canadian dollars, except as otherwise stated) - Unaudited

Summarized financial information for IsoEnergy is as follows:

| | S | ix months ended | | Year ended |
|-----------------------------------|----|-----------------|-----|----------------|
| | | June 30, 2024 | Dec | ember 31, 2023 |
| Cash | \$ | 49,121 | \$ | 37,033 |
| Other current assets | | 1,437 | | 1,192 |
| Marketable securities | | 17,484 | | 17,036 |
| Assets held for sale | | 8,254 | | - |
| Non-current assets | | 300,955 | | 291,937 |
| Total assets | \$ | 377,251 | \$ | 347,198 |
| Current liabilities | | 49,002 | | 41,065 |
| Non-current liabilities | | 3,257 | | 3,113 |
| Total liabilities | \$ | 52,259 | \$ | 44,178 |
| Net loss | \$ | (10,789) | \$ | (18,689) |
| Other comprehensive income (loss) | \$ | 5,166 | \$ | (2,618) |
| Total comprehensive loss | \$ | (5,623) | \$ | (21,307) |

8. STRATEGIC INVENTORY

On May 28, 2024, the Company closed an agreement to purchase 2,702,410 pounds of natural uranium concentrate (" U_3O_8 ") for an aggregate purchase price of \$341,150 (US\$250 million), which was satisfied through the issuance of US\$250 million aggregate principal amount of five year, 9.0% per annum unsecured convertible debentures (the "2024 Debentures") (Note 9).

9. CONVERTIBLE DEBENTURES

| | Deb | 2024 entures | De | 2023 ebentures | Del | 2020 pentures | 2020 oEnergy pentures | 2022 Energy entures | Total |
|-----------------------------------------------|-----|-----------------|----|-------------------|-----|------------------|-----------------------------|---------------------------|---------------|
| Fair value at December 31, 2022 | \$ | - | \$ | - | \$ | 52,615 | \$ 22,269 | \$ 5,137 | \$ 80,021 |
| Fair value on issuance | | - | | 143,702 | | - | - | - | 143,702 |
| Fair value adjustment | | - | | 14,776 | | 20,158 | 13,938 | 1,305 | 50,177 |
| Settlement with shares | | - | | - | | (72,773) | - | - | (72,773) |
| Disposals due to deconsolidation of IsoEnergy | | - | | - | | - | (36,207) | (6,442) | (42,649) |
| Fair value at December 31, 2023 | \$ | - | \$ | 158,478 | \$ | - | \$ - | \$ - | \$ 158,478 |
| Fair value on issuance | | 330,916 | | - | | - | - | - | 330,916 |
| Fair value adjustment | (| (23,777) | | (932) | | - | - | - | (24,709) |
| Fair Value at June 30, 2024 | \$ | 307,139 | \$ | 157,546 | \$ | - | \$ - | \$ - | \$ 464,685 |

The fair value of the debentures increased from \$158,478 on December 31, 2023 to \$464,685 at June 30, 2024. \$330,916 of the balance of convertible debentures at June 30, 2024 relates to the issuance of the 2024 Debentures. The remaining change is attributable to mark-to-market gains of \$42,139 and \$24,709 for the three and six months ended June 30, 2024, respectively (three and six months ended June 30, 2023 – loss of \$2,696 and gain of \$1,035, respectively). The gain for the three and six months ended June 30, 2024 was bifurcated with the amount of the change in fair value of the convertible debentures attributable to changes in the credit risk of the liability recognized in other comprehensive income (loss) of gains of \$12,425 and \$11,277 for the three and six months ended June 30, 2024, respectively (three and six months ended June 30, 2023 – loss of \$16 and \$89, respectively) and the remaining amount recognized in the consolidated statement of income (loss) for the three and six months ended June 30, 2024 with gains of \$29,714 and \$13,432, respectively (three and six months ended June 30, 2024 was \$6,056 and \$9,431, respectively (three and six months ended June 30, 2024 was \$6,056 and \$9,431, respectively (three and six months ended June 30, 2023 - \$690 and \$1,378, respectively).

Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2024 and 2023
(expressed in thousands of Canadian dollars, except as otherwise stated) - Unaudited

2020 Debentures

On September 28, 2023, the holders of the 2020 Debentures elected to convert their US\$15 million principal amount of 7.5% unsecured convertible debentures, due to mature on May 27, 2025, into common shares of the Company. The Company issued 8,663,461 common shares relating to the conversion of the principal and 19,522 common shares relating to the accrued and unpaid interest up to the date of conversion for the 2020 Debentures. The amounts recorded in other comprehensive income as a result of changes in credit risk of the 2020 Debentures from inception through to conversion totaling losses of \$361 were reclassified to accumulated deficit. The fair value of the 2020 Debentures at conversion was based on the number of shares issued at the closing share price on the conversion date of \$8.40. The fair value of the shares issued for interest was based on the closing share price on the date of issuance and recorded as interest expense in the consolidated statement of net loss and comprehensive loss.

2023 Debentures

On September 22, 2023, the Company entered into a US\$110 million private placement of unsecured convertible debentures (the "2023 Debentures"). The Company received gross proceeds of \$148,145 (US\$110 million), and paid a 3% establishment fee of \$4,443 (US\$3,300) to the debenture holders through the issuance of 634,615 common shares. The fair value of the 2023 Debentures on issuance date was determined to be \$143,702 (US\$106,700).

The 2023 Debentures bear interest at a rate of 9% per annum, payable semi-annually in US dollars on June 10 and December 10 in each year. Two thirds of the interest (equal to 6% per annum) is payable in cash and one third of the interest (equal to 3% per annum) is payable, subject to any required regulatory approval, in common shares of the Company, using the volume-weighted average trading price ("VWAP") of the common shares on the NYSE for the 20 consecutive trading days ending three trading days preceding the date on which such interest payment is due. The 2023 Debentures are convertible at any time into common shares of the Company at the option of the debenture holders under certain conditions, at a conversion price of US\$6.76 into a maximum of 16,272,189 common shares of the Company.

The 2023 Debentures were valued using a convertible bond pricing model based on a system of two coupled Black-Scholes equations where the debt and equity components are separately valued based on different default risks and assumptions. The inputs used in the pricing model as at June 30, 2024 and December 31, 2023 are as follows:

| | June 30, 2024 | December 31, 2023 |
|---------------------------------------|---------------|-------------------|
| Volatility | 48.00% | 43.00% |
| Expected life | 4.2 years | 4.7 years |
| Risk free interest rate | 4.12% | 3.84% |
| Expected dividend yield | 0% | 0% |
| Credit spread | 22.32% | 16.60% |
| Underlying share price of the Company | US\$6.98 | US\$7.00 |
| Conversion exercise price | US\$6.76 | US\$6.76 |

2024 Debentures

On May 28, 2024, the Company closed an agreement to purchase 2,702,410 pounds of U_3O_8 (Note 8) for an aggregate purchase price of US\$250 million, which was satisfied through the issuance of US\$250 million of unsecured convertible debentures. The Company paid a 3% establishment fee of \$10,235 (US\$7,500) to the debenture holders through the issuance of 909,090 common shares. The fair value of the 2024 Debentures on issuance date was determined to be \$330,916 (US\$242,500).

The 2024 Debentures bear interest at a rate of 9% per annum, payable semi-annually in US dollars on June 10 and December 10 in each year. Two thirds of the interest (equal to 6% per annum) is payable in cash and one third of the interest (equal to 3% per annum) is payable, subject to any required regulatory approval, in common shares of the Company, using the VWAP of the common shares on the NYSE for the 20 consecutive trading days ending three trading days preceding the date on which such interest payment is due. The 2024 Debentures are convertible at any time into common shares of the Company at the option of the debenture holders under certain conditions, at a conversion price of US\$10.73 into a maximum of 23,299,161 common shares of the Company.

Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2024 and 2023 (expressed in thousands of Canadian dollars, except as otherwise stated) - Unaudited

The 2024 Debentures were valued using a convertible bond pricing model based on a system of two coupled Black-Scholes equations where the debt and equity components are separately valued based on different default risks and assumptions. The inputs used in the pricing model as at June 30, 2024 and May 28, 2024 are as follows:

| | June 30, 2024 | May 28, 2024 |
|---------------------------------------|---------------|--------------|
| Volatility | 48.00% | 44.00% |
| Expected life | 4.9 years | 5.0 years |
| Risk free interest rate | 4.06% | 4.29% |
| Expected dividend yield | 0% | 0% |
| Credit spread | 22.32% | 22.12% |
| Underlying share price of the Company | US\$6.98 | US\$7.94 |
| Conversion exercise price | US\$10.73 | US\$10.73 |

10. LEASES

(a) Lease receivable

On April 5, 2023, NexGen completed a purchase agreement whereby the Company acquired \$4,100 of equipment and immediately thereafter leased the equipment to a third party. The lease payments commence the first day of the month following the sixmonth anniversary of the date the equipment was delivered.

The undiscounted value of the remaining lease payments as at June 30, 2024 is as follows:

| | Less t | han | 1 to 3 | 4 | to 5 | Over 5 | |
|------------------|--------|------|-------------|----|-------|-------------|-------------|
| | 1 y | /ear | years | 3 | ears/ | years | Total |
| Lease receivable | | 512 | \$ 1,025 | \$ | 512 | \$ 1,709 | \$ 3,758 |

| | June | June 30, 2024 | | | |
|------------------------|------|---------------|----|-------|--|
| Current portion | \$ | 512 | \$ | 512 | |
| Non-current portion | | 3,246 | | 3,502 | |
| Balance, end of period | \$ | 3,758 | \$ | 4,014 | |

(b) Right-of-use assets

| | June | 30, 2024 | December | 31, 2023 |
|------------------------------------------|------|----------|----------|----------|
| Right-of-use assets, beginning of period | \$ | 1,474 | \$ | 1,933 |
| Additions | | - | | 246 |
| Depreciation | | (389) | | (705) |
| Balance, end of period | \$ | 1,085 | \$ | 1,474 |

The right-of-use assets are related to corporate office and warehouse leases, and are included in the Other category in Note 6.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2024 and 2023
(expressed in thousands of Canadian dollars, except as otherwise stated) - Unaudited

(c) Lease liabilities

| | June | June 30, 2024 | | | |
|----------------------------------------|------|---------------|----|-------|--|
| Lease liabilities, beginning of period | \$ | 1,942 | \$ | 2,463 | |
| Additions | | - | | 254 | |
| Interest expense on lease liabilities | | 64 | | 153 | |
| Payment of lease liabilities | | (515) | | (928) | |
| Balance, end of period | \$ | 1,491 | \$ | 1,942 | |
| Current portion | | 968 | | 926 | |
| Non-current portion | | 523 | | 1,016 | |
| Balance, end of period | \$ | 1,491 | \$ | 1,942 | |

The undiscounted value of the lease liabilities as at June 30, 2024 is \$2,214 (December 31, 2023 - \$2,952).

(d) Amounts recognized in consolidated statements of net income (loss)

| | Three months ended June 30, | | | | Six months ended June 30, | | | |
|---------------------------------------------|-----------------------------|------|----|------|---------------------------|------|----|------|
| | | 2024 | | 2023 | | 2024 | | 2023 |
| Expense relating to variable lease payments | \$ | 113 | \$ | 104 | \$ | 226 | \$ | 208 |

11. SHARE CAPITAL

(a) Authorized capital

Unlimited common shares without par value. Unlimited preferred shares without par value.

Share issuances for the six months ended June 30, 2024:

During the six months ended June 30, 2024, the Company issued 13,000,800 shares under the December Sales Agreement (as defined below) at an average price of \$10.38 per share for gross proceeds of \$134,948 and recognized \$4,993 of share issuance costs, consisting of commission fees of \$1,349 and other transaction costs of \$3,644.

