UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 40-F

(Check One)

[ ] Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934

[X] Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended: December 31, 2014 Commission file number: 001-33414

DENISON MINES CORP.

(Exact name of registrant as specified in its charter)

Ontario, Canada
(Province or other jurisdiction of incorporation or organization)

1090
(Primary standard industrial classification code number)

98-0622284
(I.R.S. employer identification number)

Atrium on Bay, 595 Bay Street, Suite 402, Toronto, Ontario M5G 2C2; Phone number: 416-979-1991
(Address and telephone number of registrant's principal executive offices)

CT Corporation System
111 Eighth Avenue
13th Floor
New York, NY 10011
Phone number: 212-894-8800

(Name, address and telephone number of agent for service in the United States)

Securities registered pursuant to Section 12(b) of the Act: **Not applicable.**

Securities registered pursuant to Section 12(g) of the Act: **Common Stock without par value.**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **Not applicable.**

For annual reports, indicate by check mark the information filed with this form:

[X] Annual Information Form [X] Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: 505,868,894 Common Shares

Indicate by check mark whether the registrant by filing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the file number assigned to the registrant in connection with such rule.

Yes [ ] No [X]

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13(d) or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant has been required to file such reports); and (2) has been subject to such filing requirements in the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Not applicable

Yes [ ] No [ ]

DOCUMENTS FILED PURSUANT TO GENERAL INSTRUCTIONS

In accordance with General Instruction B.(3) of Form 40-F, Denison Mines Corp. (the " **Company**" or the "**Registrant**") hereby incorporates by reference Exhibits 99.1 through 99.3 as set forth in the Exhibit Index attached hereto.

In accordance with General Instruction D.(9) of Form 40-F, the Company has filed written consents of certain experts named in the foregoing Exhibits as Exhibits 99.4 through 99.23, as set forth in the Exhibit Index attached hereto.

FORWARD-LOOKING STATEMENTS

Certain of the information contained in this Annual Report on Form 40-F, including the documents incorporated herein by reference, may contain "forward-looking information". Forward-looking information and statements may include, among others, statements regarding the future plans, costs, objectives or performance of the Company, or the assumptions underlying any of the foregoing. In this Annual Report on Form 40-F, words such as "may", "would", "could", "will", "likely", "believe", "expect", "anticipate", "intend", "plan", "estimate" and similar words and the negative form thereof are used to identify forward-looking statements. Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether, or the times at or by which, such future performance will be achieved. Forward-looking statements and information are based on information available at the time and/or management's good-faith belief with respect to future events and are subject to known or unknown risks, uncertainties and other unpredictable factors, many of which are beyond the Company's control. These risks, uncertainties and assumptions include, but are not limited to, those described under the section "Risk Factors" in the Company's Annual Information Form for the fiscal year ended December 31, 2014 (the "**AIF**"), which is filed as Exhibit 99.3 to this Annual Report on Form 40-F, and could cause actual events or results to differ materially from those projected in any forward-looking statements.

The Company's forward-looking statements contained in the exhibits incorporated by reference into this Annual Report on Form 40-F are made as of the respective dates set forth in such exhibits. In preparing this Annual Report on Form 40-F, the Company has not updated such forward-looking statements to reflect any subsequent information, events or circumstances or otherwise, or any change in management's beliefs, expectations or opinions that may have occurred prior to the date hereof, nor does the Company assume any obligation to update such forward-looking statements in the future, except as required by applicable laws.

RESOURCE AND RESERVE ESTIMATES

The terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" are Canadian mining terms as defined in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("**NI 43-101**"), which references the guidelines set out in the Canadian Institute of Mining, Metallurgy and Petroleum (the "**CIM**") Standards on Mineral Resources and Mineral Reserves, adopted by the CIM council, as may be amended from time to time by the CIM. These definitions differ from the definitions in Industry Guide 7 ("**Industry Guide 7**") under the United States Securities Act of 1933, as amended. Under Industry Guide 7, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time of the reserve determination.

In addition, the terms "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under Industry Guide 7 and normally are not permitted to be used in reports and registration statements filed with the Securities and Exchange Commission (the "**SEC**" or the "**Commission**"). Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. "Inferred mineral resources" have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases.

Accordingly, information contained in this Annual Report on Form 40-F and the documents incorporated by reference herein containing descriptions of the Company's mineral deposits may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

CURRENCY

Unless otherwise indicated, all dollar amounts in this Annual Report on Form 40-F are in United States dollars. The exchange rate of Canadian dollars into United States dollars, on December 31, 2014, based upon the noon buying rate payable in Canadian dollars as certified for customs purposes by the Bank of Canada, was U.S. $1.00 = CDN$1.1601.

TAX MATTERS

Purchasing, holding, or disposing of securities of the Registrant may have tax consequences under the laws of the United States and Canada that are not described in this Annual Report on Form 40-F.

DISCLOSURE CONTROLS AND PROCEDURES

A. Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures to ensure that information required to be disclosed in the Company's filings under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), is recorded, processed, summarized and reported in accordance with the requirements specified in the rules and forms of the Securities and Exchange Commission (the "**SEC**" or the "**Commission**"). The Company carried out an evaluation, under the supervision and with the participation of its management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's "disclosure controls and procedures" (as defined in the Exchange Act Rule 13a-15(e)) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures as of December 31, 2014, are effective to ensure that information required to be disclosed by the Registrant in reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to the Registrant's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

The Company's disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and, as indicated in the preceding paragraph, the Chief Executive Officer and Chief Financial Officer believe that the Company's disclosure controls and procedures are effective at that reasonable assurance level, although the Chief Executive Officer and Chief Financial Officer do not expect that the disclosure controls and procedures or internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. The Company will continue to periodically review its disclosure controls and procedures and internal control over financial reporting and may make such modifications from time to time as it considers necessary.

B. Management's Annual Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining an adequate system of internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards. Management conducted an assessment of the Company's internal control over financial reporting based on the framework established by the Committee of Sponsoring Organizations of the Treadway Commission on Internal Control — Integrated Framework (2013). Based on this assessment, management concluded that, as of December 31, 2014, the Company's internal control over financial reporting is effective.

C. Report of the Independent Auditor, PricewaterhouseCoopers LLP

The effectiveness of the Registrant's internal control over financial reporting as of December 31, 2014 has been audited by PricewaterhouseCoopers LLP, an independent auditor, as stated in their report included with the Registrant's Audited Financial Statements, which are an exhibit to this Annual Report on Form 40-F.

D. Changes in Internal Control Over Financial Reporting

There was no change in the Company's internal control over financial reporting that occurred during the twelve month period covered by this Annual Report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

CORPORATE GOVERNANCE

The Company is listed on the Toronto Stock Exchange (the "**TSX**") and is required to describe its practices and policies with regard to corporate governance with specific reference to the corporate governance guidelines of the Canadian Securities Administrators on an annual basis by way of a corporate governance statement contained in the Company's Annual Information Form or Information Circular. The Company is also listed on the NYSE MKT LLC (the "**NYSE MKT**") and additionally complies as necessary with the rules and guidelines of the NYSE MKT as well as the SEC. The Company reviews its governance practices on an ongoing basis to ensure it is in compliance with the applicable laws, rules and guidelines both in Canada and in the United States.

The Company's Board of Directors (the "**Board**") is responsible for the Company's corporate governance policies and has separately designated a standing Corporate Governance and Nominating Committee. The Board has determined that the members of the Corporate Governance and Nominating Committee are independent, based on the criteria for independence and unrelatedness prescribed by the Sarbanes-Oxley Act of 2002, Section 10A(m)(3), and the NYSE MKT.

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the senior officers who are appointed by the Board and who are charged with the day to day administration of the Company. The Board is committed to sound corporate governance practices that are both in the interest of its shareholders and contribute to effective and efficient decision making.

BENEFIT PLAN BLACKOUT PERIODS

Not applicable.

AUDIT COMMITTEE FINANCIAL EXPERT

The Company's Board of Directors has determined that all three members of its Audit Committee (Ms. Catherine Stefan, Mr. Brian D. Edgar and Mr. William A. Rand) are audit committee financial experts, within the meaning of paragraph 8(b) of General Instruction B of Form 40-F, and are also independent within the meaning of United States and Canadian securities regulations and applicable stock exchange requirements. A description of the education and experience of these persons is set forth in the table below:

Member Name	**Education & experience relevant to performance of audit committee duties**
Catherine J.G. Stefan, Chair of the Audit Committee	• Chartered Professional Accountant (Ontario) • B.Comm • Held position of Chief Operating Officer of O&Y Properties Inc., President of Stefan & Associates and Executive Vice-President of Bramalea Group, Chair, Tax Committee of the Canadian Institute of Public Real Estate Companies (CIPREC).

Brian D. Edgar	•	Law degree, with extensive corporate finance experience
	•	Held positions of Chairman since 2011 and President and Chief Executive Officer of a public company from 2005 to 2011.
	•	Has served on audit committees of a number of public companies
William A. Rand	•	B.Comm (Accounting)
	•	Two law degrees, with extensive corporate finance experience
	•	Has served on audit committees of a number of public companies

Through such education and experience, each of these three members has experience overseeing and assessing the performance of companies and public accountants with respect to the preparation, auditing and evaluation of financial statements, and has: (1) an understanding of generally accepted accounting principles and financial statements; (2) the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves; (3) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements; (4) an understanding of internal control over financial reporting; and (5) an understanding of audit committee functions.

The SEC has provided that the designation of an audit committee financial expert does not make him or her an "expert" for any purpose, impose on him or her any duties, obligations or liability that are greater than the duties, obligations or liability imposed on him or her as a member of the Audit Committee and the Board of Directors in the absence of such designation, or affect the duties, obligations or liability of any other member of the Audit Committee or Board of Directors.

CODE OF ETHICS

The Company has adopted a code of ethics that applies to the Company's directors, officers and employees, including the Chief Executive Officer, Chief Financial Officer, principal accounting officer or controller, persons performing similar functions and other officers, directors and employees of the Company. A current copy of the amended code of ethics is on the Company's website at http://www.denisonmines.com. In the fiscal year ended December 31, 2014, the Company has not made any amendment to a provision of its code of ethics that applies to any of its Chief Executive Officer, Chief Financial Officer, principal accounting officer or controller or persons performing similar functions that relates to one or more of the items set forth in paragraph (9)(b) of General Instruction B to Form 40-F. In the fiscal year ended December 31, 2014, the Company has not granted a waiver (including an implicit waiver) from a provision of its code of ethics to any of its Chief Executive Officer, Chief Financial Officer, principal accounting officer or controller or persons performing similar functions that relates to one or more of the items set forth in paragraph (9)(b) of General Instruction B to Form 40-F.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table discloses the fees billed to the Company by its external auditor during the last two financial years ended December 31, 2014 and 2013. Services were billed and paid in Canadian dollars and have been translated into U.S. dollars using an average CAD$/US$ annual exchange rate of $1.1045 for 2014 and $1.0298 for 2013.

Periods Ending	Audit Fees(1)	Audit Related Fees (2)	Tax Fees (3)	All Other Fees(4)
December 31, 2013	$295,401	$121,134	$0	$123,373
December 31, 2014	$309,371	$136,411	$0	$9,507

Notes:

(1) The aggregate fees billed for audit services of the Company's consolidated financial statements.
(2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the Audit Fees column. Fees relate to reviews of interim consolidated financial statements and specified audit procedures not included as part of the audit of the consolidated financial statements.
(3) The aggregate fees billed for tax compliance, tax advice, and tax planning services, such as transfer pricing and tax return preparation.
(4) The aggregate fees billed for professional services other than those listed in the other three columns. For 2014, "All Other Fees" relates to the Company's acquisition of International Enexco Limited. For 2013, "All Other Fees" relates to the Company's acquisitions of JNR Resources Inc., Fission Energy Corp. and Rockgate Capital Corp.

The Company's audit committee mandate and charter provides that the audit committee shall (i) approve, prior to the auditor's audit, the auditor's audit plan (including, without limitation, staffing), the scope of the auditor's review and all related fees, and (ii) pre-approve any non-audit services (including, without limitation, fees therefor) provided to the Company or its subsidiaries by the auditor or any auditor of any such subsidiary and shall consider whether these services are compatible with the auditor's independence, including, without limitation, the nature and scope of the specific non-audit services to be performed and whether the audit process would require the auditor to review any advice rendered by the auditor in connection with the provision of non-audit services.

The following sets forth the percentage of services described above that were approved by the audit committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X:

	2013	2014
Audit Related Fees:	100%	100%
Tax Fees:	100%	100%
All Other Fees:	100%	100%

OFF-BALANCE SHEET ARRANGEMENTS

The Company's off-balance sheet arrangements at December 31, 2014 are as follows:

In connection with the Company's sale of its U.S. Mining Division to Energy Fuels Inc (" **EFR**") on June 29, 2012, the Company remained a guarantor under a sales contract assigned to EFR. The sales contract requires deliveries of 200,000 pounds of U_3O_8 per year from 2013 to 2017 at a selling price of 95% of the long-term U_3O_8 price at the time of delivery. Should EFR not be able to deliver for any reason other than "force majeure" as defined under the contract, the Company may be liable to the customer for incremental costs incurred to replace the contracted quantities if the unit price of the replacement quantity is greater than the contracted unit price selling amount. EFR has agreed to indemnify the Company for any future liabilities it may incur related to this guarantee.

The Company has agreed to indemnify EFR in connection with ongoing litigation between Denison Mines (USA) Corp (" **DUSA**") (a company acquired by EFR as part of the sale of the U.S. Mining Division) and a contractor in respect of a construction project at the White Mesa mill. This matter was heard before an arbitrator in November, 2013 and a decision in favour of DUSA was granted in January 2014. The Company does not expect to recover a material amount of damages related to this issue.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

At December 31, 2014, the Company had a reclamation liability of $17,659,000, consisting of $11,234,000 for Elliot Lake obligations, $6,406,000 for the McClean Lake and Midwest joint ventures obligations and $19,000 for other obligations. The Company maintains a trust fund equal to the estimated reclamation spending for the succeeding six calendar years, less interest expected to accrue on the funds, in respect of its liability for Elliot Lake. At December 31, 2014, the balance in the trust fund was $2,068,000.

In addition, the Company's contractual obligations at December 31, 2014 are as follows:

(in thousands)		Total	1 Year	2-3 Years	4-5 Years	After 5 Years
Debt Obligations	$	39	30	9	-	-
Operating lease and other obligations	$	473	269	186	18	-

IDENTIFICATION OF THE AUDIT COMMITTEE

The Company has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. The committee members are Ms. Catherine J. G. Stefan and Messrs. Brian D. Edgar and William A. Rand. For further information on these members, see discussion above under "Audit Committee Financial Experts."

INTERACTIVE DATA FILE

An interactive data file is not yet required to be filed since the Company prepares its financial statements in accordance with International Financial Reporting Standards.

NYSE MKT CORPORATE GOVERNANCE

The Company's common shares are listed on the NYSE MKT. Section 110 of the NYSE MKT Company Guide permits the NYSE MKT to consider the laws, customs and practices of foreign issuers in relaxing certain NYSE MKT listing criteria, and to grant exemptions from the NYSE MKT listing criteria based on these considerations. An issuer seeking relief under these provisions is required to provide written certification from independent local counsel that the non-complying practice is not prohibited by home country law. A description of the significant ways in which the Company's governance practices differ from those followed by domestic companies pursuant to the NYSE MKT standards is as follows:

Board Composition: The NYSE MKT requires that a listed company have a Board of Directors consisting of at least a majority of members who satisfy applicable independence standards under Section 803 of the NYSE MKT Company Guide (the "**NSYE MKT Independence Standard**"). The Company's Board is currently composed of eight members, five of whom qualify as independent under the NYSE MKT Company Guide and who meet the NSYE MKT Independence Standard, namely Ms. Stefan and Messrs. Craig, Dengler, Edgar and Rand. Denison's remaining three directors do not satisfy the NYSE MKT Independence Standard, being Messrs. Hochstein, Lundin and Park.

Shareholder Meeting Quorum Requirement: The NYSE MKT minimum quorum requirement for a shareholder meeting is one-third of the shares issued and outstanding and entitled to vote for a meeting of a listed company's shareholders. The TSX does not specify a quorum requirement for a meeting of a listed company's shareholders. The Company's current required quorum at any meeting of shareholders as set forth in the Company's by-laws is two persons present, each being a shareholder entitled to vote at the meeting or a duly appointed proxyholder for an absent shareholder so entitled, holding or representing in aggregate not less than 10% of the shares of the Company entitled to be voted at the meeting. The Company's current quorum requirement is not prohibited by, and does not constitute a breach of, the *Business Corporations Act* (Ontario) (the "**OBCA**"), applicable Canadian securities laws or the rules and policies of the TSX.

Proxy Solicitation Requirement: The NYSE MKT requires the solicitation of proxies and delivery of proxy statements for all shareholder meetings of a listed company, and requires that these proxies be solicited pursuant to a proxy statement that conforms to the proxy rules of the U.S. Securities and Exchange Commission. The Company is a foreign private issuer as defined in Rule 3b-4 under the Exchange Act, and the equity securities of the Company are accordingly exempt from the proxy rules set forth in Sections 14(a), 14(b), 14(c) and 14(f) of the Exchange Act. The Company solicits proxies in accordance with the OBCA, applicable Canadian securities laws and the rules and policies of the TSX.

Shareholder Approval Requirements: The NYSE MKT requires a listed company to obtain the approval of its shareholders for certain types of securities issuances. One is the sale of common shares (or securities convertible into common shares) at a discount to officers or directors. The TSX rules require shareholder approval for the issuance of shares to insiders in private placements where insiders are being issued more than 10% of the presently issued and outstanding shares. The NYSE MKT also requires shareholder approval of private placements that may result in the issuance of common shares (or securities convertible into common shares) equal to 20% or more of presently outstanding shares for less than the greater of book or market value of the shares. There is no such requirement under Ontario law. The TSX rules require shareholder approval for private placements that materially affect control, or where more than 25% of presently issued and outstanding shares will be issued at a discount to market. The Company will seek a waiver from the NYSE MKT shareholder approval requirement should a dilutive securities issuance trigger such NYSE MKT shareholder approval requirement in circumstances where such securities issuance does not trigger a shareholder approval requirement under the rules of the TSX.

The foregoing are consistent with the laws, customs and practices in Canada.

