



SUSTAINABILITY COMMITTEE CHARTER NEXGEN ENERGY LTD.

I. ROLES AND OBJECTIVES

- (a) The main objectives of the Sustainability Committee (the “Committee”) is to review and monitor:
 - i. the environmental practices and policies;
 - ii. the corporate social responsibility practices and policies; and
 - iii. health and safety activities, practices and policies,of NexGen Energy Ltd. (the “Corporation”) on behalf of the Board of Directors (the “Board”).
- (b) The Committee may investigate any activity of the Corporation that relates to sustainability, including, environment, corporate social responsibility and health and safety.
- (c) The Committee will have access to such officers and employees of the Corporation and to independent consultants and advisors, and to such information respecting the Corporation as it considers necessary in order to perform its duties and responsibilities.

II. MEMBERSHIP AND OPERATIONS

- (a) The Committee shall consist of not fewer than two directors, with at least one member being independent.
- (b) The members of the Committee shall be appointed by the Board of Directors on the recommendation of the Nomination and Governance Committee.

III. DUTIES AND RESPONSIBILITIES

- (a) The Committee shall review and monitor the policies of the Corporation relating to environment, corporate social responsibility, and health and safety matters on behalf of the Board, and as appropriate, make recommendations to the Board about changes to these policies;
- (b) Review and monitor the environmental, corporate social responsibility, and health and safety performance of the Corporation on behalf of the Board to ensure that management is taking appropriate measures to achieve compliance with appropriate laws, legislation, industry standards and the Corporation’s policies;
- (c) Encourage, assist, support and counsel management in developing short and long term standards to ensure that the policies of the Corporation relating to environment, corporate social responsibility, and health and safety matters are being adhered to and achieved;
- (d) Periodically review environmental, corporate social responsibility, and health and safety issues and incidents to determine, on behalf of the Board, that management is taking appropriate action in respect of those matters and that management has been duly diligent in carrying out its responsibilities and activities in that regard;
- (e) Review and monitor management’s activities to ensure that the principle risks and opportunities to the Corporation related to environmental, corporate social responsibility, and health and safety are identified by management and that sufficient resources are allocated by management to address these risks and opportunities; and

- (f) Ensure that the Corporation's directors are kept abreast of their duties and responsibilities related to the scope of this Committee.

IV. SUBCOMMITTEES

The Sustainability Committee may, in its discretion, delegate any of its responsibilities to the Chair or a subcommittee of the Sustainability Committee.

V. MEETINGS

- (a) The Committee will meet semi-annually, or more frequently at the discretion of the members of the Committee, as circumstances require.
- (b) Notice of each meeting of the Committee will be given to each member. The notice will:
 - i. be in writing (which may be communicated by fax or email);
 - ii. be accompanied by an agenda that states the nature of the business to be transacted at the meeting in reasonable detail;
 - iii. to the extent practicable, be accompanied by copies of documentation to be considered at the meeting; and
 - iv. be given at least 48 hours preceding the time stipulated for the meeting, unless notice is waived by the committee members.
- (c) A quorum for a meeting of the Committee is a majority of the members present in person or by telephone.
- (d) If the Chair is not present at a meeting of the Committee, a Chair will be selected from among the members present. The Chair will not have a second or deciding vote in the event of an equality of votes.
- (e) The Committee may invite others to attend any part of any meeting of the Committee as it deems appropriate. This includes members of management, any employee, the Corporation's legal counsel, external auditors and consultants.
- (f) Minutes will be kept of all meetings of the Committee. The minutes will include copies of all resolutions passed at each meeting, will be maintained with the Corporation's records, and will be available for review by members of the Committee, the Board and the external auditor.

VI. ACCOUNTABILITY

- (a) The Committee Chair has the responsibility to make periodic reports to the Board, as requested, on environmental, corporate social responsibility, and health and safety matters relative to the Corporation.
- (b) The Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.

VII. OTHER MATTERS

- (a) The Committee shall review and reassess the adequacy of this Charter at least annually or otherwise, as it deems appropriate, and propose recommended changes to the Nomination and Governance Committee.
- (b) The Committee's performance shall be evaluated annually by the Nomination and Governance Committee and the Board as part of the Board assessment process established by the Nomination and Governance Committee and the Board.

This Charter was last approved by the Board of Directors on April 20, 2022.