On May 14, 2024, the company closed an offering of 20,161,290 common shares, settled in the form of CHESS Depository Interests ("CDIs") listed on the ASX for gross proceeds of \$226,000 and recognized share issuance costs of \$9,925, consisting of commission fees of \$9,084 and other transaction costs of \$841. Concurrent with and to facilitate the offering, NexGen and the Agents (as defined below) agreed to amend the December Sales Agreement by reducing the aggregate value of common shares that may be offered and sold under the ATM Program from up to \$500 million to up to approximately \$275.9 million.

During the six months ended June 30, 2024, the Company issued 4,854,994 shares on the exercise of stock options for gross proceeds of \$11,737 (Note 11(b)). As a result of the exercises, \$6,280 was reclassified from reserves to share capital.

On May 28, 2024, the Company issued 909,090 shares relating to the establishment fee for the 2024 Debentures (Note 9).

On June 10, 2024, the Company issued 215,219 shares relating to the interest payment on the 2023 Debentures at a fair value of \$2,088 (Note 9).

Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2024 and 2023
(expressed in thousands of Canadian dollars, except as otherwise stated) - Unaudited

Share issuances for the year ended December 31, 2023:

On January 6, 2023, NexGen established an at-the-market equity program (the "ATM Program") pursuant to the terms of an equity distribution agreement dated January 6, 2023 (the "January Sales Agreement") with Virtu ITG Canada Corp., as Canadian agent, and Virtu Americas, LLC, as U.S. agent (together, the "Agents"), which allowed it to issue up to \$250 million of common shares.

On December 11, 2023, NexGen updated its ATM Program in accordance with the terms of an equity distribution agreement dated December 11, 2023 (the "December Sales Agreement") with the Agents, which allowed it to issue up to \$500 million of common shares. Concurrent with entering into the December Sales Agreement, the January Sales Agreement was terminated.

From the commencement of the January Sales Agreement up to its termination, the Company issued 24,724,125 shares under the ATM Program at an average price of \$7.36 per share for gross proceeds of \$182,066 and recognized \$6,890 of share issuance costs, consisting of commission fees of \$3,704 and other transaction costs of \$3,186. The share issuance costs have been presented net within share capital. The Company did not issue shares under the December Sales Agreement during the year ended December 31, 2023.

During the year ended December 31, 2023, the Company issued 8,608,816 shares on the exercise of stock options for gross proceeds of \$26,349 (Note 11(b)). As a result of the exercises, \$16,288 was reclassified from reserves to share capital.

On June 9, 2023, the Company issued 46,038 shares relating to the interest payment on the 2020 Debentures at a fair value of \$270 (Note 9).

On September 22, 2023, the Company issued 634,615 shares relating to payment of the establishment fee for the 2023 Debentures at a fair value of \$4,443 (Note 9).

On September 28, 2023, the Company issued 8,663,461 common shares relating to the conversion of the principal of the 2020 Debentures at a fair value of \$72,773. In addition, 19,522 common shares were issued relating to the accrued and unpaid interest up to the date of conversion for the 2020 Debentures at a fair value of \$164 (Note 9).

On December 11, 2023, the Company issued 113,803 shares relating to the interest payment on the 2023 Debentures at a fair value of \$1,064 (Note 9).

(b) Share 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 20% of the issued and outstanding common shares of the Company.

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.

A summary of the changes in the share options is presented below:

| | Options outstanding | Weighted exercise (| l average price (C\$) |
|--------------------------------|---------------------|------------------------|--------------------------|
| At December 31, 2022 | 49,638,890 | \$ | 4.07 |
| Granted | 10,849,062 | | 8.15 |
| Exercised | (8,608,816) | | 3.06 |
| Forfeited | (313,334) | | 5.51 |
| At December 31, 2023 | 51,565,802 | \$ | 5.08 |
| Exercised | (4,854,994) | | 2.42 |
| Forfeited | (120,000) | | 7.12 |
| At June 30, 2024 – Outstanding | 46,590,808 | \$ | 5.36 |
| At June 30, 2024 – Exercisable | 36,572,379 | \$ | 4.81 |

Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2024 and 2023 (expressed in thousands of Canadian dollars, except as otherwise stated) - Unaudited

The following table summarizes information about the exercisable share options outstanding as at June 30, 2024:

| Number of share options outstanding | Number of share options exercisable | Exercise prices (C\$) | Remaining contractual life (years) | Expiry date |
|-------------------------------------|-------------------------------------|-----------------------|------------------------------------------|-------------------|
| 188,679 | 188,679 | 1.59 | 0.13 | August 16, 2024 |
| 3,050,000 | 3,050,000 | 1.59 | 0.48 | December 24, 2024 |
| 3,700,000 | 3,700,000 | 1.80 | 0.95 | June 12, 2025 |
| 4,666,666 | 4,666,666 | 3.24 | 1.45 | December 11, 2025 |
| 250,000 | 250,000 | 5.16 | 1.63 | February 16, 2026 |
| 250,000 | 250,000 | 4.53 | 1.75 | April 1, 2026 |
| 8,205,000 | 8,205,000 | 5.84 | 1.95 | June 10, 2026 |
| 6,565,000 | 6,565,000 | 5.44 | 2.46 | December 14, 2026 |
| 94,277 | 94,277 | 5.76 | 2.55 | January 18, 2027 |
| 3,301,669 | 2,181,683 | 5.31 | 3.13 | August 17, 2027 |
| 55,452 | 27,726 | 5.41 | 3.26 | October 4, 2027 |
| 5,681,669 | 3,773,348 | 5.57 | 3.47 | December 18, 2027 |
| 300,000 | 200,000 | 6.55 | 3.59 | January 31, 2028 |
| 4,795,000 | 1,598,333 | 6.99 | 4.15 | August 22, 2028 |
| 39,062 | - | 7.68 | 4.27 | October 4, 2028 |
| 5,448,334 | 1,821,667 | 9.33 | 4.45 | December 11, 2028 |
| 46,590,808 | 36,572,379 | | | |

The following weighted average assumptions were used for Black-Scholes valuation of the share options granted:

| | For the three mont | | For the six months en | | |
|----------------------------------------------------------|--------------------|------------------|-----------------------|------------------|--|
| | 2024 | June 30, 2023 | 2024 | June 30, 2023 | |
| Expected stock price volatility | - | - | - - | 62.30% | |
| Expected life of options | - | - | - | 5 years | |
| Risk free interest rate | - | - | - | 3.09% | |
| Expected forfeitures | - | - | - | 0% | |
| Expected dividend yield | - | - | - | 0% | |
| Weighted average fair value per option granted in period | - | - | - | \$3.41 | |
| Weighted average exercise price | - | - | - | \$6.19 | |

Share-based payments for options vested for the three and six months ended June 30, 2024 amounted to \$6,994 and \$13,898, respectively (three and six months ended June 30, 2023 – \$6,847 and \$14,466, respectively) of which \$6,018 and \$12,084, respectively (three and six months ended June 30, 2023 – \$5,690 and \$12,173, respectively) was expensed to the statement of net income (loss) and comprehensive income (loss) and \$976 and \$1,814, respectively (three and six months ended June 30, 2023 - \$1,157 and \$2,293, respectively) was capitalized to exploration and evaluation assets (Notes 5 and 12).

12. SUPPLEMENTAL CASH FLOW INFORMATION

The Company did not have any cash equivalents as at June 30, 2024 and December 31, 2023.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2024 and 2023
(expressed in thousands of Canadian dollars, except as otherwise stated) - Unaudited

a) Schedule of non-cash investing and financing activities:

| | Three months ended June 30, | | | | Six months ended June 30 | | | |
|----------------------------------------------------------------------------------------------------|-----------------------------|----|----|---------|--------------------------|-----------|----|---------|
| | 20 | 24 | | 2023 | | 2024 | | 2023 |
| Capitalized share-based payments | \$ 9 | 76 | \$ | 1,157 | \$ | 1,813 | \$ | 2,293 |
| Exploration and evaluation asset expenditures included in accounts payable and accrued liabilities | (4,52 | 8) | | (4,774) | | (6,628) | | (3,464) |
| Interest expense included in accounts payable and accrued liabilities | (59 | 6) | | (693) | | 2,801 | | 79 |
| Issuance of convertible debentures | 330,9 | 16 | | - | | 330,916 | | - |
| Purchase of U₃O ₈ strategic inventory | (341,15 | 0) | | - | (| (341,150) | | - |

