NEXGEN ENERGY

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

TO: ALL STOCKHOLDERS

NOTICE is hereby given that the annual meeting of the stockholders of **NEXGEN ENERGY CORP.** (the "Corporation") will be held on **30 June 2026 (Tuesday)** at 10:00 in the morning. The meeting will be conducted virtually and can be accessed at the link which will be provided to stockholders after successful registration. The agenda for the meeting is as follows:

AGENDA

1) Call to Order
2) Proof of Notice of Meeting
3) Certification of Quorum
4) Approval of the Minutes of the Previous Stockholders' Meeting
5) Approval of 2025 Operations and Results
6) Ratification of All Acts of the Board of Directors and Officers
7) Election of Directors
8) Appointment of External Auditor
9) Other Matters
10) Adjournment

Attached is a list of the rationale for each of the above agenda items for reference.

In accordance with the rules of the Company's By-Laws, the close of business on 8 June 2026 has been fixed as the record date for the determination of the stockholders entitled to notice of, and vote at, said meeting and any adjournment thereof.

Stockholders may attend the meeting and/or cast their vote in absentia by registering through the website: https://www.nexgen-energy.ai/ on or before 5:30 p.m. on 20 June 2026. Upon verification of their registration credentials, an e-mail from the Corporation will be sent containing instructions on how the registered online participants may access and watch the live stream of the annual stockholders' meeting and/or cast their votes on matters to be taken up during the meeting using the e-voting platform to be set up for the purpose. The e-voting platform will likewise contain a field wherein stockholders may send their comments/questions. It will be accessible until 11:00 a.m. of 30 June 2026 section for stockholder comments/questions or a "chatbox" shall also be provided in the live streaming platform.

The stockholders are likewise encouraged to participate in the meeting by submitting duly accomplished proxies to the Office of the Corporate Secretary at the 3rd Floor, JTKC Centre, 2155 Don Chino Roces Ave., Brgy. Pio del Pilar, Makati City, Philippines, or via electronic copy submitted through the ASM online registration portal, on or before 5:30 p.m. on 24 June 2026. For corporate stockholders, the proxies should be accompanied by a Secretary's Certification on the appointment of the corporation's authorized signatory.

Validation of proxies is set on 24 June 2026. The votes already cast using the e-voting platform by that time will also be verified on said date.

Makati City, Metro Manila, 22 May 2026.

SUSAN BERTULFO-CARISMA
Corporate Secretary

RATIONALE FOR AGENDA ITEMS

Agenda Item No. 4. Approval of the Minutes of the Previous Meeting of Stockholders held on 7 July 2025

A copy of the Minutes for the 2025 Annual Stockholders' Meeting held on 7 July 2025 is currently posted on the Corporation's website https://www.nexgen-energy.ai/assets/files/nexgen-disclosures/asm-minutes/7_JULY_2025_DRAFT_FOR_APPROVAL_07012025_07072025.pdf and can be viewed at any time. Stockholders will be asked to approve the Minutes of the 2025 Annual Stockholders' Meeting.

Agenda Item No. 5. Approval of 2025 Operations and Results

A report on the highlights of the financial performance of the Corporation for the year ended 31 December 2025 will be presented to the stockholders.

The Corporation's Audited Financial Statements (AFS), for which the external auditors have issued an unqualified opinion, have likewise been reviewed by the Board of Directors. A summary of the 2025 AFS shall also be presented to the stockholders.

Agenda Item No. 6. Ratification of all Acts of the Board of Directors and Management from the date of the last Annual Stockholders' Meeting to the date of this meeting

All actions, proceedings, and contracts entered into, as well as resolutions made and adopted by the Board of Directors and of Management from the date of the last Stockholders' Meeting held on 7 July 2025 to the date of this meeting shall be presented for confirmation, approval, and ratification. The items covered with respect to the ratification of the acts of the Board of Directors and Officers for the past year up to the date of the meeting are those items entered into in the ordinary course of business.

Agenda Item No. 7. Election of Directors for 2026 to 2027

The qualifications of the incumbent members of the Board of Directors have been reviewed by the Corporate Governance Committee which has nominated them for re-election. Their proven expertise and qualifications, based on current regulatory standards and the Corporation's own criteria, will help the Company's performance that will result to its stockholders' benefit. The profiles of the directors are further detailed in the Corporation's Information Statement. If elected, they shall serve as directors for a period of one (1) year from 30 June 2026 until their successors shall have been duly elected and qualified.