In addition, the Company may from time-to-time seek relief from the NYSE MKT corporate governance requirements on specific transactions under Section 110 of the NYSE MKT Company Guide by providing written certification from independent local counsel that the non-complying practice is not prohibited by its home country law, in which case, the Company shall make the disclosure of such transactions available on its website at www.denisonmines.com. Information contained on, or accessible through, our website is not part of this Annual Report.

The Registrant has elected not to adopt Section 805(c) of the NYSE MKT Company Guide applicable to charters and independence of Compensation Committees of U.S. domestic issuers. As a foreign private issuer, the Registrant is not required to comply with these rules.

MINE SAFETY DISCLOSURE

Not applicable.

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

A. Undertaking

The Company undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an Annual Report on Form 40-F arises; or transactions in said securities.

B. Consent to Service of Process

The Company has previously filed with the SEC a Form F-X in connection with its common stock. Any change to the name or address of the Company's agent for service shall be communicated promptly to the SEC by amendment to the Form F-X referencing the file number of the Company.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Company certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report to be signed on its behalf by the undersigned, thereto duly authorized.

Registrant: **DENISON MINES CORP.**

By: */s/ Ron F. Hochstein*
Title: Chief Executive Officer
Date: March 12, 2015

EXHIBIT INDEX

99.1	Annual Information Form for the Year Ended December 31, 2014
99.2	Management's Discussion and Analysis of Results of Operations and Financial Condition for the Year ended December 31, 2014 (Exhibit 99.3 of the Registrant's Form 6-K furnished to the Commission on March 6, 2015)
99.3	Consolidated Audited Financial Statements for the Years Ended December 31, 2014 and 2013 (Exhibit 99.2 of the Registrant's Form 6-K furnished to the Commission on March 6, 2015) together with the Independent Auditors' Report thereon
99.4	Consent of PricewaterhouseCoopers LLP
99.5	Officers' Certifications Required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934
99.6	Officers' Certifications Required by Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code
99.7	Consent of Roscoe Postle Associates Inc.
99.8	Consent of Leo R. Hwozdyk, P.Eng.
99.9	Consent of Thomas C. Pool, P.E.
99.10	Consent of Richard E. Routledge, M.Sc., P.Geo.
99.11	Consent of James W. Hendry, P.Eng.
99.12	Consent of Luke Evans, M.Sc., P.Eng.
99.13	Consent of Hrayr Agnerian, M.Sc. (Applied), P. Geo.
99.14	Consent of William E. Roscoe, Ph.D., P.Eng.
99.15	Consent of Geostat Systems International Inc.
99.16	Consent of Michel Dagbert, P.Eng.
99.17	Consent of GeoVector Management Inc.
99.18	Consent of Allan Armitage, Ph.D., P.Geol.
99.19	Consent of Alan Sexton, M.Sc., P.Geol.
99.20	Consent of CSA Global (UK) Ltd.
99.21	Consent of Malcolm Titley, B.Sc. (Geology and Chemistry), MAusIMM, MAIG

Exhibit 99.1



Denison Mines Corp.

2014 Annual Information Form

March 5, 2015

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ABOUT THIS ANNUAL INFORMATION FORM

This annual information form ("**AIF**") is dated March 5, 2015. Unless stated otherwise, all of the information in this AIF is stated as at December 31, 2014.

This AIF has been prepared in accordance with Canadian securities laws and contains information regarding Denison's history, business, mineral reserves and resources, the regulatory environment in which Denison does business, the risks that Denison faces and other important information for Shareholders.

This AIF incorporates by reference:

- Denison's management discussion and analysis ("MD&A") for the year ended December 31, 2014, which is available under the Company's profile on SEDAR (www.sedar.com) and on EDGAR (www.sec.gov/edgar.shtml) as an exhibit to the Company's Form 40-F.
- Denison's audited consolidated financial statements for the year ended December 31, 2014, which are available on SEDAR and EDGAR as an exhibit to the Company's Form 40-F.

Financial Information

Unless otherwise specified, all dollar amounts referred to in this AIF are stated in United Stated dollars. References to "CAD$" mean Canadian dollars.

Financial information is presented in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Caution about Forward-Looking Information

This AIF and the documents incorporated by reference include forward-looking information within the meaning of the United States *Private Securities Litigation Reform Act of 1995* and similar Canadian legislation, concerning the business, operations and financial performance and condition of Denison.

The use of words and phrases like "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe", "plan" and similar expressions are intended to identify forward-looking information.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Denison believes that the expectations reflected in this forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct. Forward-looking information should not be unduly relied upon. This information speaks only as of the date of this AIF, and Denison will not necessarily update this information, unless required to do so by securities laws.

Examples of Forward-Looking Information

This AIF contains forward-looking information in a number of places, such as in statements pertaining to:

- Denison's estimates of its mineral reserves and mineral resources
- Denison's expectations regarding the toll milling of Cigar Lake ores
- Denison's capital expenditure program, exploration and development expenditures and reclamation costs
- Denison's expectations of market prices and costs
- the supply and demand for uranium (" **U_3O_8**")
- possible impacts of litigation and regulatory actions on Denison
- Denison's exploration and development plans and objectives
- future royalty and tax payments and rates
- Denison's expectations regarding raising capital
- Denison's expectations regarding additions to its mineral reserves and resources through acquisitions and exploration
- the receipt of regulatory approvals, permits and licences under governmental regulatory regimes

Material Risks

Denison's actual results could differ materially from those anticipated. Management has identified the following risk factors which could have a material impact on the Company or the trading price of its Shares:

- the speculative nature of exploration and development projects
- failure to realize benefits from transactions
- Denison's inability to expand and replace its mineral reserves and resources
- the imprecision of mineral reserve and resource estimates
- the impact of uranium price volatility on the valuation of Denison's mineral reserves and resources and the market price of its shares
- public acceptance of nuclear energy and competition from other energy sources
- volatility in the market price of the Company's shares
- the risk of dilution from future equity financings
- reliance on other operators
- uncertainty surrounding Denison's operations in foreign jurisdictions
- property title risk
- competition for properties
- global financial conditions
- the ability of Denison to meet its obligations to its creditors and the uncertainty of funding

- uncertainty as to reclamation and decommissioning liabilities
- technical innovation rendering Denison's products and services obsolete
- liabilities inherent in mining operations and the adequacy of insurance coverage
- delays in obtaining permits and licences for development properties
- difficulty complying with changing government regulations and policy, including without limitation, compliance with environment, health and safety regulations
- potential claims of Canada's First Nations people
- dependence on key personnel
- potential conflicts of interest for the Company's directors who are engaged in similar businesses
- limitations of disclosure and internal controls
- the potential influence of Denison's largest Shareholder, Korea Electric Power Corporation (" **KEPCO**").

The risk factors listed above are discussed in more detail later in this AIF.

A Note for US Investors Regarding Estimates of Measured, Indicated and Inferred Mineral Resources

This AIF uses the terms "measured", "indicated" and "inferred" mineral resources. United States investors are advised that while such terms are recognized and required by Canadian regulations, the United States Securities and Exchange Commission does not recognize them. "Inferred mineral resources" have a great amount of uncertainty as to their existence, and as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or other economic studies.**United States investors are cautioned not to assume that all or any part of measured or indicated mineral resources will ever be converted into mineral reserves. United States investors are also cautioned not to assume that all or any part of an inferred mineral resource exists, or is economically or legally mineable.**

About Denison

Denison is engaged in uranium exploration and development. The registered and head office of Denison is located at Suite 402, 595 Bay Street, Toronto, Ontario, M5G 2C2, Canada. Denison's website address is www.denisonmines.com.

In this AIF, *Denison* or *the Company* means Denison Mines Corp., *Shareholders* means holders of Denison's common shares and S*hares* means Denison's common shares.

At the end of 2014, Denison had a total of 88 active employees which were divided among the Company's business as follows:

- 60 (9 hourly) in Canada
- 5 in Mongolia
- 13 in Mali
- 10 (5 hourly) in Zambia.

None of the Company's employees are unionized.

Denison is a reporting issuer in all of the Canadian provinces. The Shares are listed on the Toronto Stock Exchange (" **TSX**") under the symbol "DML" and on the NYSE MKT under the symbol "DNN." Computershare Investor Services Inc. acts as the registrar and transfer agent for the Shares. The address for Computershare Investor Services Inc. is 100 University Avenue, 9th Floor, Toronto, ON, M5J 2Y1, Canada, and the telephone number is 1-800-564-6253.

The Shares are registered under the United States *Securities Exchange Act of 1934*, as amended, and Denison files periodic reports with the United States Securities and Exchange Commission.

The Formation of Denison

Denison was formed by articles of amalgamation as International Uranium Corporation (" **IUC**"), effective May 9, 1997 pursuant to the *Business Corporations Act* (Ontario) (the "**OBCA**"). On December 1, 2006, IUC combined its business and operations with Denison Mines Inc. (" **DMI**"), by way of arrangement under the OBCA (the "**IUC Arrangement**"). Pursuant to the IUC Arrangement, all of the issued and outstanding shares of DMI were acquired in exchange for IUC's shares. Effective December 1, 2006, IUC's articles were amended to change its name to "Denison Mines Corp."

Prior to July 2012, Denison was engaged in the exploration, development, mining, and milling of uranium and vanadium, with projects in the United States, Canada, Zambia and Mongolia. At the time, Denison's principal assets included 100% ownership of the White Mesa Mill in Utah and 22.5% ownership of the McClean Lake uranium mill in Saskatchewan.

On June 29, 2012, Denison sold its shares in certain subsidiaries, which owned all of the Company's mining assets and operations located in the United States ("**U.S. Mining Division**"). The sale was carried out by way of a plan of arrangement between Denison and Energy Fuels Inc. ("**EFR**"). After completing the various steps in the plan of arrangement, Denison shareholders retained their interest in Denison and received 1.106 common shares of EFR for each Share held in Denison.

By completing the transaction with EFR, Denison transformed its business to focus on its uranium exploration and development projects in Saskatchewan, Zambia and Mongolia. In 2013, through its acquisitions of JNR Resources Inc. ("**JNR**"), Fission Energy Corp. ("**Fission**") and Rockgate Capital Corp. ("**Rockgate**") and in 2014 through its acquisition of International Enexco Limited (" **IEC**"), Denison has increased its project portfolio in Canada, primarily in the Athabasca Basin, and expanded its position in Africa by acquiring interests in uranium exploration properties in Namibia and Mali.

Denison also continues to be engaged in mine decommissioning and environmental services through its Denison Environmental Services ("**DES**") division.

Denison also participates in a toll-milling arrangement through the McClean Lake joint venture (" **MLJV**") whereby ore is processed for the Cigar Lake Joint Venture ("**CLJV**") at the McClean Lake mill.

Denison's wholly owned subsidiary, DMI, is also the manager of Uranium Participation Corporation (" **UPC**"), a publicly traded company listed on the TSX under the symbol "U", which invests in uranium oxide in concentrates and uranium hexafluoride.

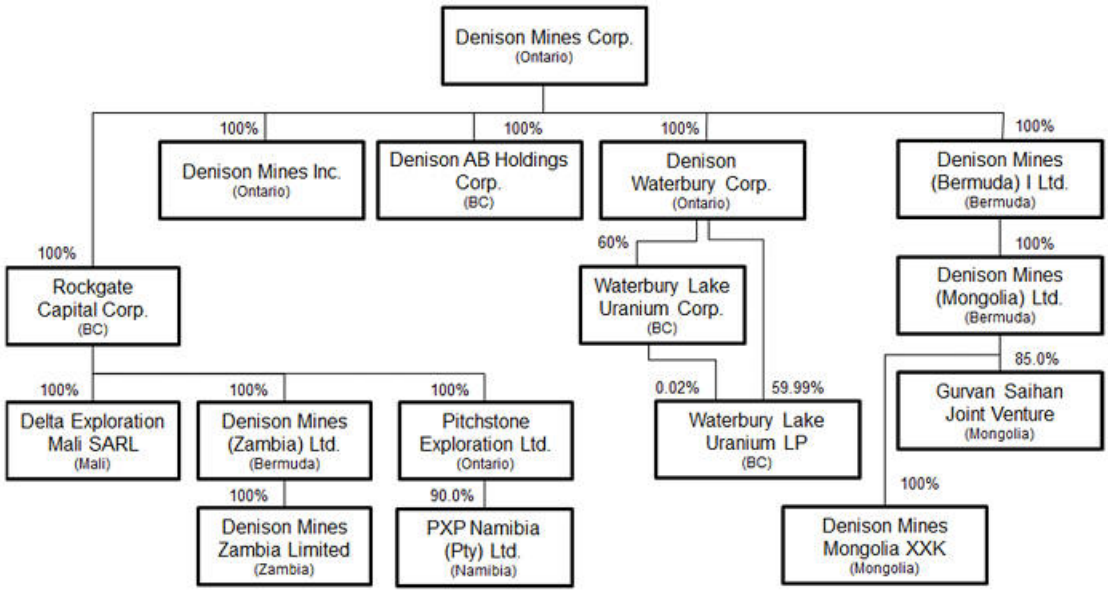
Denison's Key Assets Today:

- A 22.50% interest in the McClean Lake uranium processing facility and uranium deposits in northern Saskatchewan.
- A 25.17% interest in the Midwest uranium project, including the Midwest and the Midwest A deposits in northern Saskatchewan.
- A 60% interest in the Wheeler River project which includes the Phoenix deposit and the newly discovered Gryphon zone.
- An extensive portfolio of exploration and development property interests in the Athabasca Basin including: Moore Lake (100%), Waterbury Lake (60%), Hatchet Lake (58.06%), Crawford/Bachman Lake (100%), Bell Lake (100%) and Mann Lake (30%).

Beyond Canada, Denison owns the Mutanga uranium project in southern Zambia, the Falea uranium, silver and copper project in Mali, and interests in mineral exploration properties in Namibia and Mongolia.

Denison's Structure

Denison conducts its business through a number of subsidiaries. The following is a diagram depicting the corporate structure of Denison and its active subsidiaries as at December 31, 2014, including the name, jurisdiction of incorporation and proportion of ownership interest in each.



Denison also owns a number of inactive subsidiaries which have no liabilities or assets and do not engage in any business activities.

Some of the Company's Canadian uranium exploration properties are held directly by the Company or indirectly through DMI, which is a wholly-owned subsidiary of the Company. DMI holds a 22.5% interest in the McClean Lake project and a 25.17% interest in the Midwest project, both of which are operated by Denison's joint venture partner, AREVA Resources Canada Inc. ("**ARC**"), a subsidiary of the AREVA Group. DMI also holds a 60% interest in, and is the operator of the Wheeler River project, host of the Phoenix deposit and the Gryphon zone, as well as interests in other exploration properties in the Athabasca Basin. Denison's 60% interest in the Waterbury Lake project is held indirectly through its wholly owned subsidiary, Denison Waterbury Corp.

In 2014, Denison carried out an internal reorganization of its interests to consolidate its African holdings under its single wholly-owned Canadian subsidiary, Rockgate. Denison's Mutanga project in Zambia is held through Denison Mines Zambia Ltd, which is wholly owned by Denison Mines (Bermuda) I Ltd., a wholly-owned subsidiary of Rockgate. Denison's interest in the Falea project in Mali and the Dome project in Namibia are also held indirectly through Rockgate and its subsidiaries.

The Company's interest in the Gurvan Saihan Joint Venture (" **GSJV**") in Mongolia is held through Denison Mines (Mongolia) Ltd, which is wholly owned by Denison Mines (Bermuda) I Ltd., a wholly-owned subsidiary of the Company.

Developments over the Last Three Years

2012...

An application for judicial review of the decision to renew the McClean Lake Canadian Nuclear Safety Commission (" **CNSC**") licence initially made in 2009 by the Athabasca Regional Government ("**ARG**") was finally resolved. The ARG challenged the legality of the renewed licence primarily on the basis of issues related to the Federal and Provincial government's duty to consult with aboriginal people. The Canadian Federal Court dismissed the application in 2010; however ARG filed a notice of appeal. In 2011, the Federal Court of Appeal unanimously dismissed ARG's appeal. ARG did not appeal this decision, ending the matter in 2012.

In March, the Company acquired an additional 15% interest in the GSJV in Mongolia. The interest was previously held by a Russian party, Geologorazvedka, and was obtained for cash consideration and a release of the partner's share of the unfunded joint venture obligations. The Company now holds an 85% interest in the GSJV and has been in discussions with the Mongolian Government regarding its ownership interest in the GSJV.

In June, Denison and EFR completed a transaction whereby EFR acquired all of the shares of certain Denison subsidiaries which held its U.S. Mining Division in exchange for the issuance of 425,440,872 common shares of EFR to Shareholders (the "**EFR Arrangement**"). For each Share held, Shareholders received 1.106 shares of EFR while still retaining their interest in Denison.

In conjunction with the EFR Arrangement, Denison amended and extended its existing credit agreement with the Bank of Nova Scotia (the "**Credit Facility**") to provide Denison with a revolving term loan for up to $15,000,000 until June 2013. To secure the facility, Denison provided a guarantee and pledge of all of the shares of DMI.

In August, the Canadian Federal Minister of the Environment approved the Midwest Project Environmental Assessment, paving way for mining of Midwest ores by conventional open pit mining methods.

The CNSC authorized the amendment of the operating licence for the McClean Lake mill, in which Denison holds a 22.50% interest, permitting an increase in the annual production from 8.0 million pounds U_3O_8 to 13.0 million pounds U_3O_8, and receipt and processing of ore slurry from the McArthur River Mine.

In October, Denison closed a private placement (the " **2012 Offering**") of 4,145,000 Shares, at a price of CAD$1.69 each, issued on a "flow-through" basis under the *Income Tax Act* (Canada). The 2012 Offering raised aggregate gross proceeds for the Company of CAD$7,005,050.

By the end of 2012, Denison completed another significant exploration program in the Athabasca Basin, including over 28,000 metres of drilling at Wheeler River. Reporting strong intersections at the Phoenix uranium deposit, Denison commenced preparation of updated mineral resource estimates for the property. The Company also reported a total of 18,160 metres of drilling on the Mutanga Project in Zambia during the year. Drilling in 2012 in Mongolia totaled 29,600 metres, divided equally between the Urt Tsav and Ulzit licence areas.