13. RELATED PARTY TRANSACTIONS

The remuneration of key management which includes directors and management personnel responsible for planning, directing, and controlling the activities of the Company during the period was as follows:

| | For the thi | ree months | ended J | une 30, | F | or the six mont | hs ended | June 30, |
|----------------------------------------|-------------|------------|---------|----------|----|-----------------|----------|----------|
| | | 2024 | | 2023 | | 2024 | | 2023 |
| Short-term compensation ⁽¹⁾ | \$ | 818 | \$ | 1,666 | \$ | 1,648 | \$ | 2,711 |
| Share-based payments ⁽²⁾ | | 5,042 | | 4,991 | | 10,109 | | 11,676 |
| Consulting fees ⁽³⁾ | | 32 | | 32 | | 65 | | 65 |
| | \$ | 5,892 | | \$ 6,689 | \$ | 11,822 | \$ | 14,452 |

⁽¹⁾ Short-term compensation to key management personnel for the three and six months ended June 30, 2024 amounted to \$818 and \$1,648 (2023 - \$1,666 and \$2,711) of which \$818 and \$1,648 (2023 - \$1,595 and \$2,592) was expensed and included in salaries, benefits, and directors' fees on the statement of net income (loss) and comprehensive income (loss). The remaining \$nil and \$nil (2023 - \$71 and \$119) was capitalized to exploration and evaluation assets.

The Company received rental income for shared office space from an associate for the three and six months ended June 30, 2024 of \$8 and \$17 (2023 - \$nil and \$nil).

As at June 30, 2024, there was \$22 (December 31, 2023 - \$43) included in accounts payable and accrued liabilities owing to its directors and officers for compensation.

14. CAPITAL MANAGEMENT

The Company manages its capital structure and adjusts it, based on the funds available to the Company, to support the acquisition, exploration, development and evaluation of assets. To effectively manage the entity's capital requirements, the Company has in place a planning, budgeting, and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. 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 debt, net of cash, 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.

⁽²⁾ Share-based payments to key management personnel for the three and six months ended June 30, 2024 amounted to \$5,042 and \$10,109 (2023 - \$4,991 and \$11,676) of which \$5,042 and \$10,109 (2023 - \$4,909 and \$11,351) was expensed and \$nil and \$nil (2023 - \$82 and \$325) was capitalized to exploration and evaluation assets.

⁽³⁾ The Company used consulting services from a company associated with one of its directors in relation to advice on corporate matters for the three and six months ended June 30, 2024 amounting to \$32 and \$65 (2023 - \$32 and \$65)

Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2024 and 2023
(expressed in thousands of Canadian dollars, except as otherwise stated) - Unaudited

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 and convertible debt to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it determines that there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

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.

In the management of capital, the Company includes the components of equity, and convertible debentures, net of cash.

Capital, as defined above, is summarized in the following table:

| | Ţ | June 30, 2024 | | | |
|---------------------------------|----|---------------|----|-----------|--|
| Equity | \$ | 1,192,562 | \$ | 820,019 | |
| Convertible debentures (Note 9) | | 464,685 | | 158,478 | |
| | | 1,657,247 | | 978,497 | |
| Less: Cash | | (572,363) | | (290,743) | |
| | \$ | 1,084,884 | \$ | 687,754 | |

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, amounts receivable, lease receivable, accounts payable and accrued liabilities, and convertible debentures.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values.