Agenda Item No. 8. Appointment of External Auditors

The Audit Committee has pre-screened and recommended, and the Board has endorsed for consideration of the stockholders, the reappointment of Reyes Tacandong & Co. as the Corporation's External Auditor for 2026. Reyes Tacandong & Co. is one of the leading auditing firms in the country and is duly accredited by the Securities and Exchange Commission. The stockholders will also be requested to delegate to the Board the authority to approve the appropriate audit fee for 2026.

NEXGEN ENERGY CORP.
2026 ANNUAL STOCKHOLDERS' MEETING

Guidelines for Participating via Remote Communication and Voting *in Absentia*

The 2026 Annual Stockholders' Meeting (ASM) of NexGen Energy Corp. (the "Corporation") will be held on 30 June 2026 at 10:00 A.M. The close of business on 8 June 2026 has been fixed in the By-Laws as the record date for the determination of the stockholders entitled to notice of, and vote at, said meeting and any adjournment thereof.

The Board of Directors of the Corporation has approved and authorized stockholders to participate in the ASM via remote communication and to exercise their right to vote in absentia or by proxy.

REGISTRATION

The conduct of the meeting will be streamed live, and stockholders may attend the meeting by registering until 20 June 2026, 5:30 p.m. via https://www.nexgen-energy.ai/ and by submitting the following requirements and documents, subject to verification and validation:

For individual stockholders

1. Full Name of Stockholder
2. Scanned copy of a Valid Government ID
3. E-mail address
4. Mobile No.
5. Whether or not a proxy will be appointed for the meeting
    a. If Yes, kindly provide the following:
        i. Proxy Form
        ii. Proxy Valid ID
        iii. Proxy Contact number
        iv. Proxy E-mail Address
6. Total Number of Shares
7. Stock Certificate Number/s (if certificated shares); Certification from broker (for uncertificated shares)

For corporate stockholders

1. Scanned copy of the Secretary's Certificate (or equivalent for non-resident) attesting to the authority of the representative to vote for and on behalf of the corporation
2. Scanned copy of a Valid Government ID of the authorized representative
3. E-mail address of the authorized representative
4. Mobile No. of the authorized representative
5. Total Number of Shares
6. Stock Certificate Number/s (if certificated shares); Certification from broker (for uncertificated shares)

PCD Participants/Brokers

1. Scanned copy of the Secretary's Certificate (or equivalent for non-resident) attesting to the authority of the representative to vote for and on behalf of the PCD Participant/Broker
2. Scanned/Digital copy of the certificate of shareholdings issued by the PCD/Broker
3. Scanned copy of a Valid Government ID of the authorized representative
4. E-mail address of the authorized representative
5. Mobile No. of the authorized representative

Notes

1. *Please refrain from sending duplicate and inconsistent information/documents as these can result in failed registration. All documents/information shall be subject to verification and validation by the Corporation.*
2. *Please be informed that by providing us with the above documents, you consent to the Corporation's processing of your personal data in accordance with the Data Privacy Act for the purpose of validating your credentials and registration to participate and vote at the Corporation's annual stockholders' meeting.*

Should the stockholder wish to assign a proxy, the stockholder shall submit the proxy form upon registration.

ONLINE VOTING

1. Log-in to the e-voting platform by clicking the link, and using the log-in credentials, sent to the e-mail address of the shareholder to the Corporation.
2. Upon accessing the e-voting platform, the stockholder can vote on each agenda item. A brief description of each item for stockholders' approval is appended to the Notice of Meeting
    a. A stockholder has the option to vote "Yes", "No", or "Abstain" on each agenda item for approval
    b. For the election of directors, the stockholder has the option to vote for all nominees, withhold vote for any of the nominees, or vote for certain nominees only.

    Note: A stockholder may vote such number of his/her shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected (8 directors) multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided, that the total number of votes cast shall not exceed the number of shares owned by the stockholder.

3. The e-voting platform will likewise contain a field wherein stockholders may send their comments/questions.
4. Once the stockholder has finalized his vote and questions, he/she can proceed to submit the form by clicking the "Submit" button. The stockholder may no longer modify his/her vote thereafter.