2013…

In January, updated estimates of mineral resources for the Phoenix deposit as at December 31, 2012 were received from Roscoe Postle Associates Inc. ("**RPA Inc**."), which was retained to independently review and audit the mineral resources in accordance with the requirements of NI 43-101. For the Phoenix deposit, indicated mineral resources were estimated at 52.3 million pounds U_3O_8 (the Company's share, 31.4 million pounds U_3O_8) from 152,400 tonnes at an average grade of 15.6% U_3O_8 and inferred mineral resources were estimated at 7.6 million pounds U_3O_8 (the Company's share, 4.6 million pounds U_3O_8) from 11,600 tonnes at an average grade of 29.8% U_3O_8 based on a cut-off of 0.8% U_3O_8.

On January 31, Denison completed the acquisition of JNR by acquiring all of the common shares of JNR in exchange for 0.073 of a Share of Denison per common share of JNR (the "**JNR Acquisition**"). As a result, an aggregate of 7,975,479 Shares were issued in exchange for all JNR common shares held by JNR shareholders. With the closing of the JNR Acquisition, Denison was able to consolidate its partial ownership of several properties with JNR's interests to become the 100% owner of five mineral exploration properties in the Athabasca Basin (including the high priority properties of Moore Lake and Bell Lake), and also acquired interests in six other properties located in the Athabasca Basin, one property located in Saskatchewan outside of the Athabasca Basin, and two properties in Newfoundland.

In April, Denison completed the acquisition of Fission by way of plan of arrangement (the " **Fission Arrangement**"), which included Fission's 60% interest in the Waterbury Lake uranium project, its interests in all other properties in the eastern part of the Athabasca Basin, Quebec and Nunavut, as well as its interests in two joint ventures in Namibia. Pursuant to the Fission Arrangement, for each common share of Fission held, Fission shareholders received 0.355 of a Share, a nominal cash payment of CAD$0.0001 and one common share of a newly incorporated exploration company, Fission Uranium Corp ("**FCU**"). As a result, an aggregate of 53,053,284 Shares were issued in exchange for all Fission common shares held by Fission shareholders. Unexercised Fission options were exchanged for options to acquire Shares of Denison (the "**Fission Replacement Options**"). With completion of the Fission Arrangement, the holders of Fission warrants were entitled to receive, upon the exercise of their warrants (the "**Fission Warrants**"), the number of Shares of Denison and FCU which the warrant holders would have been entitled to receive as a result of the Arrangement, if immediately prior to the effective date, the warrant holders had exercised their warrants.

In May, Denison completed a private placement offering (the " **2013 Offering**") of 11,500,000 Shares, at a price of CAD$1.30 each, issued on a "flow-through" basis under the *Income Tax Act* (Canada). The 2013 Offering raised aggregate gross proceeds for the Company of CAD$14,950,000.

In June, the Company extended the maturity date of its $15,000,000 Credit Facility to January 2014.

In September, estimates of mineral resources for the J Zone deposit at the Waterbury Lake project were received from GeoVector Management Inc. ("**GeoVector**") which was retained to independently estimate the mineral resources in accordance with the requirements of NI 43-101. The mineral resource at the J Zone is estimated to be 291,000 tonnes grading 2.00% U_3O_8 containing 12,810,000 pounds of U_3O_8 (the Company's share, 7,686,000 pounds). All of the mineral resource is classified as indicated and is reported above a cutoff grade of 0.1% U_3O_8. In September, Denison also filed a new technical report for the Mutanga project in Zambia following a request by the Ontario Securities Commission. See "Mineral Properties – Mutanga".

Also in September, the Company commenced a takeover bid to acquire all of the outstanding shares of Rockgate in exchange for Shares of Denison (the "**Rockgate Offer**"). Pursuant to the Rockgate Offer, Rockgate shareholders received 0.192 of a Share for each Rockgate share tendered. The Rockgate Offer expired on December 6, 2013, with Denison having acquired approximately 89.7% of the outstanding Rockgate shares. Immediately after the expiry of the offer, Denison announced that it would acquire the remaining Rockgate shares by plan of arrangement (the "**Rockgate Arrangement**") at the start of 2014. By December 31, 2013, an aggregate of 20,131,665 Shares were issued in exchange for Rockgate shares tendered under the Rockgate Offer.

In December, Denison signed an option agreement for the Jasper Lake property with Strateco Resources Inc. (" **Strateco**"). Under the option, Denison granted Strateco the option to earn up to a 60% interest in the Jasper Lake property, which is the amalgamation of four Denison properties formerly known as Jasper Lake, Minor Bay, Ahenakew Lake and North Wedge, in the eastern Athabasca Basin of Saskatchewan. This option was subsequently assigned to SeqUr Exploration Inc. ("**SeqUr**") in 2014.

By the end of 2013, Denison proved to be one of the most active exploration companies in the Athabasca Basin. The Company completed 54,840 metres of diamond drilling, plus large programs of geophysical surveying and line cutting on 14 properties in the Athabasca Basin. Denison reported several high grade intersections at the Phoenix deposit on the Wheeler River property including drill hole WR-525 which intersected 43.8% U_3O_8 over 12.0 metres for a grade times thickness product (" **GT**") of 525.6 %m, the highest GT of any hole drilled to date on the Wheeler River property. Additionally, low grade mineralization was intersected in a new area of interest on the Wheeler River property, the 489 Zone.

2014…

In January, Denison acquired the remaining 10.3% of the outstanding shares of Rockgate by way of the Rockgate Arrangement, making Rockgate a wholly owned subsidiary of the Company. Through the acquisition of Rockgate, Denison added $15.3 million in cash and investments, and bolstered the Company's African portfolio of assets by adding the 100% owned Falea project located in Mali to the Company's portfolio of assets, in addition to Rockgate's 100% interests in other properties in Mali and Niger. Pursuant to the Rockgate Offer and the Rockgate Arrangement, an aggregate total of 22,444,287 Shares were issued to Rockgate shareholders.

Also in January, Mr. Eun Ho Cheong, KEPCO's representative on Denison's Board, resigned and was replaced by Mr. Tae Hwan Kim.

At the end of January, the Company amended and extended the terms of its Credit Facility to January 31, 2015.

When the Company acquired the Dome project in Namibia through the Fission Arrangement, it became a party to an earn-in agreement with Rio Tinto Mining and Exploration Limited ("Rio") pursuant to which Rio could have earned a majority interest in the project over time. In March 2014, Rio terminated its option to earn an interest in the project after having spent approximately $1.5 million in exploration expenditures by the end of 2013. Denison assumed operatorship at that time. Expenditures incurred by Rio also had the effect of diluting another party with an interest in the Dome project to 10%. Denison now has a 90% interest in the project.

Also in March, Denison announced the discovery of a new zone of mineralization at Wheeler River, named the Gryphon zone. The discovery resulted from an intersection of high grade, basement hosted uranium mineralization returning 15.3% U_3O_8 over 4.0 metres in an area three kilometres northwest of the Phoenix deposit. Shortly after its initial discovery, Denison announced a second intersection of high grade, basement hosted uranium mineralization returning 21.2% U_3O_8 over 4.5 metres. The Gryphon zone would become the focus of further drilling for the balance of the year.

In June, Denison completed the acquisition of IEC, which included IEC's uranium exploration assets in the eastern part of the Athabasca Basin in Saskatchewan, consisting of a 30% interest in the Mann Lake property and a 20% interest in Denison's Bachman Lake property. The acquisition of IEC was completed by way of plan of arrangement (the "**IEC Arrangement**"). As a result of the IEC Arrangement, Denison acquired all of the issued and outstanding IEC shares that it did not already own, while certain non-Canadian assets were spun out to a former subsidiary of IEC ("**IEC Spinco**"). Under the IEC Arrangement, each IEC share was exchanged for 0.26 of a Denison Share, one common share of IEC Spinco, and one-half of a IEC Spinco warrant to acquire an additional IEC Spinco share at a price of $5.00 for six months. The expiry of outstanding IEC stock options was extended to 90 days from closing and outstanding warrants were automatically exchanged for warrants of Denison and IEC Spinco.

Also in June, an updated mineral resource estimate for the Phoenix deposit at the Wheeler River project was received from RPA Inc. which was retained to independently estimate the mineral resources in accordance with the requirements of NI 43-101. The total indicated mineral resource estimate increased from 52,300,000 pounds of U_3O_8 to 70,200,000 pounds of U_3O_8 (the Company's share, 42,100,000 pounds) based on 166,400 tonnes of mineralization at an average grade of 19.13% U_3O_8. The total inferred mineral resource is now estimated to be 1,100,000 pounds of U_3O_8 (the Company's share, 700,000 pounds) based on 8,600 tonnes of mineralization with an average grade of 5.80% U_3O_8. See "Mineral Properties – Phoenix".

In August, Denison completed a private placement offering (the "**2014 Offering**") of 9,257,500 Shares, at a price of CAD$1.62 each, issued on a "flow-through" basis under the *Income Tax Act* (Canada). The 2014 Offering raised aggregate gross proceeds for the Company of CAD$ 14,997,000, which will fund its Canadian exploration programs through to the end of 2015.

Construction and commissioning activities continued at the McClean Lake mill through the summer. In September, the McClean Lake mill was officially restarted and leaching of McClean Lake ore slurry commenced. Ore from the CLJV was introduced into the mill circuit towards the end of September, leading to the production of the first packaged uranium from CLJV ore in October. Production for 2014 amounted to approximately 344,000 pounds U_3O_8 for the CLJV and approximately 112,000 pounds U_3O_8 (Denison's share, 25,000 pounds U_3O_8) for the MLJV. The Company's share of toll milling revenues from processing Cigar Lake ore at the McClean Lake mill during the fourth quarter of 2014 totaled $111,000. See "Denison's Operations – McClean Lake – Cigar Lake Toll Milling."

In November, Peter Longo joined Denison as Vice President, Project Development with responsibility for advancing the Wheeler River project to the next phase of development and working closely with ARC on the McClean, Midwest and SABRE projects.

During 2014, Denison continued to be one of the most active exploration companies in the Athabasca Basin. The Company completed 52,300 metres of diamond drilling on properties that it operates and participated in an additional 15,500 metres on joint ventures operated by others. A large amount of geophysical surveying was also completed to ensure a continuous pipeline of drilling targets is maintained.

Events this Year

In January, David Cates, formerly Vice President Finance & Tax and Chief Financial Officer, was appointed President and Chief Financial Officer of the Company. The appointment increased the scope of the operational management responsibilities included in Mr. Cates' portfolio of responsibilities. Ron Hochstein continued as Chief Executive Officer.

Also in January, Mr. Tae Hwan Kim, KEPCO's representative on Denison's Board, resigned and was replaced by Mr. Joo Soo Park.

At the end of January, the Company extended its Credit Facility to January 2016, increased the maximum credit provided under the facility to CAD$24,000,000 and amended certain other provisions.

In February 2015, SeqUr notified the Company that it intends to terminate its option to earn an interest in the Jasper Lake property.

The Uranium Industry

As a result of the Fukushima Daichii nuclear incident that occurred in March 2011, nuclear reactor programs around the world were impacted in varying degrees including the shutdown of all 54 reactors in Japan, the planned phase out of nuclear power in Germany and the pause in nuclear plant construction in China to reassess plant and safety system designs. The nuclear industry is beginning to show signs of recovery however with the planned restart of a limited number of reactors in Japan expected in 2015, the resumption of the Chinese nuclear program, and the announcement of new build programs in the United Kingdom and Saudi Arabia. Nuclear power is one of the few options available to reduce carbon-dioxide emissions while providing or displacing other forms of base load power generation.

Uranium prices over the past year fell to levels not seen since 2005. Uranium producers responded to some degree to the downturn in uranium price with the shutdown, or scaling back, of production at numerous operations; but production was still greater than demand, as suppliers continued to produce and sell into higher-priced long term contracts.

Although uranium production is currently greater than demand, the long term growth projections for the nuclear industry combined with the depletion of uranium resources in operation today, means that new production sources must be brought on stream, and higher uranium prices are necessary to justify the construction of these facilities.

Uranium Demand

The World Nuclear Association reports that there are 437 nuclear reactors operable in 30 countries as of January 1, 2015. These reactors can generate 377.7 gigawatts of electricity and supply approximately 11% of the world's electrical requirements. At the present time, 70 nuclear reactors are under construction in 14 countries with the principal drivers of this expansion being China (27 reactors under construction), Russia (9), India (6), South Korea (5) and the United States (5), which together have a total of 52 reactors under construction. Based on the most recent statistics from the World Nuclear Association, there are a total of 253 reactors that are either under construction, or planned around the world.

According to the International Energy Agency's "World Energy Outlook 2014" global nuclear power capacity is projected to increase by over 60%, from 377.7 gigawatts to over 620 gigawatts in 2040. Of the growth in nuclear generation, China accounts for 45% while India, Korea and Russia collectively make up a further 30%. Ux Consulting Company, LLC ("**UxCo**"), in its "Uranium Market Outlook – Q4 2014" (the "**Q4 Outlook**"), estimated that, by 2030 uranium demand will grow to 266.0 million pounds U_3O_8 from 167.5 million pounds of U_3O_8 in 2014.

Primary Uranium Supply

Due to the falling uranium price in 2014, uranium production declined year over year from 154.3 million pounds U_3O_8 in 2013 to 146.0 million pounds in 2014, which is a reversal of the increasing production trend seen over the past several years. For the period of 2004 to 2014, annual uranium production has increased from about 100.0 million pounds U_3O_8 to 146.0 million lbs in 2014. The primary source of the increase has been Kazakhstan, where production has increased from 9.7 million pounds in 2004 to 59.3 million pounds in 2014.

UxCo has estimated in its Q4 Outlook that existing mine production plus new planned and potential mine production will increase primary uranium supply from 146.0 million pounds U_3O_8 in 2014 to 187.9 million pounds U_3O_8 in 2025. Kazahstan is expected to continue to be one of the principal drivers for the increase in primary mine production and is projected to increase production by about 8% between 2014 and 2025. Two major production centres are projected to be Cigar Lake in Canada, which began production in 2014, and Husab in Namibia, which is being built by a Chinese utility as a source of captive supply and is projected to start production in 2016. For other projects to move forward to meet the production forecasts, uranium prices will need to increase appreciably to support their higher cost production profiles and the significant capital expenditures that will be required.

Secondary Uranium Supply

Primary mine production supplies approximately 85% of current demand. The balance of demand is supplied from secondary sources such as commercial inventories, reprocessing of spent fuel, sales by uranium enrichers and inventories held by governments, in particular the U.S. Department of Energy.

Excess commercial inventories, which were once one of the major sources of secondary supplies during the period from the early 1970s to the early 2000s, have largely been consumed; however, as a result of the shutdown of the German nuclear program and the continued shut down of the Japanese nuclear fleet, commercial inventories could become more of a factor. A larger source of secondary supplies continues to be government inventories, particularly in the U.S. and Russia. The disposition of these inventories may have a market impact over the next 10 to 20 years, although, the rate and timing of this material entering the market is uncertain.

Reprocessing of spent fuel is another source of secondary supply but is expected to satisfy only 3% to 4% of demand. Expansion of this secondary source would require major investments in facilities which could only be supported by a significant increase in long-term uranium prices.

UxCo expects that secondary sources of supply will fall from 2014 levels of 44.7 million pounds per year to 27.9 million pounds U_3O_8 per year by 2025.

Uranium Prices

Nuclear utilities purchase uranium primarily through long-term contracts. These contracts usually provide for deliveries to begin two to four years after they are signed and provide for delivery from four to ten years thereafter. In awarding medium- and long-term contracts electric utilities consider, the producer's uranium reserves, record of performance and production cost profile, in addition to the commercial terms offered. Prices are established by a number of methods, including base prices adjusted by inflation indices, reference prices (generally spot price indicators, but also long-term reference prices) and annual price negotiations. Contracts may also contain annual volume flexibility, floor prices, ceiling prices and other negotiated provisions. Under these contracts, the actual price mechanisms are usually confidential.

Long-term demand is affected in a large part by utilities' uncovered requirements. Uncovered demand is projected to increase significantly over the period of 2016 to 2018. UxCo estimates that uncovered demand in 2015 is only 6.7 million pounds U_3O_8, but is expected to increase to 17.6 million pounds U_3O_8 in 2016 and up to 49.4 million pounds in 2018, which should result in increased contract activity in 2015 and into 2016.

The long-term price is published on a monthly basis and began the year at $50.00 per pound U_3O_8. It declined to $44.00 per pound U_3O_8 at the end of July 2014 and then rose to $49.00 per pound U_3O_8 at the end of the year. Long term contracting volumes were up compared to 2013, but were still much lower than those seen over the past ten years.

Electric utilities procure their remaining uranium requirements through spot and near-term purchases from uranium producers, traders and other suppliers. Historically, spot prices are more volatile than long-term prices. The spot price began the year at $34.50 per pound U_3O_8. It rose to $35.50 per pound U_3O_8 during the beginning of the year and then declined to $28.25 per pound U_3O_8 by May 2014. The last time the uranium price was at these levels was April, 2005. The spot price started to climb again later in the summer months and ended 2014 at $35.50 per pound U_3O_8. The spot price continued to rise steadily during the first two months of 2015 and was last quoted at $39.25 per pound U_3O_8 on March 2, 2015.

Competition

The uranium industry is small compared to other commodity industries, in particular other energy commodity industries. Uranium demand is international in scope but supply is characterized by a relatively small number of companies operating in only a few countries. Production by four producers accounted for approximately 64% of the estimated world production in 2014. In total nine producers represent 87.6% of the world's production. The industry is also geographically concentrated with about 73% of the world's production coming from only four countries: Kazakhstan, Canada, Australia and Niger. Kazakhstan is the largest producer, with production of approximately 41% of the total primary production in 2014.

Marketing Uranium

Denison has historically sold its uranium under a combination of long-term contracts and spot market sales. The long-term contracts had a variety of pricing mechanisms, including fixed prices, base prices adjusted by inflation indices and/or spot price or long-term contract reference prices. Time of delivery during a year under long-term contracts is at the discretion of the customer, so the Company's delivery obligations would vary markedly from quarter to quarter. Spot sales are priced at or near published industry spot prices.

In June 2012, Denison sold its principle uranium production source, the U.S. Mining Division. For the first six months of 2012, approximately 77% of Denison's total sales volume was sold under long-term contracts, with the remainder sold in the spot market. The long-term contracts were also sold with the U.S. Mining Division and as a result, the Company currently has no long-term contracts in place.