The three levels of the fair value hierarchy are:

- Level 1 unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 inputs that are not based on observable market data.

The Company's cash, amounts receivable, accounts payable and accrued liabilities, and lease receivable are classified as Level 1 as the fair values of the Company's cash, amounts receivable, and accounts payable and accrued liabilities approximate their carrying values due to their short-term nature and the lease receivable's fair value is equal to its carrying value.

The convertible debentures are re-measured at fair value at each reporting date with any change in fair value recognized in the consolidated statement of net loss with the exception that under IFRS 9, the change in fair value that is attributable to change in credit risk is presented in other comprehensive loss (Note 9). The convertible debentures are classified as Level 2.

Financial Risk

The Company is exposed to varying degrees of a variety of financial instrument-related risks. The Board approves and monitors the risk management processes, controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

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, amounts receivable, and lease receivable. The Company holds cash with large Canadian banks. The Company's amounts receivable consists of input tax credits receivable from the Government of Canada and interest accrued on cash. The lease receivable is secured by the leased equipment. Accordingly, the Company does not believe it is subject to significant credit risk.

Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2024 and 2023 (expressed in thousands of Canadian dollars, except as otherwise stated) - Unaudited

The Company's maximum exposure to credit risk is as follows:

| | June 30, 2024 | December 31, 2023 | | |
|---------------------|---------------|-------------------|---------|--|
| Cash | \$ 572,363 | \$ | 290,743 | |
| Accounts receivable | 1,323 | | 1,940 | |
| Lease receivable | 3,758 | | 4,014 | |
| | \$ 577,444 | \$ | 296,697 | |

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. 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 June 30, 2024, NexGen had cash of \$572,363 to settle current liabilities of \$486,091 including the convertible debentures.

The Company's significant undiscounted commitments at June 30, 2024 are as follows:

| | Less than | 1 to 3 | 4 to 5 | Over 5 | |
|---------------------------------|---------------|-----------|---------|---------|---------------|
| | 1 year | years | years | years | Total |
| Trade and other payables | \$ 20,438 | \$ - | \$ - | \$ - | \$ 20,438 |
| Convertible debentures (Note 9) | 464,685 | - | _ | - | 464,685 |
| Lease liabilities (Note 10(c)) | 1,476 | 738 | - | - | 2,214 |
| | \$ 486,599 | \$ 738 | \$ - | \$ - | \$ 487,337 |

As at December 31, 2023 – Restated (Note 3(d)):

| | Less than | 1 to 3 | 4 | to 5 | 0v | er 5 | |
|---------------------------------|---------------|-------------|----|------|----|------|---------------|
| | 1 year | years | ye | ears | y | ears | Total |
| Trade and other payables | \$ 26,986 | \$ - | \$ | - | \$ | - | \$ 26,986 |
| Convertible debentures (Note 9) | 158,478 | - | | - | | - | 158,478 |
| Lease liabilities (Note 10(c)) | 1,476 | 1,476 | | - | | - | 2,952 |
| | \$ 186,940 | \$ 1,476 | \$ | - | \$ | - | \$ 188,416 |

As at January 1, 2023 – Restated (Note 3(d)):

| | Less than | | 1 to 3 4 to 5 | | to 5 | Over 5 | | |
|---------------------------------|-----------|--------|---------------|----|------|--------|------|--------------|
| | | 1 year | years | y | ears | y | ears | Total |
| Trade and other payables | \$ | 13,723 | \$ - | \$ | - | \$ | - | \$ 13,723 |
| Convertible debentures (Note 9) | | 80,021 | - | | - | | - | 80,021 |
| Lease liabilities (Note 10(c)) | | 1,346 | 2,574 | | - | | - | 3,920 |
| | \$ | 95,090 | \$ 2,574 | \$ | - | \$ | - | \$ 97,664 |

Foreign Currency Risk

The functional currency of the Company and its subsidiaries 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 includes US dollar denominated cash, US dollar accounts payable and the convertible debentures. The Company maintains Canadian and US dollar bank accounts in Canada.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and six months ended June 30, 2024 and 2023
(expressed in thousands of Canadian dollars, except as otherwise stated) - Unaudited

The Company is exposed to foreign exchange risk on its US dollar denominated convertible debentures. At maturity, the aggregate US\$360 million principal amount of the convertible debentures is due in full, and prior to maturity, at a premium upon the occurrence of certain events. The Company holds sufficient US dollars to make all cash interest payments due under the convertible debentures for the next twelve months. Accordingly, the Company is subject to risks associated with fluctuations in the Canadian/US dollar exchange rate that may make the convertible debentures more costly to repay.