ASM LIVESTREAM

The ASM will be broadcast live and stockholders who have successfully registered will be provided access to participate via remote communication. Instructions on how to access the livestream will be sent to their e-mail addresses upon registration.

OPEN FORUM

During the virtual meeting, after all items in the agenda have been discussed, the Corporation will have the Question-and-Answer Portion, during which, the meeting's moderator will read and where representatives of the Corporation shall answer questions and comments received from stockholders, as time will allow.

Stockholders may send their questions in advance through the e-voting platform on or before 10:00 A.M. on 30 June 2026. A section for stockholder comments/questions or a "chatbox" shall also be provided in the livestreaming platform.

Questions/comments received but not entertained during the Open Forum due to time constraints will be addressed separately by the Corporation via e-mail.

For complete information on the annual meeting, please visit https://www.nexgen-energy.ai/.

PROXY FORM

The undersigned stockholder of **NEXGEN ENERGY CORP.** (the "Company") hereby appoints the Chairman of the meeting, as attorney and proxy, with power of substitution, to represent and vote all shares registered in his/her/its name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on 30 June 2026 and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Election of Directors.

_____1.1. Vote for all nominees listed below:

1.1.1. Renato Zamora Locsin
1.1.2. Eric Peter Y. Roxas
1.1.3. Mark C. Cañete
1.1.4. Richmond S. Lim
1.1.5. Ysmael T. Javellana
1.1.6. Aristides S. Armas (Independent Director)
1.1.7. Richard Alex D. Kho (Independent Director)
1.1.8. Mukesh S. Advani (Independent Director)

_____1.2. Withhold authority for all nominees listed above

_____1.3. Withhold authority to vote for the nominees listed below:

_____ _____
_____ _____
_____ _____

2. Approval of minutes of previous Annual Stockholders' Meeting.
____Yes ____No ____Abstain

3. Approval of 2025 Annual Report (Operations and Results).
____Yes ____No ____Abstain

4. Ratification of all acts and resolutions of the Board of Directors and Management from the date of the last Stockholders' Meeting to date of ASM
____Yes ____No ____Abstain

5. Appointment of Reyes Tacandong & Co. as external auditor.
____Yes ____No ____Abstain

6. At their discretion, the proxies named above are authorized to vote upon such other matters as may be properly come before the meeting.
____Yes ____No ____Abstain

_____
Printed Name of Stockholder

_____
Signature of Stockholder /
Authorized Signatory

_____
Date

THIS PROXY FORM SHOULD BE RECEIVED BY THE CORPORATE SECRETARY (IN HARDCOPY TO THE OFFICE OF THE CORPORATE SECRETARY AT THE 3RD FLOOR, JTKC CENTRE, 2155 DON CHINO ROCES AVE., BRGY. PIO DEL PILAR, MAKATI CITY, PHILIPPINES OR SOFTCOPY SUBMITTED THROUGH THE ASM ONLINE REGISTRATION PORTAL) ON OR BEFORE 24 JUNE 2026.

SECRETARY'S CERTIFICATE

I, _____, Filipino, of legal age and with office address at _____, do hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of _____(the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at _____;

2. Based on the records, during the lawfully convened meeting of the Board of Directors of the Corporation held on _____, the following resolution was passed and approved:

> "**RESOLVED**, that _____be authorized and appointed, as he is hereby authorized and appointed, as the Corporation's Proxy (the 'Proxy') to attend the 2026 annual meeting of the stockholders of NEXGEN ENERGY CORP. ("NEXGEN"), or at any meeting postponed or adjourned therefrom, with full authority to vote the shares of stock of the Corporation held in NEXGEN and to act upon all matters and resolution that may come before or presented during meetings, or any adjournments thereof, in the name, place and stead of the Corporation."
>
> "**RESOLVED**, **FINALLY**, that NEXGEN be furnished with a certified copy of this resolution and NEXGEN may rely on the continuing validity of this resolution until receipt of written notice of its revocation."

3. The foregoing resolution has not been modified, amended or revoked in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF, I have signed this instrument in _____on _____.

_____
Printed Name and Signature of the
Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME on _____ in _____, affiant exhibited to me his/her Competent Evidence of Identity by way of _____issued on _____at _____.

Doc. No. __;
Page No. __;
Book No. __;
Series of 2026.