Denison's Operations

McClean Lake

McClean Lake is comprised of several uranium deposits and a state of the art mill located on the eastern edge of the Athabasca Basin in northern Saskatchewan, approximately 750 kilometres north of Saskatoon. McClean Lake is owned by Denison (22.5%) and its joint venture partners, ARC (70.0%) and OURD Canada Co., Ltd. ("**OURD**") (7.5%) . ARC is the operator/manager of the facility. Denison, ARC and OURD also jointly own the nearby Midwest project, although ownership percentages are slightly different. See "Mineral Properties – Midwest." It is planned that the Midwest ore will be milled at the McClean Lake mill.

Development of the McClean Lake project began in March 1995. Construction and commissioning were completed in 1997. The JEB deposit was mined out and the ore stockpiled. The JEB pit was then converted in 1999 into the JEB Tailings Management Facility ("**TMF**"). The McClean Lake mill began production of uranium concentrates in 1999, processing ore from the JEB deposit. The first ore was fed to the mill on June 22, 1999 and commercial production was achieved on November 1, 1999. The mill operated until the end of June 2010 producing approximately 49.9 million pounds U_3O_8 when it was placed on stand-by due to a lack of ore.

In 2014 the McClean Lake mill re-commenced operations with the delivery of ore shipments from the Cigar Lake Mine, owned by the CLJV and operated by Cameco Corporation ("**Cameco**").

McClean Lake Mill

The McClean Lake mill is specially designed and constructed to process high grade uranium ores in a safe and environmentally responsible manner. The mill uses sulphuric acid and hydrogen peroxide leaching and a solvent extraction recovery process to extract and recover the uranium product from the ore. In addition to the mill facility, other infrastructure on the site includes a sulphuric acid plant, a ferric sulphate plant, an oxygen plant, an electricity transmission line tied into the provincial power grid, a 14 megawatt back-up diesel power plant, warehouses, shops, offices and living accommodations for site personnel. Mill facilities are currently being expanded from a capacity of 13.0 million pounds U_3O_8 per year to approximately 24.0 million pounds per year to enable processing of 100% of ore production from the Cigar Lake mine. Construction of the expansion is expected to be completed by the end of 2015 and is being fully funded by the CLJV.

In 2014 the McClean Lake mill re-commenced operations and processed over 456,800 pounds of U_3O_8 with a 97.5% recovery rate. Re-start of the mill proceeded smoothly with no significant production problems. Mill feed consisted of a blend of Cigar Lake ores and stockpiled Sue B and SABRE ores. As Cigar Lake production ramps up, it will displace McClean Lake ores allowing for more consistent mill feed and eliminating operational challenges associated with ore blending.

Mining

McClean Lake consists of nine known ore deposits, five of which have been mined out with some of the ore still stockpiled on the surface.

The first ore body, JEB, was mined from 1997 to 1999 and the ore was stockpiled. Mining of the Sue C ore body was completed in February 2002, and all of the ore was stockpiled on the surface. Mining was then suspended until the third quarter of 2005 when mining began on the Sue A, Sue E and Sue B deposits. Mining was completed at Sue A in the first quarter of 2006, at Sue E in the first quarter of 2008 and at Sue B at the end of 2008. Exploration activities for expansion of the known deposits and identification of new deposits are ongoing. See "Mineral Exploration – McClean Lake."

Low-grade special waste from the mining of the JEB, Sue C, Sue A, Sue E and Sue B deposits has been disposed of in the mined-out Sue C pit. In the future Cigar Lake special waste will also be disposed of in the Sue C pit. By agreement between the CLJV and the MLVJ, costs to upgrade the Sue Water Treatment Plant and costs to dewater the Sue C pit for Cigar Lake special waste will be shared 50/50 between the CLJV and the MLJV.

Operations

The table below shows the operating statistics for McClean Lake over the last five years.

	2014	2013	2012	2011	2010
Ore Milled (thousand tonnes)	8.4	-	-	-	97
Average Grade (% U_3O_8)	2.85	-	-	-	0.80
MLJV Production (thousand pounds U_3O_8)	112.4	-	-	-	1,731
Denison's share MLJV Production (thousand pounds U_3O_8)	25.3	-	-	-	389
Toll Mill Production (thousand pounds U_3O_8)	344.4	-	-	-	-

During the first six months of 2010, the mill processed stockpiled ore from the Sue E, Sue B, Sue A and McClean North deposits. The mill stopped processing new ore feed at the end of June of 2010 and the final circuit clean out was completed in October 2010. The mill was put on care and maintenance through the remainder of 2010 and remained on care and maintenance until resumption of operations in September 2014. The mill began processing a blend Sue B and ore from the SABRE program and then began to blend in Cigar Lake ores. The mill shut down in late December for a maintenance shutdown over the Christmas period.

Approximately 90,700 tonnes of Sue B and SABRE (see "Operations - Surface Access Borehole Resource Extraction Mining Program") ore at an average grade of 0.38% U_3O_8 remain on the stockpile.

For information pertaining to taxes and royalties, see "Government Regulation – Canadian Royalties" and "Government Regulation – Canadian Income and Other Taxes."

Tailings Disposal

The disposal of mill tailings in an environmentally acceptable manner has led to advances in the design and construction of new tailings management facilities. In the state-of-the-art TMF, tailings are deposited subaqueously in a paste form from a barge. This procedure minimizes tailings segregation, eliminates concerns of freezing and dust generation, and controls radiation and radon emissions from the pond. This facility has been designed to receive tailings from processing high-grade Midwest and Cigar Lake ores in addition to tailings from the McClean Lake deposits.

In 2013, the TMF Optimization project was completed, which provides additional tailings capacity by increasing the efficiency of the currently licensed tailings space. This project entailed sloping of the TMF walls and placement of a bentonite liner and provides several years of tailings capacity based on current projected throughputs. A second project called the TMF Expansion is currently underway and when completed will provide an additional 25 years of tailings capacity. This project entails expanding the TMF above the currently licensed elevation and will require the submittal of an amendment to the operating licence. The environmental, engineering and licensing work are underway.

Property

All of the surface facilities and the mine sites are located on lands owned by the Province of Saskatchewan. The right to use and occupy the lands was granted in a surface lease agreement with the Province of Saskatchewan. The original surface lease agreement of 1991 was replaced by a new agreement in 2002. This new surface lease is valid for a period of 33 years. Obligations under the surface lease agreement primarily relate to annual reporting regarding the status of the environment, land development and progress made on northern employment and business development. The McClean Lake surface lease covers an area of approximately 3,677 hectares.

Mill Licence

The McClean Lake site is operated under various permits, licences, leases and claims granted and renewed from time to time, all of which are currently in good standing. On July 25, 2005, the CNSC issued Mine Operating Licence, UMOL – MINEMILL – McCLEAN.02/2009 (the "**Mine Operating Licence**") for a four-year term which expired on May 30, 2009. In September, 2008 ARC submitted the renewal application for a ten year licence to operate the McClean Lake mill. On June 30, 2009, the CNSC renewed the Mine Operating Licence for a period of eight years. In addition to renewal of all previously licensed activities, the new licence authorizes mining of the McClean North deposits using hydraulic borehole mining methods (SABRE) and included the care and maintenance activities at the Midwest site. Consequently the CNSC revoked the previous Midwest Uranium Site Preparation Licence. See "Denison's Operations - Midwest Project Development" and "Operations - Surface Access Borehole Resource Extraction Mining Program".

Environmental

The McClean Lake mill re-commenced operation in 2014. During the year there were three reportable spills, all of which were minor in nature and were successfully remediated with no impact to the environment.

Cigar Lake Toll Milling

In 2002, Denison and its partners entered into an agreement with the CLJV to process Cigar Lake ore at the McClean Lake mill. Pursuant to that agreement, all Cigar Lake ore was to be leached at the McClean Lake mill with the pregnant aqueous solution being divided between the McClean Lake and Rabbit Lake facilities for processing into uranium concentrates. In order to process this Cigar Lake ore, an expansion of the McClean Lake mill was required. The expansion and modifications of the McClean Lake mill to raise its capacity to 13.0 million pounds U_3O_8 were completed in 2008 and all costs were paid for by the CLJV.

As a result of delays in the startup of Cigar Lake and the exhaustion of permitted ore deposits at McClean Lake, the McClean Lake mill was placed on stand-by at the end of June of 2010. Under the Cigar Lake toll milling agreement, the CLJV funded virtually all of the McClean Lake stand-by costs. The relative proportion of the stand-by costs paid by each party was calculated on the basis of the percentage of mineral reserves between the McClean Lake and Cigar Lake joint ventures.

In 2011, the CLJV and the MLJV agreed to amend the toll milling agreement. Under the new milling arrangement, the McClean Lake operation is expected to process and package 100% of the uranium produced from the Cigar Lake mine. To accommodate the annual production of 18.0 million pounds U_3O_8 from the CLJV, the mill is being expanded to an annual capacity of 24.0 million pounds from the current licensed capacity of 13.0 million pounds. All costs for the expansion of the McClean Lake mill and a portion of the TMF Optimization and TMF Expansion (See "Denison's Operations - McClean Lake - Tailings Disposal") are paid for by the CLJV.

Surface Access Borehole Resource Extraction (SABRE) Mining Program

The SABRE (previously known as the Mining Equipment Development) program is developing a viable alternate mining method combining surface drilling and borehole mining technology. The system is projected to have low capital costs and a number of benefits including safety, ease of licensing and a small environmental footprint.

Hydraulic borehole mining is a technique used to extract materials through a small access borehole, typically less than one-half of a metre in diameter, resulting in a very small disturbance to the surface. A mining tool containing a high-pressure water jet nozzle is lowered through the access borehole in the overburden and sandstone to the mineralized horizon. The high-pressure water jet is used to cut or erode the mineral-bearing ore and create a slurry, enlarging the hole to three to four metres in diameter. The slurry is sent to surface using a slurry pump or an air lift system. On the surface, through a series of vibrating screens and settling ponds, the water is separated from the cuttings and returned back to the hole. Each mined out cavity is backfilled after completion with a cemented mixture in the mineralized horizon, and with unmineralized drill cuttings in the remainder of the hole through the overlying sandstone and glacial overburden layers.

In 2012, a two hole test program was completed on the McClean North deposit. Between 2007 and 2012, approximately 2,400 tonnes of ore was recovered through various SABRE test mining programs, a portion of which was fed to the mill in 2014. As of the end of 2014, there is approximately 534 tonnes of SABRE ore yet to be processed at an average grade of 4.78% U_3O_8.

In 2013, further evaluation of the 2012 program results and the initial planning for the next phases of the SABRE program were carried out, including the preliminary evaluation of the application of SABRE for mining the Midwest and Caribou deposits. After the completion of several significant milestones in 2012 and 2013, a decision was made in late 2013 to suspend the SABRE program in 2014 in response to the low uranium price environment. In 2015 SABRE activities will focus on upgrading down-hole sonar capabilities with the objective of improving surveying of cavity dimensions and mining performance.

McClean Lake Underground Project
An internal study evaluating the feasibility of mining of the McClean North, Caribou and Sue D deposits via conventional underground methods was completed in 2012.

The McClean North Deposits, discovered in the 1980's, consist of a series of mineralized pods located approximately 165 metres below surface. These deposits were included in the 1991 McClean Lake feasibility study and are part of the approved 1991 McClean Lake Environmental Assessment. The Sue D deposit, discovered in the 1990's, is located approximately 90 metres below surface and the Caribou deposit, discovered in the 2000's, is located approximately 110 metres below surface. For further descriptions of the McClean North, Sue D and Caribou deposits see "Mineral Deposits – McClean Lake".

Access to the deposits will be via a ramp from the existing SUE B open pit. This access approach allows development to proceed through stable ground conditions which positively affects costs, schedule and environmental impacts. Underhand cut and fill mining method using pastefill as backfill is planned to be employed to maximize recovery of the high value ore under poor ground conditions. Water management is a critical aspect of the design which led to the incorporation of a freeze wall surrounding the McClean North and Caribou deposits. Production mining will be completed via mechanical excavation (i.e. roadheader) due to the ore grades and the corresponding risk of high radiation exposures in McClean North and Caribou deposits, whereas a traditional drill and blast method will be used for Sue D. An average production rate of 270 tonnes per day is expected.

Mining recovery of 95% and a mining dilution factor of 20% have been assumed. The summary of the projected mine production by deposit is shown in the following table.

Summary of Mine Production by Deposit

Deposit	Ore Production (Tonnes)	Grade (%U_3O_8)	Minable Metal[(1)] (M lbs. U_3O_8)
Sue D	97,519	0.99	2.14
McClean North	204,326	2.26	10.19
Caribou	34,696	2.05	1.57
Total	**336,541**	**1.87**	**13.90**

Notes:
(1) Minable metal is presented on a 100% basis.

Mine ventilation will be provided by four vent raises from surface excavated using blind boring or raiseboring methods. Mine dewatering systems will be designed for 170% of anticipated inflows. A second independent system of the same capacity is planned to be on stand-by and will have a design capacity of 270% of the potential estimated uncontrolled water inflows. All mine water will report to the Sue Water Treatment Plant. The nearby Sue C open pit provides emergency water storage.

Ore will be transported to the existing JEB Mill where no modifications are required to process the ore. Mill recoveries are predicted to be in the 97% range. Tailings and waste will be disposed of in the existing TMF. Construction of additional infrastructure is minimal due to the use of existing facilities.

The McClean North, Sue D and Caribou deposits are anticipated to produce approximately 13.5 million pounds U $_3O_8$ over a five year mine life following a three year development and construction period.

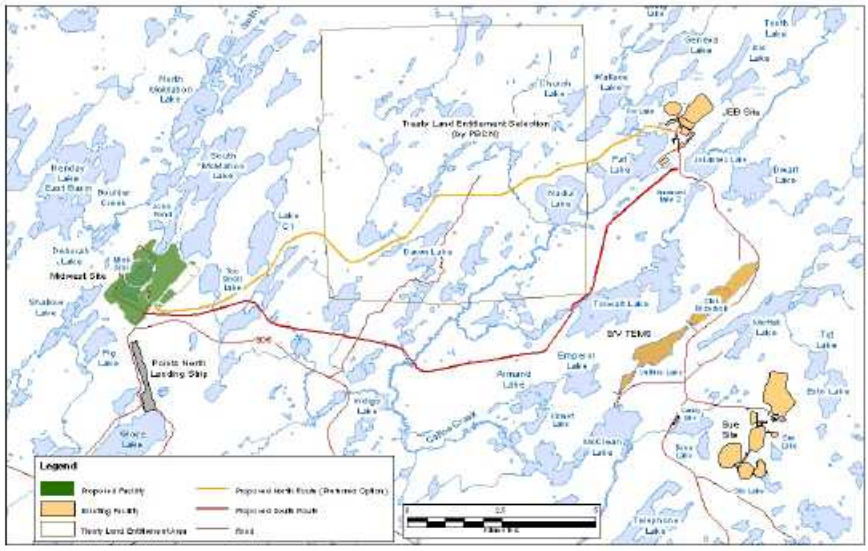
The 2012 internal study estimated the capital cost of the project at CAD$267.3 million and the mine, mill, site support, transport and other operating costs at CAD$24.01 per pound U_3O_8.

A production decision has been deferred due to the low uranium price environment.

Midwest

The Midwest project, owned 25.17% by Denison, 69.16% by ARC and 5.67% by OURD, is host to two significant uranium deposits: the Midwest deposit, discovered in 1978; and the Midwest A deposit, which was discovered in 2004/2005.

Midwest is located approximately 15 kilometres from the McClean Lake mill where the Midwest ore would be processed. See "McClean Lake."



Deposits

The Midwest deposit (see "Mineral Properties – Midwest") will be the first to be mined. Various studies since its discovery in 1978 have examined the feasibility of mining by open pit, underground and SABRE methods. Mining by open pit has been selected as the currently preferred method.

Following the significant increase in the price of uranium starting in 2003, exploration resumed in an area about 3 kilometres northeast of the Midwest deposit. This work led to the discovery of the Midwest A deposit as well as a number of other significant mineralized zones. See “Mineral Exploration – Midwest.”

Development

In December 2005, the project description for the development of the Midwest deposit was submitted to the CNSC, the Environmental Assessment Branch of Saskatchewan Environment and the Canadian Environmental Assessment Agency. This project description contemplated the Midwest deposit being mined by open pit and a further expansion of the McClean Lake mill.

The development of this deposit will involve draining the Mink Arm of the South McMahon Lake to construct an open pit mine. Other deposits and extensions located to the north, south and in the basement could be developed once the pit nears completion. Ore from this deposit would be trucked over a dedicated haul road to the McClean Lake mill.

In November 2007, the Midwest joint venture partners made a formal production decision to proceed with development of the Midwest deposit. The capital cost, including surface facilities, the water treatment plant, the haul road and the related mill expansion, was estimated at approximately CAD$435 million. Expenditures were estimated to be as follows: CAD$75 million for the water treatment plant, CAD$115 million for de-watering wells, CAD$100 million for infrastructure, CAD$35 million for mobile equipment and maintenance facilities, CAD$100 million for modification to the mill and CAD$10 million for miscellaneous capital expenses.

In November 2008, the Midwest joint venture partners announced that the development of the Midwest project would be delayed for an indefinite period. The delay was the result of the global economic climate, delays and uncertainties associated with the regulatory approval process, increasing capital and operating costs and the depressed state of the uranium market. Based on an update of the capital cost estimates completed in 2008, the capital cost increased approximately 50% from the previous estimate of CAD$435 million. Efforts to optimize the project will continue, and the status of the project is expected to be reviewed every six months.

In September 2011, the final version of the Midwest Project Environmental Impact Statement (“ **EIS**”) was submitted to provincial and federal governments. The Comprehensive Study Report was drafted by the CNSC and circulated for federal, provincial and aboriginal review. In September 2012, the Midwest EIS was approved.

The project has remained on care and maintenance throughout 2013 and 2014 and will remain on care and maintenance in 2015.

Mineral Properties

Steve Blower, P.Geo., the Company's Vice President Exploration, who is a "Qualified Person" in accordance with the requirements of NI 43-101, is responsible for the mineral resource estimates for the Company's properties in Canada, Zambia, Mali and Namibia and all disclosure of scientific or technical information concerning mineral projects in those countries in this AIF.