As at June 30, 2024, the Company's US dollar net financial liabilities were US\$303,487. Thus a 10% change in the Canadian dollar versus the US dollar exchange rates would give rise to a \$41,514 change in net income (loss) and comprehensive income (loss).

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

Equity and Commodity 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. Accordingly, significant movements in share price may affect the valuation of the 2023 Debentures and 2024 Debentures which may adversely impact its earnings.

Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatility. Future declines in 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, if any, to be taken by the Company.

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 the estimated fair value of the Company's cash balances as of June 30, 2024. 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 convertible debentures in an aggregate principal amount of US\$360 million, carry fixed interest rates of 9.0% per annum and are not subject to interest rate fluctuations.

Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2024 and 2023 (expressed in thousands of Canadian dollars, except as otherwise stated) - Unaudited

16. EARNINGS (LOSS) PER SHARE

Basic net earnings (loss) per share provides a measure of the interests of each ordinary common share in the Company's performance over the period. Diluted net earnings (loss) per share adjusts basic net income (loss) per share for the effect of all dilutive potential common shares.

| | For the three months ended June 30, | | | For the si | onths ended June 30, | | |
|----------------------------------------------------------|-------------------------------------|------------|----|-------------|-------------------------|----|-------------|
| | | 2024 | | 2023 | 2024 | | 2023 |
| Basic earnings (loss) per share | | | | | | | |
| Net income (loss) attributable to NexGen shareholders | \$ | 13,196 | 9 | (19,292) | \$ (21,424) | \$ | (25,950) |
| Weighted average number of common shares | 55° | 1,519,415 | | 486,577,487 | 544,020,730 | | 486,937,485 |
| Basic earnings (loss) per share | \$ | 0.02 | \$ | (0.04) | \$ (0.04) | \$ | (0.05) |
| Diluted earnings (loss) per share | | | | | | | |
| Net income (loss) attributable to NexGen shareholders | \$ | 13,196 | 5 | (19,292) | \$ (21,424) | \$ | (25,950) |
| Interest expense on convertible debentures | | 6,056 | | - | - | | - |
| attributable to NexGen shareholders | | | | | | | |
| Mark to market gain on convertible debentures | | (29,714) | | - | - | | - |
| Diluted earnings (loss) available to NexGen shareholders | \$ | (10,462)\$ | \$ | (19,292) | \$ (21,424)\$ | | (25,950) |
| Weighted average number of common shares | 55 ⁻ | 1,519,415 | | 486,577,487 | 544,020,730 | | 486,937,485 |
| Effect of stock option exercises | 2 | 2,722,324 | | - | - | | - |
| Effect of conversion of 2023 and 2024 Debentures | 39 | 9,571,350 | | - | - | | - |
| Weighted average number of common shares (diluted) | 613 | 3,813,089 | | 486,577,487 | 544,020,730 | | 486,937,485 |
| Diluted loss per share | \$ | (0.02) | \$ | (0.04) | \$ (0.04) \$ | | (0.05) |

For the three and six months ended June 30, 2024, 23,868,484 and 46,590,808 (June 30, 2023 – 46,188,408 and 46,188,408) options were excluded from the diluted weighted average number of common shares calculation.

17. SUBSEQUENT EVENTS

Subsequent to June 30, 2024, 213,679 options were exercised for gross proceeds of \$446. Additionally, stock option grants of 2,050,000 were approved by the Board of Directors, pursuant to the Company's stock option plan.