Terry Wetz, P.E., the Executive Director of the GSJV, who is a "Qualified Person" in accordance with the requirements of NI 43-101, is responsible for the mineral resource estimates for the Company's properties in Mongolia and all disclosure of scientific or technical information concerning mineral projects in that country in this AIF.

Summary of Mineral Reserves and Mineral Resources

The following tables show the Company's estimate of mineral reserves and mineral resources as of December 31, 2014. NI 43-101 requires mining companies to disclose mineral reserve and resource estimates using the subcategories of proven mineral reserves, probable mineral reserves, measured mineral resources, indicated mineral resources and inferred mineral resources. Denison reports mineral reserves and mineral resources separately.

Proven Mineral Reserve Estimates

	100% Basis			Company Share
Project/Deposit	**Tonnes (,000)**	**Grade % U_3O_8**	**Pounds of U_3O_8 (,000)**	**Pounds of U_3O_8 (,000)**
McClean - Ore Stockpile	90.7	0.38	761	171

Measured Mineral Resource Estimates[(1)(2)]

	100% Basis			Company Share
Project/Deposit	**Tonnes (,000)**	**Grade % U_3O_8**	**Pounds of U_3O_8 (,000)**	**Pounds of U_3O_8 (,000)**
Mutanga - Mutanga	1,880.0	0.048	2,000	2,000

Indicated Mineral Resource Estimates[1][2]

Project/Deposit	100% Basis Tonnes (,000)	Grade % U_3O_8	Pounds of U_3O_8 (,000)	Company Share Pounds of U_3O_8 (,000)
McClean - Caribou	39.5	3.13	2,700	600
McClean - Sue D	122.8	1.05	2,800	600
McClean - McClean North	206.9	2.75	12,500	2,800
Midwest - Midwest[3]	354.0	5.50	42,900	10,800
Midwest - Midwest A	464.0	0.57	5,800	1,500
Wheeler - Phoenix	166.4	19.13	70,200	42,100
Waterbury – J Zone	291.0	2.00	12,800	7,700
Mongolia - Hairhan	12,261.0	0.07	19,800	16,800
Mutanga - Mutanga	8,400.0	0.031	5,800	5,800
Total Indicated Mineral Resources				88,700

Inferred Mineral Resource Estimates[1][4]

Project/Deposit	100% Basis Tonnes (,000)	Grade % U_3O_8	Pounds of U_3O_8 (,000)	Company Share Pounds of U_3O_8 (,000)
McClean - Sue E [5]	483.4	0.69	7,300	1,600
McClean - Sue D	24.2	0.39	200	0
McClean - McClean North	3.3	0.79	100	0
Midwest - Midwest	25.0	0.80	400	100
Midwest - Midwest A	9.2	21.23	4,300	1,100
Wheeler - Phoenix	9.0	5.8	1,100	700
Mongolia - Hairhan	5,536.0	0.05	5,800	4,900
Mutanga - Mutanga	7,200.0	0.021	3,300	3,300
Mutanga - Dibwe	17,000.0	0.023	9,000	9,000
Mutanga – Dibwe East	39,800.0	0.032	28,200	28,200
Mutanga - Mutanga Ext	500.0	0.034	400	400
Mutanga - Mutanga East	200.0	0.032	100	100
Mutanga - Mutanga West	500.0	0.034	400	400
Total Inferred Mineral Resources				49,800

Notes:

(1) Mineral resources are not mineral reserves and do not have demonstrated economic viability. No mineral reserves have as yet been defined.

(2) The measured and indicated mineral resources were estimated at various cut-off grades. They are:

- McClean Lake: 0.10% U_3O_8
- Caribou: 0.35% U_3O_8
- Midwest: 0.30% U_3O_8
- Midwest A: 0.05% eU (0.059% eU_3O_8)
- Phoenix: 0.80% U_3O_8
- J Zone: 0.10% U_3O_8
- Mongolia: 0.02% U (0.024% U_3O_8), minimum thickness of 2.0m
- Mutanga: 0.01% U_3O_8

(3) The Company's share of the indicated mineral resources at Midwest also contains 4.35% nickel (8.55 million pounds) and 0.34% cobalt (0.68 million pounds).

(4) The inferred mineral resources were estimated at various cut-off grades. They are:

- McClean Lake: 0.10% U_3O_8
- Midwest: 0.30% U_3O_8
- Midwest A: 0.05% eU (0.059% eU_3O_8)
- Phoenix: 0.80% U_3O_8
- Mongolia: 0.02% U (0.024% U_3O_8), minimum thickness of 2.0m
- Mutanga: 0.01% U_3O_8
  Dibwe, Dibwe East: 0.01% U_3O_8
- Mutanga Extension
  East and West: 0.02% U_3O_8

(5) The operator conducted confirmatory drilling on a portion of these mineral resources outside the designed pit and late in 2006 submitted a preliminary analysis detailing an inferred mineral resource of 2 million pounds on a 100% basis in this area, as compared to the 7.3 million pounds that Scott Wilson Roscoe Postle Associates Inc. ("**Scott Wilson RPA**") has estimated. Scott Wilson RPA has not re-estimated the mineral resource using the new drill information.

The mineral reserve and mineral resource information shown above is as reported in the various technical reports prepared in accordance with NI 43-101 and discussed in greater detail in this section of the AIF, except summary information above on Denison's mineral reserve estimates was prepared from the year-end stockpile survey reported by ARC, the operator of the McClean Lake joint venture.

The tables below detail the changes to the Company's mineral reserve and mineral resource estimates from the financial year ended December 31, 2013 to December 31, 2014.

Change to Denison's Share of Proven Mineral Reserves
(in thousands of pounds U_3O_8)

Reserves	December 31, 2013	2014 Additions (Deletions)	December 31, 2014
McClean – Ore Stockpile	197	(26.0)	171

Change to Denison's Share of Mineral Resources[(1)(2)]
(in thousands of pounds U_3O_8)

Resources	December 31, 2013	2014 Additions (Deletions)[(3)]	December 31, 2014
Wheeler - Phoenix			
Indicated	31,000	11,100	42,100
Inferred	4,600	(3,900)	700

Notes:

(1) Mineral resources are not mineral reserves and do not have demonstrated economic viability. No mineral reserves have as yet been defined.

(2) Inferred mineral resources have a greater amount of uncertainty as to their existence and as to whether they can be mined economically. It cannot be assumed that all or part of the inferred mineral resources will ever be upgraded to a higher classification.

(3) Additions or deletions of mineral resources include reassessment of geological data and new or updated technical reports.

McClean Lake

Property Description and Location

The McClean Lake project is owned by Denison (22.5%) and its joint venture partners, ARC (70.0%) and OURD (7.5%) . ARC is the operator/manager of the project. Denison, ARC and OURD also jointly own the nearby Midwest project. Mineralization mined at Midwest is planned to be milled at McClean Lake.

The McClean Lake facility is located approximately 26 kilometres west of the Rabbit Lake mine and approximately 750 kilometres north of Saskatoon.

The mineral property consists of four mineral leases covering an area of 1,088 hectares and 13 mineral claims covering an area of 3,111 hectares. The right to mine the McClean Lake deposits was acquired under these mineral leases, as renewed from time to time. Mineral leases are for terms of 10 years with the right to renew for successive 10-year periods provided that the leaseholders are not in default pursuant to the terms of the lease. The terms of the four mineral leases must be renewed between November 2015 and August 2016. A mineral claim grants the holder the right to explore for minerals within the claim lands and the right to apply for a mineral lease. Title to the mineral claims is secure until at least 2023. It is expected that the leases will be renewed in the normal course, as required, to enable all the McClean Lake deposits to be fully exploited.

For additional information on mineral leases, mineral claims and surface leases. See “Government Regulation – Land Tenure.”

The uranium produced from the McClean Lake deposits is subject to a uranium mining royalty in Saskatchewan in accordance with Part III of The Crown Mineral Royalty Regulations. See "Government Regulation - Canadian Royalties.” In addition, a royalty of 2% of the spot market price on all U_3O_8 produced from the Sue E deposit is payable to the previous owner of a portion of the deposit.

Accessibility, Climate, Infrastructure and Physiography

Access to the McClean Lake site is by both road and air. Goods are transported to the site by truck over an all–weather road connecting with the provincial highway system. Air transportation is provided through the Points North airstrip about 25 kilometres from the project site.

The nearest permanent community is Wollaston Post, about 50 kilometres from the property. Workers commute to and from the site by aircraft landing at Points North then by bus to the site. While at the site, workers reside in permanent camp facilities. Personnel are recruited from the northern communities and major population centres, such as Saskatoon, and normally work one week on and one week off.

Site activities are carried out all year, despite the cold weather during the winter months. Mean daily temperatures range from –25°C in January to +15°C in July. The average length of the frost–free period is about 90 days.

Water for industrial activities is obtained from one of the many lakes that surround the area. Electric power is obtained from the provincial grid with stand–by power available as required.

All tailings from the McClean Lake processing facility are deposited in the TMF. In addition, the TMF has been designed to receive tailings from the processing of the high–grade Midwest and Cigar Lake ores.

The terrain at McClean Lake is typical of the Athabasca Basin area with glacial drift features following northeast–southwest trends to produce sand and gravel ridges. These ridges are surrounded by low–lying ground which is often water logged and dominated by muskeg. Small ponds and lakes cover over 25% of the area. Jack pine and spruce, rarely more than 10 metres high, are the predominant trees. Surface elevations range from 400 to 500 metres above sea level.

History

Canadian Occidental Petroleum Limited ("**Canadian Oxy**") began exploring for uranium in northern Saskatchewan in 1974 in the area between the Rabbit Lake deposit and the Midwest Lake area where uraniferous boulder trains had been found previously. In April 1977, Canadian Oxy entered into a joint venture agreement with Inco Limited. During a diamond drilling program in 1977, one of the 47 drilled holes encountered encouraging uranium mineralization. During the next two years, extensive exploration work, including airborne geophysics, electromagnetic surveys and diamond drilling were conducted.

Mineralization was discovered at McClean Lake (the McClean North deposit) in January 1979 and follow up drilling later that year confirmed the existence of significant unconformity type uranium mineralization. Subsequent exploration resulted in the discovery in 1980 of the McClean South zone and the JEB deposit in 1982. The Sue deposits were discovered between 1988 and 1991, and the Caribou deposit in 2002.

In 1993, the owners of the Midwest and McClean Lake projects agreed to combine the two projects and develop them as a complementary development. Ownership interests in the respective joint ventures were interchanged, resulting in the Company acquiring a 22.5% interest in McClean Lake.

Geological Setting

The McClean Lake uranium deposits lie near the eastern margin of the Athabasca Basin in the Churchill Structural Province of the Canadian Shield. The bedrock geology of the area consists of Precambrian gneisses unconformably overlain by flat lying, unmetamorphosed sandstones and conglomerates of the Athabasca Group. The Precambrian basement complex is composed of an overlying Aphebian aged supracrustal metasedimentary unit infolded into the older Archean gneisses. The younger Helikian aged, Athabasca sandstone was deposited onto this basement complex. The basement surface is marked by a paleoweathered zone with lateritic characteristics referred to as regolith.

Exploration

Uranium mineralization at McClean North was discovered in January 1979 following extensive airborne electromagnetic surveying and drilling in the McClean Lake area. Further drilling led to the discovery of the McClean South trend in 1980. In the late 1980s, further airborne and ground geophysics, percussion and reconnaissance diamond drilling and delineation diamond drilling were carried out on the McClean North deposits.

Following the discovery of the Sue A deposit in 1988, diamond drilling was continued along the Sue trend leading to the discovery of the Sue E deposit in late 1991; however, it did not undergo development drilling until 2001. Sue D was explored by diamond drilling from the surface from 1989 to 1992 with additional fill-in holes drilled between 1994 and 2001.

The Caribou deposit was discovered during a winter drilling program in 2002.

Mineralization

Excluding the JEB deposit, which was mined out several years ago and which is now used as the TMF, the McClean Lake mineral resources are located along two "trends" of mineralization, the Sue trend and the McClean trend. The Caribou pod is a singular deposit at this time.

The mineralized zones in the McClean trend occur as sausage–shaped pods straddling the unconformity between the Athabasca sandstones and the crystalline basement. The high grade part of the mineralized pods undulates from 13 metres above to 13 metres below the unconformity contact which is, on average, at a depth of 160 metres below the surface in this area. The host rocks for the mineralization are altered sandstones and Aphebian basement rocks usually altered to clay–rich rocks. There are 11 discrete pods, arranged along two separate but parallel trends (termed the North and South zones) separated by approximately 500 metres. Generally, mineralization in the basement is at the eastern extremity of the combined zone. Uranium mineralization is hosted in hematite altered clay–rich zones in which illite forms massive layers. Uranium occurs as fine–grained coffinite, as veinlets and nodules of pitchblende and as massive masses of pitchblende/uraninite. Highly variable but generally small amounts of nickel arsenides are associated with the uranium.

The deposits of the Sue trend line up along the western flank of the Collins Bay dome. These deposits trend north-south along or near a steeply east-dipping unit of graphitic gneiss within a 4.2 kilometre long basement conductor. Mining has been completed at Sue A, Sue B, Sue C and Sue E. The Sue D deposit lies north of Sue E and south of the Sue C pit along the Sue trend. Uranium mineralization is hosted by faulted/fractured brecciated and altered graphitic paragneiss.

Caribou is an unconformity related deposit similar to such deposits as Collins Bay and Midwest. The Caribou mineralization occurs at 110 metres below surface and consists primarily of uranium oxides (uraninite and pitchblende) with a suite of nickel-cobalt arsenides in a clay-altered matrix within the sandstones and fault breccias in the basement. The mineralization is concentrated along the sub-Athabasca unconformity.

Drilling

As of April 30, 1990, 416 diamond drill holes totaling 81,800 metres had been drilled into the McClean North and McClean South zones.

Sue D was explored by diamond drilling from surface from 1989 to 2001 with 70 holes totaling 13,395 metres drilled.

At Sue E, a total of 135 diamond drill holes have been cored for a total of 23,757 metres. Drill spacing was at 10 metre centres on 12.5 metre lines on all of the above properties. Open pit mining was completed in 2008; however there are mineral resources south of the existing pit wall that could be extracted by underground mining methods.

The Caribou deposit was explored in 2002 with the drilling of 44 diamond drill holes for a total of 7,022 metres. Holes were drilled on 12.5 -metre sections at a spacing of 5 metres.

Sampling and Analysis
The following description applies to all exploration on the McClean Lake property.

Following the completion of a drill hole, the hole is radiometrically logged using a downhole slim-line gamma probe. The gamma-log results provide an immediate equivalent uranium value (eU_3O_8%) for the hole, which, except in high grade zones, is reasonably accurate. The gamma-log results, however, have not been used for the purposes of estimating mineral reserves.

Sample intervals are generally 500 millimetres long, except where higher or lower grade mineralization boundaries fall within the interval. In that case, two 250 millimetre samples are collected. Flank samples of 1.0 metre are always collected where mineralization is located. A background geochemistry sample is collected every 10 metres down the hole.

All sampled core is split in half, one half retained and the other sent to an independent laboratory. Lost core is not an issue at the McClean project as core recovery has been good. Control samples are routinely assayed with each batch of core samples analyzed.

The mineralization in the various McClean deposits is highly variable in both mineralogy and uranium content. The principal minerals identified in the deposits are pitchblende, uraninite and niccolite. As a result of the highly variable uranium content, a variable density formula was developed for the McClean deposits. This formula was modified over the years to account for the fact that it originally tended to underestimate U_3O_8 content where the U_3O_8 values were associated with high values of nickel and arsenic.

Security of Samples
No opinion can be given regarding security of samples in the mid to late 1970s and the late 1980s other than to indicate that subsequent geological work and all metallurgical and geotechnical work have confirmed the results. All procedures reviewed follow generally accepted industry practice. A good demonstration of the reliability is that JEB and the Sue deposits (A, B, C, and E) have been mined out and more uranium has been recovered into stockpiles than had been estimated from surface drilling.

Mineral Reserve and Mineral Resource Estimates
Estimation procedures have evolved over the years. At the time of the feasibility study in 1990, polygonal methods were used for the JEB, the Sue A, the Sue B, the Sue C deposits and for the McClean zones. Prior to the start of mining at the JEB deposit, the mineral reserves were reevaluated using computerized methods whereby block models were constructed and geostatistical methods were implemented. Much more recently, these figures have been further fine tuned using Whittle pit optimization software. Appropriate tests and audits of the databases on all the McClean deposits have been carried out by qualified Denison personnel. In the case of JEB, Sue C and Sue B, the amount of U_3O_8 recovered into stockpiles was higher than that estimated from surface drilling.

The Company received a technical report from Scott Wilson RPA., now RPA Inc., dated November 21, 2005, as revised February 16, 2006, on its mineral reserves and mineral resources at certain of the deposits at McClean Lake in which it has an interest entitled “Technical Report on the Denison Mines Inc. Uranium Properties, Saskatchewan, Canada” (the “**McClean Technical Report**”), a copy of which is available on the Company’s profile on the SEDAR website at www.sedar.com. Richard E. Routledge, M.Sc., P. Geo. and James W. Hendry, P. Eng., are the independent Qualified Persons for the McClean Technical Report for the purposes of the requirements of NI 43-101. The mineral resource estimates for Caribou, as reported in the McClean Technical Report, are as shown in “Mineral Properties – Summary of Mineral Reserves and Resources.”

In preparing the McClean Technical Report, Scott Wilson RPA reviewed previous estimates of mineral reserves and mineral resources at the applicable properties, and examined and analyzed data supporting the previous estimates, as well as other available data regarding the properties, including extensive information from ARC.

For the Sue E deposit, Scott Wilson RPA constructed a block model using indicator kriging to both map out and geologically constrain mineralized areas. A block that had at least one nearby composite within 10 metres of its centre, and that had composites from at least two different drill holes in its search neighbourhood was classified as part of the indicated mineral resource. The indicated mineral resource was evaluated by Scott Wilson RPA using Whittle economic evaluation software showing that the Sue E pit economics were robust and mineral reserves were estimated. Mining was completed at the Sue E pit during 2008 recovering about 91% of the probable mineral reserves estimated by Scott Wilson RPA. Scott Wilson RPA classified approximately 7.3 million of the pounds outside the current pit as inferred mineral resources. Confirmatory drilling in 2006 by the operator has indicated that this may be reduced to 2.0 million pounds. Scott Wilson RPA has not re-estimated the mineral resources based on this drilling. Denison anticipates that underground mining methods could be used to extract this material.

The mineral resource estimate for the Caribou deposit is based on a block model for which grade was interpolated using ordinary kriging. Since there were no plans for the mining of this deposit at the date of the McClean Technical Report, the economic potential was not evaluated and mineral reserves were not estimated.

The Company received a technical report from Scott Wilson RPA dated March 31, 2006 on its mineral resources at the Sue D deposit entitled "Technical Report on the Sue D Uranium Deposit Mineral Resource Estimate, Saskatchewan, Canada" (the "**Sue D Report**"), a copy of which is available on the Company's profile on the SEDAR website at www.sedar.com. Richard E. Routledge, M.Sc., P. Geo. and James W. Hendry, P. Eng., are the independent Qualified Persons for the Sue D Report for the purposes of the requirements of NI 43-101. Scott Wilson RPA carried out an independent mineral resource estimate for Sue D by conventional 3-D computer block modeling. A minimum vertical mining width of two metres was employed with a 0.1% U_3O_8 cut-off.

Due to the significant increase in the price of uranium from 2004 to 2006, Denison requested Scott Wilson RPA to re-evaluate the uranium resources in the McClean North trend that are amenable to other methods of mining. The original McClean Technical Report had only evaluated mineral resources and mineral reserves of the high grade portions under the assumption that they would be mined using a blind shaft mining method. The Company received a technical report from Scott Wilson RPA dated January 31, 2007, on the mineral reserves and resources at the McClean North uranium project entitled "Technical Report on the McClean North Uranium Deposit Mineral Resource Estimate, Saskatchewan, Canada" (the "**McClean North Technical Report**"), a copy of which is available on the Company's profile on the SEDAR website at www.sedar.com. Richard E. Routledge, M.Sc., P. Geo. is the independent Qualified Person for the McClean North Technical Report for the purposes of the requirements of NI 43-101.

The re-evaluation of McClean North was carried out by conventional 3-D computer block modeling. Wire frames were constructed for each of pods 1, 2 and 5. The estimate included internal dilution, but not external dilution, and was carried out at a 0.1% U_3O_8 cut-off. This mineral resource estimate is based entirely on diamond drill information. Block cell dimensions were selected at 8 metre model grid east west x 5 metre model grid north south and a 2 metre bench height or approximately 180 tonnes/block. Scott Wilson RPA constructed a mineral resource wireframe based on kriging, and constructed a special waste wireframe, that generally surrounds the mineral resource wireframe, using similar kriging parameters but with larger search distances. Subsequent to this report, the Company reviewed the block model and estimation procedures and revised slightly the mineral resource estimate for the McClean North deposit.

Midwest

Property Description and Location

The Midwest and Midwest A uranium deposits at the Midwest project are two of several high-grade deposits at or near the contact between the basement complex and the sandstone in the Athabasca Basin in northern Saskatchewan. Midwest is owned by Denison (25.17%) and its joint venture partners, ARC (69.16%) and OURD (5.67%) . ARC is the operator/manager. Denison, ARC and OURD are also the joint venture partners in the McClean Lake joint venture and the owners of the McClean Lake mill where the Midwest ore is planned to be milled.

The Midwest project is located near South McMahon Lake approximately 15 kilometres from the McClean Lake mill. The site is approximately 750 kilometres north of Saskatoon.

Since the completion of the underground test mine at the Midwest deposit in 1988 and 1989, the site has been under an environmental monitoring and site security surveillance program. At present, there is an inactive water treatment plant, two water storage ponds and a core storage area on the site and a dam in the Mink Arm of South McMahon Lake. All of the facilities used in the test mine program and all of the existing surface facilities are located on lands owned by the Province of Saskatchewan. The right to use and occupy the lands was granted in a surface lease agreement with the Province of Saskatchewan. The original surface lease agreement of 1988 was replaced by a new agreement in 2002. This new surface lease is valid for a period of 33 years. Obligations under the surface lease agreement primarily relate to annual reporting regarding the status of the environment, the land development and progress made on northern employment and business development. The Midwest surface lease covers an area of approximately 646 hectares.

The mineral property consists of three contiguous mineral leases covering an area of 1,426 hectares. The right to mine the Midwest deposit was acquired under these mineral leases, as renewed from time to time. The mineral leases are for terms of 10 years with the right to renew for successive subsequent 10 year periods, provided that the leaseholders are not in default pursuant to the terms of the lease. The term of one of the mineral leases expires in December 2023 and the other two expire in December 2018. The Company expects that the leases will be renewed in the normal course, as required, to enable the Midwest deposit to be fully exploited.

For additional information on mineral leases and surface leases, see “Government Regulation – Land Tenure.”

The uranium produced from the two Midwest deposits is subject to a uranium mining royalty in Saskatchewan in accordance with Part III of The Crown Mineral Royalty Regulations. See "Government Regulation - Canadian Royalties." In addition, a portion of Denison's interest in the Midwest project (i.e. 5.5% of the project reducing to 3.44% after payout) is subject to a sliding–scale, gross overriding royalty ranging from 2% to 4% payable to two previous owners of a portion of the Midwest project.

Accessibility, Climate, Infrastructure and Physiography

Access to the Midwest project is by both road and air. Goods are transported to the site by truck over an all–weather road that connects to the provincial highway system. Air transportation is provided through the Points North airstrip approximately 4 kilometres from the project site. The nearest permanent community is Wollaston Post, about 70 kilometres from the property on the other side of Wollaston Lake.

Site activities are carried out all year despite the cold weather during the winter months. Mean daily temperatures range from –25°C in January to +15°C in July. The average length of the frost–free period is about 90 days.

Water for industrial activities is obtained from one of the many lakes that surround the area. Electric power can be accessed from the provincial grid through nearby Points North.

No tailings storage areas are expected to be required at Midwest since it is planned that all Midwest ore will be transported to the McClean Lake mill for processing, with all resulting tailings being disposed of in McClean Lake's licensed TMF.

Surface facilities and infrastructure at the Midwest project will consist of a water treatment plant and other facilities necessary to support the mining operation and the ore shipment activities. Ample area for these facilities is available on the existing surface lease.

The terrain at Midwest is typical of the Athabasca Basin area with glacial drift features following northeast-southwest trends to produce sand and gravel ridges. These ridges are surrounded by low lying ground which is often water logged and dominated by muskeg. Over 25% of the area is covered by small ponds and lakes. Jack pine and spruce, rarely more than 10 metres high, are the predominant trees. Surface elevations range from 400 to 500 metres above sea level.

History

Initial exploration work in the vicinity of the two Midwest deposits began in 1966. Canada Wide Mines Ltd., a subsidiary of Esso Resources Canada Ltd., was operator of the project from 1968 to 1982. From 1968 to 1975, exploration was carried out on an exploration permit which included the area covered by the current mineral leases. Most of the work was concentrated on the area near South McMahon Lake where uranium mineralized boulders were found. In 1974, the exploration permit was changed to mineral leases.

During the winter season of 1977, one of the holes drilled through the unconformity encountered mineralization. In January 1978, the Midwest deposit was intersected by the first drill holes. During 1978 through 1980, a further 439 holes were drilled (for a total of about 650) to delineate the deposit and to explore the surrounding area of the mineral leases.

In 1987, Denison acquired a 45% interest in the Midwest project and became the operator. An underground test mine program was completed in 1989 which confirmed the results of the surface drilling program and identified a high-grade mineral reserve containing 35.7 million pounds of U_3O_8 at an average diluted grade of 4.5% U_3O_8, mineable by underground methods.

In 1993, the respective owners of McClean Lake and Midwest combined their interests to make one complementary project with one mill at McClean Lake. In order to accomplish this, a portion of Denison's interest in Midwest was exchanged for an interest in McClean Lake. This transaction, together with several related ownership changes, resulted in Denison's ownership interest in Midwest being reduced to 19.5% and Minatco, ARC's predecessor in title, becoming the operator.

In 1999, Denison increased its interest in Midwest by 5.50% through the exercise of first refusal rights. With the uncertainty of the timing and costs of the Midwest development and the desire to eliminate the obligation to pay advance and future royalties on production from Midwest, Denison decreased its interest in Midwest from 25% to 19.96% effective March 31, 2001. ARC, the operator/manager of Midwest, also reduced its interest from 70.5% to 54.84% for the same reason.

At the end of 2004, in order to take advantage of rapidly increasing uranium prices, Denison again increased its interest at Midwest, along with its joint venture partners, by buying the 20.70% interest in Midwest then held by Redstone Resources Inc. This purchase permitted Denison to acquire a further 5.21% interest in Midwest, bringing its interest to 25.17% . ARC's interest increased to 69.16% and OURD's interest increased to 5.67%.

Exploration activities resumed in 2004 some three kilometres to the northeast of the Midwest deposit to test ground around a historic hole MW338 that had returned an isolated intercept of 3.8 metres at 6.9% U_3O_8. Continuing exploration identified the Midwest A deposit and several other mineralized areas, including the Josie Zone, lying between the Midwest and the Midwest A deposits.

Geological Setting

The Midwest uranium deposits lie near the eastern margin of the Athabasca Basin in the Churchill Structural Province of the Canadian Shield. The bedrock geology of the area consists of Precambrian gneisses unconformably overlain by flat lying, unmetamorphosed sandstones and conglomerates of the Athabasca Group. The Precambrian basement rocks are Aphebian–aged, are termed the Wollaston Group, and are essentially graphitic pelitic metasediments. These pelitic metasediments form a steeply dipping syncline which trends northeast. The basement surface is marked by a paleoweathered zone with lateritic characteristics referred to as regolith.

Exploration

Initial work on the property was a regional airborne geophysical survey, which located conductors below the sandstone cover. Ground prospecting identified a radioactive boulder field, and subsequent drill testing of the conductors located the mineralization in 1978.

After Denison acquired a 45% interest in the project and became the operator in 1987, an underground exploration test mine program was initiated at the Midwest deposit. From the fall of 1988 through April 1989, a 3.7 metre diameter shaft was sunk to a depth of 185 metres on the west shore of the Mink Arm of South McMahon Lake. From a depth of 170 metres, a crosscut was driven a total of 180 metres east. At the end of the crosscut, a blind-hole boring rig was installed to test the unconformity and related mineralization. Blind–hole boring of two 1.2 metre diameter holes through the mineralization was then carried out.

The two known uranium occurrences in the area (Midwest deposit and Midwest A deposit) lie along a long resistivity low corresponding to a conductor associated with the graphite-bearing gneissic units of the basement. The other exploration tool of choice is rock geochemistry and clay mineralogy in drill hole core samples, mostly to define alteration haloes in the overlying Athabasca sandstone.

Mineralization

The Midwest deposit is sausage–shaped, 215 metres long with two main pods of high–grade mineralization separated by a 50 metre long section of low grade disseminated mineralization, at a depth of approximately 200 metres below surface. The average width is 80 metres with a maximum of 128 metres. Thickness of the zone averages 10 metres with a maximum of 30 metres. Overall, the deposit is high grade at 5.50% U_3O_8. Nickel and arsenic average grades are high, at 4.35% and 5.3% respectively.

The Midwest deposit is representative of typical unconformity style mineralization, whereby 99.5% of the resources are located at the basement sandstone contact either in the basal conglomerate or in the upper basement unit.

Locally, mineralized lenses occur along steep faults above and below the main unconformity mineralization. These are termed "perched" and "deep basement mineralization" respectively.

The Midwest A deposit is located at a depth of between 175 and 210 metres below the surface. It consists of several sub-parallel high-grade mineralized zones. These zones are surrounded by low-grade remobilized and clay-rich mineralization. The mineralized zones also exhibit structurally controlled roots that extend as much as 70 metres beneath the unconformity.

Drilling

Over 650 drill holes have tested the Midwest property prior to 2004, of which 100 surface (and wedged extensions) and three underground holes have been used for resource estimations. Eighty of these are NQ diamond drill holes from the surface, 20 are PQ holes drilled for metallurgical test work, and three are confirmation holes drilled from the underground crosscut. All of the surface holes were geologically and geotechnically logged and sampled by previous owners, while the underground holes were logged and sampled by Denison.

Of the 103 holes used for estimation of the Midwest resources, 22 did not have downhole survey information and therefore were assumed to be vertical. A statistical analysis carried out in 1982 indicated that at the 285 metre level, these supposedly vertical holes could have deviated by as much as 12 metres with an average of roughly five metres. Sensitivity studies have been carried out and indicate that, if the block boundaries remain fixed, the uncertainty in hole location for these 22 holes causes a fluctuation of 8% in tonnes, 5% in metal content and 3% in grade.

The mineral resource estimate for Midwest A is based on 85 core holes drilled between 2005 and 2007, as well as 29 vertical core holes drilled in 1979 and 1980, and in 1989. Additional drilling has been carried out since the date of the mineral resource estimate.

Sampling and Analysis

Due to the nature of the mineralization, lost core is a significant issue. Lost core ranges between 0% and 50%, with an average core loss of 33% for the drill holes included in the mineral resource estimate for the Midwest deposit. The original owners initiated a convention which is conservative and has withstood many audit procedures over the years. The value assigned to lost core is the lowest assay of recovered material from one of three samples. These samples are: (1) the sample within which the lost core occurs; (2) the sample immediately above the one containing the lost core; and, (3) the sample immediately below the one containing the lost core.

Core recovery from the 2005 to 2007 Midwest A drilling was substantially improved in relation to earlier drilling, with 86% overall core recovery. The sections of poor core recovery occur with more frequency in the sandstone just above the unconformity.

Geochemical rock samples from the 2005 to 2007 drilling were shipped to and analysed by Saskatchewan Research Council Geoanalytical Laboratories ("**SRC**") in Saskatoon. Quality control procedures in place at SRC include a systemic insertion of blanks, duplicates and standards. Radiometric data are converted into % eU in a standard manner.

Security of Samples

No opinion can be given regarding security of samples by the previous owners in the mid to late 1970s, other than to indicate that subsequent geological work, and all metallurgical and geotechnical work, including the sinking of a shaft and a test mining program in the late 1980s, have given no cause to doubt the veracity of the samples from which the mineral resource estimations are based. The best confirmation that proper security of samples was maintained is the previously mentioned report on the assay data, where the assay data base was checked at two external labs and found to contain an average variation of only 4% for values greater than 0.5% U_3O_8.

No special security measures have been used for the core samples from drilling since 2005. Samples were transported to the core shack and logging facility in sealed, standard, wooden core boxes, where they were photographed, logged, radiometrically scanned and, in some cases, split or chipped. Bagged samples were shipped to SRC in plastic pails or metallic containers.

Mineral Reserve and Mineral Resource Estimates

From June 1978 to October 1980, there were a total of 13 discrete "reserve estimation" reports published on the Midwest deposit by the previous owners.

The Company retained Scott Wilson RPA to independently review and audit its previously reported mineral reserves and resources in accordance with the requirements of NI 43-101. The Company received a technical report from Scott Wilson RPA dated June 1, 2005, revised on February 14, 2006, on its mineral reserves and resources at the Midwest uranium project entitled "Technical Report on the Midwest Uranium Deposit Mineral Resource and Mineral Reserve Estimates, Saskatchewan, Canada" (the "**Midwest Technical Report**"), a copy of which is available on the Company's profile on the SEDAR website at www.sedar.com. Richard E. Routledge, M.Sc., P. Geo., James W. Hendry, P. Eng. and Luke Evans, M.Sc., P. Eng. are the independent Qualified Persons for the Midwest Technical Report for the purposes of the requirements of NI 43-101.

In preparing the Midwest Technical Report, Scott Wilson RPA reviewed previous estimates of mineral reserves and mineral resources, and examined and analyzed data supporting the previous estimates, as well as other available data regarding the properties, including extensive information from ARC. For the purpose of the economic analysis for determining open pit mineral reserves for the deposit, Scott Wilson RPA used a 0.3% U_3O_8 mining cut-off, mining costs based on previous actual operating experience at Sue C, historical milling costs at the JEB mill and a uranium price of $23.20 per pound of U_3O_8. Scott Wilson RPA constructed a block model based on a total of 265 surface drill holes. Scott Wilson RPA adopted the ARC unconformity and sandstone mineralization interpretation with some minor modifications. The total mineral reserve in the Scott Wilson RPA estimate is approximately 24% greater than the previously reported estimates due to the addition of the South Extension Zone and increased U_3O_8 grade estimates due to the application of a density weighted methodology. This block model was then used as the basis for evaluation of open pit economics using an industry standard Whittle software analysis program. As a result of increased costs and other economic factors, the Midwest mineral reserves were reclassified to mineral resources in 2008 pending a decision to proceed with the development of the Midwest deposit.

Midwest Mineral Resources (1)(2)(3)(4)(5)

Category	Tonnes (,000)	100% Basis Grade (% U_3O_8)	Pounds of U_3O_8 (,000)	Company Share Pounds of U_3O_8 (,000)
Indicated	354.0	5.50	42,900	10,800
Inferred	25.0	0.80	400	100

Notes:

(1) The Midwest Technical Report estimated probable mineral reserves but they were reclassified by the Company to indicated mineral resources in 2008 as a result of the decision not to proceed with the development of the project at that time.

(2) The cut-off grade for the Midwest indicated mineral resources is 0.30% U_3O_8.

(3) The indicated mineral resources also contain 4.35% nickel (Company share of 8.6 million pounds) and 0.34% cobalt (Company share of 0.7 million pounds).

(4) Mineral resources are not mineral reserves and do not have demonstrated economic viability. No mineral reserves have as yet been defined.

(5) Inferred mineral resources have a greater amount of uncertainty as to their existence and as to whether they can be mined economically. It cannot be assumed that all or part of the inferred mineral resources will ever be upgraded to a higher classification.

Geostat was retained to complete an independent technical review of the Midwest A uranium deposit. Geostat's review was carried out and a report was prepared in compliance with the standards of NI 43-101. The Company received Geostat's report on the mineral resources of the Midwest A deposit, dated January 31, 2008, entitled "Technical Report on the Midwest A Uranium Deposit of Saskatchewan, Canada" (the "**Midwest A Technical Report**"), a copy of which is available on the Company's profile on the SEDAR website at www.sedar.com. Michel Dagbert, P. Eng is the independent Qualified Person for the Midwest A Technical Report for the purposes of the requirements of NI 43-101.

In preparing the Midwest A Technical Report, Geostat delineated mineralized envelopes on drill section planes at 25 metre intervals, mostly based on equivalent uranium grades and a cut-off of 0.05% eU. As a general rule, the mineralized shapes look simple on both extremities of the zone while they seem to have a more complex geometry in the centre part of the zone. In that centre part, a small high-grade pod is defined within the outline of the mineralized zone itself around a few intercepts of significant length and consistently showing high grades, generally above 10% eU.

Once mineralized solids and the location and cut-off grades of composites within those solids were defined, the next step was to fill the solids with small blocks on a regular grid and interpolate the grade of each block from the grades of composites close to the blocks. Blocks of the current mineral resource model are 10 x 10 x 3 metres and they are oriented along the strike of the deposit. The procedure used calculates the proportion of each mineralized solid in each mineral resource block on the regular grid. Altogether, 1,461 mineral resource blocks have some mineralized material with proportions ranging from 0.6% to 100%, and an average of 47.6% .

Volumes of mineralized material of each solid, obtained by adding block fractions, are reasonably close to the mineralized solid volumes. For the low-grade solids, the interpolation of the uranium grade of the block fraction in a given solid is done with ordinary kriging following search conditions as defined by variography routines. With the above conditions, the grade of all low-grade fractions in the 1,461 blocks can be interpolated. For the high-grade solid (only 73 blocks with some fraction of that material from 0.2% to 49.2%), no local block grade interpolation was attempted. An 18% U fixed value (reasonably close to the average composite grade of 18.6% U) has been assigned to all block fractions. This approach corresponds to kriging with a pure nugget effect variogram.

The mineral resource block model leads to mineral resource estimates provided that volumes are converted into tonnages. Since at this time, there are no density measurements from Midwest A core samples, densities used are based on the density model defined for the nearby Midwest deposit. In this model, fixed densities (from 2.24 to 2.34 tonnes per cubic metre) are assigned to material in given uranium grade categories (from 0 to 6% U), and a fixed density of 2.8 tonnes per cubic metre is used for the high-grade material.

Geostat classified the Midwest A mineral resources as follows:

Midwest A Mineral Resources(1)(2)(3)(4)

	100% Basis			**Company Share**
Category	**Tonnes (,000)**	**Grade (% U_3O_8)**	**Pounds of U_3O_8 (,000)**	**Pounds of U_3O_8 (,000)**
Indicated	464.0	0.57	5,800	1,500
Inferred	9.2	21.23	4,300	1,100

Notes:

(1) The mineral resource estimates comply with the requirements of NI 43-101 and the classifications comply with CIM definition standards.
(2) The cut-off grade is 0.05% eU.
(3) Mineral resources are not mineral reserves and do not have demonstrated economic viability. No mineral reserves have as yet been defined.
(4) Inferred mineral resources have a greater amount of uncertainty as to their existence and as to whether they can be mined economically. It cannot be assumed that all or part of the inferred mineral resources will ever be upgraded to a higher classification.

Other Midwest Information

For taxes and royalties, see “Government Regulation – Canadian Royalties” and “Government Regulation – Canadian Income and Other Taxes.”

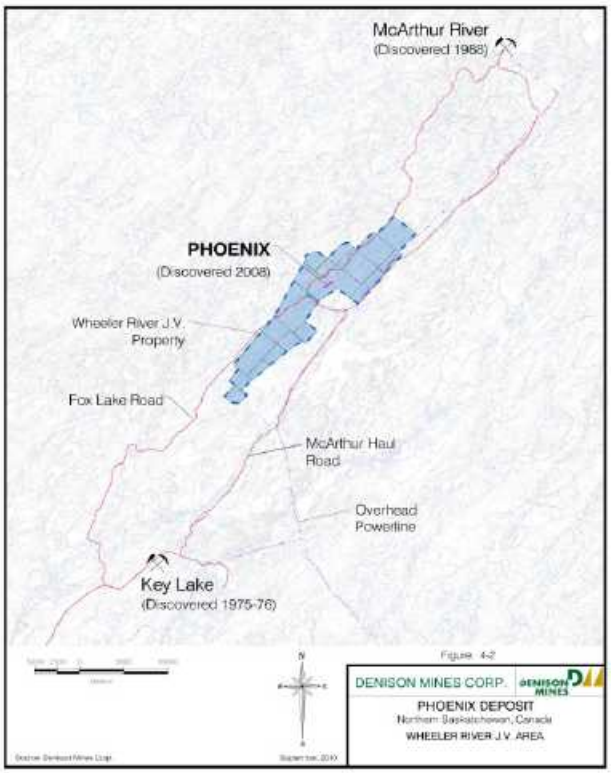
Wheeler River Property

Property Description and Location

Denison has a 60% interest in the Wheeler River Joint Venture consisting of 19 unsurveyed mineral claims totaling 11,720 hectares in northern Saskatchewan. Denison has been the operator since November 10, 2004. The other partners are Cameco (30%) and JCU (Canada) Exploration Company, Limited ("**JCU**") (10%). There are no back-in rights or royalties applicable to this property. There is an annual requirement of CAD$0.3 million either in work or cash to maintain title to the mineral claims. Based on previous work submitted and approved by the Province of Saskatchewan, title is secure until 2035.

The Phoenix deposit lies within the Wheeler River property located along the eastern edge of the Athabasca Basin in northern Saskatchewan and is located approximately 35 km north-northeast of the Key Lake mill and 35 km southwest of the McArthur River uranium mine.

The map below shows the Wheeler River property and the location of the Phoenix deposit.



Accessibility, Climate, Local Resources, Infrastructure and Physiography

Access to the Phoenix deposit is by road or air from Saskatoon. The Phoenix deposit is well located with respect to all-weather roads and the provincial power grid. Vehicle access to the property is by the provincial highway system to the Key Lake mill then by the ore haul road between the Key Lake and McArthur River operations to the eastern part of the property. An older access road, the Fox Lake Road, between Key Lake and McArthur River, provides access to most of the northwestern side of the property. Gravel and sand roads and drill trails provide access by either four-wheel-drive or all-terrain-vehicle to the rest of the property.

The climate is typical of the continental sub-arctic region of northern Saskatchewan, with temperatures ranging from +32°C in summer to -45°C in winter. Winters are long and cold, with mean monthly temperatures below freezing for seven months of the year. Winter snow pack averages 70 cm to 90 cm. Freezing of surrounding lakes, in most years, begins in November and breakup occurs around the middle of May. The average frost-free period is approximately 90 days. Field-operations are possible year round with the exception of limitations imposed by lakes and swamps and the periods of break-up and freeze-up.

Average annual total precipitation for the region is approximately 450 mm, of which 70% falls as rain, with more than half occurring from June to September. Snow may occur in all months but rarely falls in July or August. The prevailing wind direction is from the west with a mean speed of 12 km/hr.

La Ronge, roughly 170 km south of the project, is the nearest commercial/urban centre where most exploration supplies and services can be obtained. The operating Key Lake mill complex is approximately 35 km southwest of the property. Personnel working on the project commute from a number of designated communities by air.

Field operations are currently conducted from Denison's Wheeler River camp, three kilometres due southwest of the Phoenix deposit. The camp provides accommodations for up to 35 exploration personnel. Fuel and miscellaneous supplies are stored in existing warehouse and tank facilities at the camp. The site generates its own power. Abundant water is available from the numerous lakes and rivers in the area.

The property is characterized by a relatively flat till plain with elevations ranging from 477 metres to 490 metres above sea level. Throughout the area, there is a distinctive north-easterly trend to landforms resulting from the passage of glacial ice from the northeast to the southwest. The topography and vegetation at the Phoenix deposit are typical of the taiga forested land common to the Athabasca Basin area of northern Saskatchewan. The area is covered with between 30 metres to 50 metres of overburden. The terrain is gently rolling and characterized by forested sand and dunes. Vegetation is dominated by black spruce and jack pine, with occasional small stands of white birches occurring in more productive and well-drained areas. Productive lichen growth is common to this boreal landscape mostly associated with mature coniferous stands and bogs.

History

The Wheeler River property was staked on July 6, 1977, due to its proximity to the Key Lake uranium discoveries, and was vended into an agreement on December 28, 1978 between AGIP Canada Ltd., E&B Explorations Ltd. and Saskatchewan Mining Development Corporation, with each holding a one-third interest. On July 31, 1984, each party divested a 13.3% interest and allowed Denison Mines Limited, a predecessor company to Denison, to earn in to a 40% interest.

In late 2004, Denison entered into an agreement to earn a further 20% interest by expending CAD$7,000,000 within six years. At that time, Denison became the project operator. In 2007, when the earn-in obligations were completed, the participating interests were: Denison, 60%; Cameco, 30%; and JCU, 10%.

The former operator, Cameco, had identified a major geological unit termed the "quartzite ridge" and had noted extensive dravite (boron) alteration in the overlying sandstones. Cameco discovered several uranium mineralized intercepts that occurred in a variety of geological settings throughout the property.

During the initial years of its option, Denison targeted the west area, or footwall side of the quartzite ridge. In 2007, Denison completed a major DC resistivity survey to the north of an earlier Cameco 2003 resistivity survey. Interpretation of the 2007 resistivity survey lead to the recommendation for drilling three holes to test two separate resistivity lows, both interpreted to represent "alteration chimneys" within the Athabasca sandstone.

In the summer of 2008, as a direct result of the 2007 DC resistivity survey along the hanging wall of the quartzite ridge, two drill holes were located 600 metres apart along the same low resistivity trend. This drilling intersected a zone of characteristic sandstone alteration and uranium mineralization linked to unconformity-associated uranium deposits. All drill holes during the summer of 2008 intersected either uranium mineralization or very strong alteration close to mineralization.

Subsequent drill programs conducted during 2009 and 2010 established significant milestones in the advancement of the project in terms of demonstrating continuity and extending the mineralized zone for a strike length of greater than 900 metres. An initial mineral resource estimate was completed at the end of 2010. Aggressive drill programs in 2011 and 2012 successfully added additional mineral resources. In 2013, drilling was completed at the Phoenix deposit, but a large portion of the 2013 Wheeler River drilling program was also allocated to exploration of several other target areas on the property.

Some additional infill drilling was completed at the Phoenix deposit in early 2014, and this work was successful in extending some high grade mineralization into areas previously modeled as low grade. These results, combined with results from 2013 were the catalyst for an updated mineral resource estimate for the Phoenix deposit in June, 2014.

Geological Setting

The Phoenix deposit is an unconformity-type uranium deposit lying along the eastern flank of the Athabasca Basin where undeformed, late Paleoproterozoic to Mesoproterozoic sandstones, conglomerates, and mudstones of the Athabasca Group unconformably overlie early Paleoproterozoic and Archean crystalline basement rocks. The local geology of the Phoenix deposit is consistent with the regional geology.

Uranium mineralization at the Phoenix deposit is of the unconformity-type, associated with the sub-Athabasca unconformity. These are generally interpreted to result from interaction of hydrothermal fluids at the intersection of local and regional faults with the unconformity. Two styles of mineralization have been traced over a strike length of 900+ metres along the Phoenix deposit. These are:

a) Unconformity-hosted uranium mineralization: This is the most widespread and dominant style of mineralization identified to date and the basis for the mineral resource estimate. Mineralization forms as a sub-horizontal elongate lens that is developed in the lowermost Athabasca sandstone from 390 metre to 420 metre depths immediately above the sub-Athabasca unconformity, or straddling the unconformity and extending downward for several metres into the underlying basement Proterozoic Wollaston Group metasedimentary rocks. In some instances, the main mineralized zone is comprised of one to three (1-3 metre) thin, stacked zones. Uranium mineralization is spatially (and likely genetically) related to a northeast-southwest trending (55º azimuth) fault that dips 55º to the southeast. The structure has been named the WS fault.

   Mineralization is monomineralic uranium as uraninite/pitchblende and may have some relationship to the extensions of the WS fault and its various hanging wall splays; hence, movement on these faults is interpreted to have continued after deposition of the lower members of the Manitou Fall Formation of the Athabasca Group. The WS fault and its hanging wall splays may have been the main conduit for the mineralizing fluids. Values of all accompanying metals are low, particularly in comparison with several other Athabasca Basin sandstone-hosted deposits, which can have very high nickel, cobalt, and arsenic grades.

   Mineralization is associated with extensive clay alteration and varying degrees of silicification and desilicification which affects densities of the lower sandstone. The principal clay minerals are illite, chlorite, kaolinite, and dravite, with alteration focused along structures propagating upward from the WS fault and associated splays, and probably does not exceed 100 metres width across strike, making this a relatively narrow target. The basement in the northeast part of the Phoenix deposit is much more extensively bleached and clay altered than that to the southwest.

b) Basement-hosted mineralization: This is the second type of mineralization, occurring along several portions of the Phoenix deposit. Basement hosted mineralization is developed as steeply dipping, discontinuous, thin (1-3 metre thick), parallel to sub- parallel zones along fractures associated with the WS fault for up to 20 metres below the sub-Athabasca unconformity, and vertically below the unconformity-hosted mineralization.

Exploration, Drilling, Sampling and Analysis

Since the discovery of Key Lake in 1975-1976, the Key Lake exploration model has emphasized the occurrence of uranium mineralization proximal to the sub-Athabasca unconformity at locations where graphitic pelite units in the basement meet the basal Athabasca sandstone.The graphitic pelite units are commonly intensely sheared in contrast to the physically more competent rock types that include non-graphitic pelite, semi-pelite, psammite, meta-arkose, or granite gneiss. Airborne and ground electromagnetic systems are commonly used to map conductive graphitic pelite units versus the relatively resistive and non-conductive quartz-feldspathic rock types.

However, since the discovery of the McArthur River deposit in 1988, the McArthur River exploration model has emphasized a different association of uranium mineralization and rock type. At McArthur River, one of the most significant rock types in the basement succession is a massive, homogenous, and competent quartzite. Mechanically, particularly compared to the adjacent layered members of the basement stratigraphy, the quartzite is extremely strong, and thus exerts an important control both in basement and post-Athabasca sandstone structural evolution. Both the footwall and hanging wall contacts of the quartzite unit, particularly if these contacts involve highly incompetent rocks such as graphitic pelite, become sites of major thrust, reverse, and strike-slip faults. Although these faults are loci for mineralization; the poor conductivity, low magnetic susceptibilities and specific gravity (density) values associated with the quartzite, as well as other quartz-feldspathic rocks, limits the effectiveness of airborne and ground geophysical methods in mapping these basement units. This is particularly so when they are covered by hundreds of metres of sandstone. Alteration haloes are typically larger than the deposit footprints, and are characterized by changes in mineralogy and major and trace elements. Therefore, lithogeochemistry of drill core samples is also an important exploration method.

During the period 1978 through 2006, the operator of the joint venture conducted several small regional campaigns of drill testing geophysical anomalies (electromagnetic conductors) located by airborne and ground geophysical surveys over the general Phoenix deposit area. During 2009, three drill programs were carried out, each of which established significant milestones in the advancement of the project. During the winter program, the first indications of significant mineralization came from Hole WR-258, which returned 11.2% U_3O_8 over 5.5 metres from a depth of 397 metres. The summer drill program continued to test the discovery, with hole WR-273 returning a value of 62.6% U_3O_8 over 6.0 metres at a depth of 405 metres. Mineralization was monomineralic pitchblende with very low concentrations of accessory minerals. Most of the mineralization occurs as a horizontal sheet at the sub-Athabasca unconformity where it meets a graphitic pelite unit in the basement. A further drill program in the fall of 2009 established continuity in this high-grade mineralized zone and extended the mineralized zone as a possibly continuous unit for a strike length of greater than one kilometre.

Denison geologists collect a suite of samples from each drill hole for determining the content and distribution of trace elements, uranium, and clay minerals (alteration). Denison obtains assays for all the cored sections through mineralized intervals. All samples for assay or geochemical species determination are sent to SRC in Saskatoon.

Several types of samples are collected routinely from drill core at Phoenix. These include:

- systematic composite geochemical samples of both Athabasca sandstone and metamorphic basement rocks to characterize clay alteration and geochemical zoning associated with mineralization;
- selective grab samples and split-core intervals for geochemical quantification of geologically-interesting material and mineralized material, respectively;
- samples collected for determination of specific gravity; and
- non-geochemical samples for determination of mineralogy to assess alteration patterns, lithology types and mineralization characteristics.

Selective samples form a quantitative assessment of mineralization grade and associated elemental abundances, while the systematic and mineralogical samples are collected mainly for exploration purposes to determine patterns applicable to mineral exploration. These sampling types and approaches are typical for uranium exploration and definition drilling programs in the Athabasca Basin.

For additional information on the protocols used by Denison and its consultants in the drilling, sampling and analysis of the Phoenix deposit, see "Mineral Exploration - Quality Assurance and Quality Control Procedures and Protocols – Athabasca Basin."

Mineralization

The Phoenix deposit is located at a depth of approximately 400 metres below the surface. Mineralization is monomineralic uranium as uraninite/pitchblende. Values of all accompanying metals are low, particularly in comparison with other Athabasca uranium deposits, which can have very high values of nickel, cobalt and arsenic.

Mineralization and alteration has been traced over a strike length of approximately 900 metres. Since the discovery hole WR-249 was drilled in 2008, two zones (Zones A and B) of high-grade mineralization have been delineated along with two other zones of less well developed mineralization (Zones C and D) which are also less explored.

Hydrothermal alteration around Phoenix is similar to other Athabasca Basin deposits. The sandstones are altered for as much as 200 metres above the unconformity, and exhibit varying degrees of silicification and desilicification (which causes many technical drilling problems), as well as dravitization, chloritization, and illitization. In addition, hydrothermal hematite and druzy quartz are present in the sandstone and often in the basement rocks. Alteration is focused along structures, propagating upward from the WS fault and associated splays, and probably does not exceed 100 metres width across strike, making this a relatively narrow target. The basement in the northeast part of the Phoenix deposit is much more extensively bleached and clay altered than that to the southwest.

Security of Samples

Drill core samples are collected and processed at Denison's Wheeler River camp facility located on the property, which is off limits to outsiders. Samples are logged, split, bagged and stored in pails by Denison staff at the core preparation facility. Because the mineralized drill cores are classified as hazardous materials and are regulated under requirements governing the transport of dangerous goods, Denison staff have been trained in the proper handling and transport of the cores and deliver them from the core facility directly to the SRC facilities without outside contact.

SRC considers customer confidentiality and security of utmost importance and takes appropriate steps to protect the integrity of sample processing at all stages from sample storage and handling to transmission of results. All electronic information is password protected and backed up on a daily basis. Electronic results are transmitted with additional security features. Access to SRC's laboratories is restricted by an electronic security system. The facilities at the main lab are regularly patrolled by security guards 24 hours a day.

After the analyses are completed, analytical data are securely sent using electronic transmission of the results, by SRC to Denison. The electronic results are secured using WINZIP encryption and password protection. These results are provided as a series of Adobe PDF files containing the official analytical results and a Microsoft Excel spreadsheet file containing only the analytical results.

Mineral Resource Estimate

Denison completed an updated mineral resource estimate for the Phoenix deposit in June, 2014. Denison retained RPA, Inc. to independently review and audit the estimate and prepare a technical report in accordance with the requirements of NI 43-101 on the project. The Company subsequently received the report entitled "Technical Report on a Mineral Resource Update for the Phoenix Uranium Deposit" dated June 17, 2014 (the "**Phoenix Report**"). A copy of this report is available on the Company's profile on the SEDAR website at www.sedar.com. William E. Roscoe, Ph.D, P. Eng., is the independent Qualified Person for the Phoenix Report for the purposes of the requirements of NI 43-101.

The updated Phoenix mineral resource estimate is as follows:

Phoenix Mineral Resources (1)(2)(3)(5)

Category	Tonnes (100% Basis)	Grade (% U_3O_8)	lbs U_3O_8 (,000) (100% Basis)	lbs U_3O_8 (,000) Company's Share(4)
Indicated	166,000	19.13	70,200	42,100
Inferred	9,000	5.8	1,100	700

Notes:
(1) Mineral resources are not mineral reserves and do not have demonstrated economic viability. No mineral reserves have as yet been defined.
(2) Cut-off grade 0.8% U_3O_8.
(3) Mineral resources are estimated with no allowance for mining dilution, mining recovery or process recovery.
(4) Denison's share is 60% of total mineral resources.
(5) Inferred mineral resources have a greater amount of uncertainty as to their existence and as to whether they can be mined economically. It cannot be assumed that all or part of the inferred mineral resources will ever be upgraded to a higher classification.

This mineral resource estimate was carried out on a mix of chemical and radiometric probe data. Although there is a correlation between data, the probe grades tended to be lower than chemical grades and are only used when the drill hole had less than 80% core recovery. Less than 20% of the grade data used in the mineral resource estimate was radiometric probe data.

Waterbury Lake

Property Description and Location
The Waterbury Lake property is located in northern Saskatchewan and is jointly owned by Denison (60 %) and Korea Waterbury Uranium Limited Partnership ("**KWULP**") (40 %), a consortium of investors in which KEPCO is included. The Limited Partnership between Denison and KWULP is referred to as the Waterbury Lake Uranium Limited Partnership ("**WLULP**"). Denison acquired its 60% interest in the WLULP through the Fission Arrangement in 2013.

Waterbury Lake is a 40,256 hectare collection of 13 irregularly shaped contiguous claims and one separate claim in the eastern Athabasca Basin of northern Saskatchewan, Canada. The property is located approximately 12 km north of Points North Landing and 700 km northeast of Saskatoon, Saskatchewan.

There are no known environmental liabilities associated with Waterbury Lake, and there are no other significant factors and risks that may affect access, title, or the right or ability to perform work on the property.

All the necessary permits for surface exploration on the property are in place and current. Activities on the project property to date have been limited to resource delineation and gathering of environmental baseline data. The environmental liabilities associated with these activities are consistent with low impact exploration activities. The mitigation measures associated with these impacts are accounted for within the current surface exploration permits and authorizations.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Waterbury Lake project can be accessed year round by taking Saskatchewan provincial Highway 102 to Southend from La Ronge, then Highway 905 to Points North, which is a privately owned service centre with an airstrip and accommodations available. The nearest community is Wollaston Lake, 57 km directly south east of Points North. During summer drilling campaigns the core camp is most commonly accessed by helicopter based out of Points North. An all season secondary road exists from Highway 905 to the Midwest deposit dam from which a motor boat can be used to access the camp during the summer months. During the winter months the core camp can be easily reached by 4x4 truck using a secondary road that runs north east along Fission claim S-107367 to an ice road which crosses McMahon Lake.

Waterbury Lake lies in a sub-arctic climate region. Winters are generally extremely cold and dry with temperatures regularly dropping below -30° C. The cold temperatures allow for a sufficient ice thickness to support a drill rig generally from mid-January to mid-April. Temperatures in the summer can vary widely with yearly maxima of around 30° C often recorded in late July.

The project area is characterized by gently rolling relief covered by thinly wooded boreal forest. Numerous lakes and ponds generally show a north-easterly elongation imparted by the last glaciation. Broad zones of muskeg are present at low elevations around many of the local lakes. McMahon Lake is one of the largest lakes in the immediate project area and it overlies the J Zone deposit as well as the Midwest and Roughrider deposits. Vegetation is predominantly thinly distributed black spruce, alder and jack pine with lesser birch, while ground cover comprises mostly reindeer lichen and Labrador tea.

History

Strathmore Minerals Corp. ("**Strathmore**") acquired a 100% interest in the 13 mineral claims located in Saskatchewan in 2004. During 2007, Strathmore spun out all of their Canadian assets, including Waterbury's 13 mineral claims into a new company, being Fission. In 2008, an earn-in agreement was signed with the KWULP, whereby Fission granted KWULP the exclusive rights to earn up to a 50% interest in the Waterbury Lake property by funding CAD$14 million of expenditures on or before January 30, 2011. Additionally, Fission retained an overriding royalty interest in the property of 2% of net smelter returns. On April 29, 2010, KWULP had fully funded its CAD$14 million of expenditures and consequently earned a 50% interest in the property.

The earn-in agreement required that on completion of the earn-in period, the joint venture parties agree to form a jointly control limited partnership to hold the property and on August 16, 2010 the WLULP agreement was signed, superseding the original earn-in agreement. WLULP was officially formed December 30, 2010. Fission had 12 months from the completion of the earn-in agreement during which time it could acquire an additional 10% interest in WLULP for CAD$6 million. On April 12, 2011, Fission exercised its back-in option by paying KWULP CAD$6 million, bringing its interest up to 60%.

The WLULP agreement required that Fission and its partners spend a total of CAD$30 million for exploration and evaluation costs over the next three years, according to their interest in WLULP. The winter 2013 program completed the budgeted three year exploration program. Fission was appointed operator for WLULP.

Exploration

Uranium exploration has been undertaken on the Waterbury Lake property for over 40 years. Numerous and varied programs have been carried out on different portions of the property, including diamond drill campaigns, airborne and ground geophysics, boulder sampling and prospecting.

Airborne radiometric, magnetic and electromagnetic (EM) surveys as well as a hydrogeochemical survey were conducted on Waterbury Lake as early as 1969. Cogema acquired properties in the Waterbury and Henday Lake areas during the late 1980s and carried out an extensive exploration program involving geological mapping, sampling, drilling and geophysical surveys. The latter included airborne EM and magnetic surveys, and ground VLF-EM and gravity surveys.

Following-up on work done by Cogema up until the early 1990s, Cameco acquired properties in the Waterbury and McMahon Lakes area and initially completed geological mapping and sampling programs. This was followed by more geophysical surveys including ground time domain electromagnetic (TDEM), magnetic, gravity and induced polarization (IP) over select targets and drilling throughout the decade.

In 2004, Strathmore acquired the Waterbury Lake property through the staking of 13 mineral claims. During the spring of 2005, an airborne high power time domain electromagnetic (MEGATEM II) survey was completed over the entire property. A total of 1,749 line kilometres were flown. Other work during 2005 included a heli-borne EM survey flown in the spring and a small boulder sampling program in the fall.

Strathmore continued work on the property during 2006 with a ground EM geophysical survey and completing eight drill holes totaling 2,865 metres. In addition, an IP-resistivity survey was competed. This was followed by more ground geophysical surveys in early 2007.

In June 2007 all of Strathmore's Canadian and Peruvian uranium assets, including the Waterbury Lake Property, were spun out of Strathmore and into Fission. Late in 2007 Fission funded the drilling of eight diamond drill holes totaling 2,222 metres.

In early 2008, five drill holes totaling 1,303 metres were completed and a 594 line-kilometre VTEM airborne magnetic and EM survey was flown. Following this work, soil sampling, ground and airborne geophysical surveys and a 19-hole drill program (7,996 m) were completed between May and August.

In 2009, two drill programs were carried out totalling 10,082 metres in 29 holes.

Two diamond drill programs were completed on the property during 2010. The first was carried out between mid-January and end of March, 2010. During this period 35 diamond drill holes were completed for a total accumulated length (including restarts) of 11,250.0 metres. Several geophysical surveys were also completed during the first three months of the year.

A second diamond drill program was conducted between mid-July to early September. During this period, 16 holes were completed for a total accumulated length (including restarts) of 5,172.0 metres. Airborne radiometric anomalies delineated from the previous summer were checked in the field during August and early September, and a bathymetry survey of the Discovery Bay/Talisker area was carried out in early October.

A winter 2011 drilling program was carried out between early January and mid-April, 2011. Three diamond drill rigs completed a total of 82 holes for a total accumulated length (including restarts) of 26,300 metres.

Between January and June 2011, several geophysical surveys were conducted on the Waterbury and Murphy Lake Properties. These included 26.4 kilometres of time domain EM survey at Discovery Bay Extension, 25.6 kilometres of time domain EM at Oban and Oban North grids, and 64 kilometres of IP Resistivity and 32.15 kilometres of time domain EM surveys at Murphy-Glen grid.

Two drill programs were completed on the Property in 2012 totalling approximately 39,526 m of core, including 75 holes on the J Zone. The winter 2012 drill program began on January 8 and ended on April 6. A total of 86 holes (32,770 m) were drilled during the program including 49 holes in and around the J Zone. Twenty-six drill holes totaling 8,316 metres were completed in the J Zone area in a summer 2012 drill program.

A total of 68 drill holes and 11 restarts were completed comprising 21,013 meters. All of the winter 2013 drilling was completed in the immediate area of the J Zone deposit to extend the boundaries of the mineralization and infill gaps in the drill pattern.

Following the Fission Arrangement, a summer program of DC-resistivity geophysics (50.4 line kilometres) and diamond drilling (2,350 metres in six drill holes) was also completed in 2013. Work was concentrated on the Aran area and the north rim of the Waterbury Dome. This work was followed by 37.2 line kilometres of DC-resistivity geophysics and 3,100 metres of diamond drilling in nine drill holes in 2014. The primary focus of the drilling in 2014 was the Discovery Bay corridor to the west of the J Zone, and the Oban target area.

Geological Setting

The Waterbury property is located in the eastern portion of the Proterozoic Athabasca Basin. The Athabasca sediments unconformably overlie older crystalline basement complexes and in the project area specifically, the highly prospective Mudjatik – Wollaston Transition Zone ("**MWTZ**"). The MWTZ marks a gradational contact between bands of Paleoproterozoic metasediments and Archean granitic gneisses of the Mudjatik domain to the west and variably graphitic Paleoproterozoic metasediments and Archean granitic gneisses of the Wollaston domain to the east. The MWTZ currently hosts all producing uranium deposits in the Athabasca Basin including McArthur River and Cigar Lake.

The Athabasca basin in the project area is comprised of several hundred meters of Manitou Falls Formation fluvial, quartz rich conglomeratic sandstone. Basement rocks in the area are dominated by Archean orthogneisses, occurring as large domes, and steeply dipping, locally graphitic, Paleoproterozoic metasedimentary paragneisses to granofels. Directly below the Athabasca/basement unconformity is a zone of paleoregolith which commonly extends for many meters into the basement. The paleoweathered zone typically grades with depth from pervasive hematization into pervasive chloritization and finally into fresh rock. The unconformity surface is relatively flat on a large scale but in the Discovery Bay area local reverse faulting down drops the unconformity to the south-east.

The Athabasca Basin sedimentary rocks which overlie the Waterbury Lake project area typically range in thickness from 195 to 300 m. The upper portion of the sedimentary package is comprised of the Manitou Falls Collins (MFc) Formation pebbly quartz arenite which grades into Manitou Falls Bird (MFb) Formation pebble bedded quartz arenite at approximately 80m depth. An easily recognizable 5 to 7 m marker conglomerate exists in the MFb sandstone, and a basal conglomerate unit is almost always present directly above the unconformity. In the deposit area, the underlying basement geology is interpreted to be a steeply north-northwest dipping, east-west trending corridor of variably graphitic Wollaston Group metasedimentary gneisses, bounded to the north and south by thick zones of predominantly granitic Archean orthogneiss. The Archean orthogneisses apparently define two large dome structures identified as the north and south side orthogneiss domes. The stratigraphy of the metasedimentary corridor is dominantly comprised of: weakly graphitic cordierite-almandine pelitic gneiss, informally termed the 'typical J Zone pelitic gneiss'; graphite-sulphide rich pelitic gneiss; cordierite-almandine augen gneiss; and thin lenses of garnetite which appear to be more abundant along the southern edge of the corridor. A thick unit of strongly graphitic cataclasite exists within the graphite-sulphide pelitic gneiss.

Mineralization

The J Zone uranium deposit was discovered during the winter 2010 drill program at Waterbury Lake. The second drill hole of the campaign, WAT10-063A, was an angled hole drilled from a peninsula extending into McMahon Lake. It intersected 10.5 m of uranium mineralization grading 1.91% U_3O_8 including 1.0 m grading 13.87% U_3O_8 as well as an additional four meters grading at 0.16% U_3O_8.

The J Zone deposit is currently defined by 268 drill holes intersecting uranium mineralization over a combined east-west strike length of up to 700 m and a maximum north-south lateral width of 70 m. The deposit trends roughly east-west (80°) in line with the metasedimentary corridor and cataclastic graphitic fault zone.

Mineralization thickness varies widely throughout the J Zone and can range from tens of cm to over 19.5 m in vertical thickness. In cross section J Zone mineralization is roughly lens shaped with a relatively thick central zone that corresponds with the interpreted location of the cataclasite and rapidly tapers out to the north and south. Locally, a particularly high-grade (upwards of 40% U_3O_8) but often thin lens of mineralization is present along the southern boundary of the metasedimentary corridor. Ten meter step out drill holes to the south from these high-grade holes have failed to intersect any mineralization, demonstrating the extremely discreet nature of mineralization.

Uranium mineralization is generally found within several metres of the unconformity at depth ranges of 195 to 230 m below surface. It variably occurs entirely hosted within the Athabasca sediments, entirely within the metasedimentary gneisses or straddling the boundary between them. A semi-continuous, thin zone of uranium mineralization has been intersected in occasional southern J Zone drill holes well below the main mineralized zone, separated by several meters of barren metasedimentary gneiss. This mineralized zone is informally termed the south-side lens and can host grades up to 3.70% U_3O_8.

The J Zone deposit is generally flat lying (located roughly 200 m below the surface of McMahon Lake) and therefore whenever possible holes have been drilled vertically in order to intersect the ore lenses perpendicularly, thereby giving an approximate true thickness.

Mineral Resource Estimates

The Company retained GeoVector Management Inc. (" **GeoVector**") to independently review and audit mineral resource estimates in accordance with the requirements of NI 43-101. The Company received a technical report from GeoVector dated September 6, 2013 on its mineral resources at Waterbury Lake entitled "Mineral Resource Estimate On The J Zone Uranium Deposit, Waterbury Lake Property" (the "**J Zone Technical Report**"), a copy of which is available on the Company's profile on the SEDAR website at www.sedar.com. Allan Armitage, Ph.D., P.Geol., and Alan Sexton, M.Sc., P.Geol.,are the independent Qualified Persons for the J Zone Technical Report for the purposes of the requirements of NI 43-101.

J Zone Mineral Resources (1)(2)(3)

Category	100% Basis Tonnes (,000)	Grade (% U_3O_8)	Pounds of U_3O_8 (,000)	Company Share(4) Pounds of U_3O_8 (,000)
Indicated	291.0	2.00	12,800	7,700

Notes:

(1) The mineral resource estimates comply with the requirements of NI 43-101 and the classifications comply with CIM definition standards.

(2) The cut-off grade is 0.1% U_3O_8.

(3) Mineral resources are not mineral reserves and do not have demonstrated economic viability. No mineral reserves have as yet been defined.

(4) Denison's share is 60% of total mineral resources.

For the 2013 mineral resource estimate, a 3D wireframe model was constructed based generally on a cut-off grade of 0.03 to 0.05 % U $_3O_8$ which involved visually interpreting mineralized zones from cross sections using histograms of U_3O_8. 3D rings of mineralized intersections were created on each cross section and these were tied together to create a continuous wireframe solid model in Gemcom GEMS 6.5 software. The modeling exercise provided broad controls on the size and shape of the mineralized volume.

Based on a statistical analysis of the composite database, no capping was applied on the composite populations to limit high values for uranium. A histogram of the data indicates a log normal distribution of the metals with very few outliers within the database. Analysis of the spatial location of outlier samples and the sample values proximal to them led GeoVector to believe that the high values were legitimate parts of the population and that the impact of including these high composite values uncut would be negligible to the overall resource estimate.

Using waxed core and dry bulk density determinations a formula was derived relating bulk density to grade and was used to assign a density value to each assay. Bulk density values were used to weight grades during the resource estimation process and to convert volume to tonnage.

Uranium grade times density (GxD) values and density (D) values were interpolated into the block model using an inverse distance squared (ID2) algorithm. Block grade was derived from the interpolated GxD value divided by the interpolated D value for each block. Block tonnage was based on volume times the interpolated D value.

Two passes were used to interpolate all of the blocks in the wireframe, but 99% of the blocks were filled by the first pass. The size of the search ellipse, in the X, Y, and Z direction, used to interpolate grade into the resource blocks is based on 3D semi-variography analysis (completed in GEMS) of mineralized points within the resource model. For the first pass, the search ellipse was set at 25 x 15 x 15 metres in the X, Y, Z direction respectively. The Principal azimuth is oriented at 075º, the Principal dip is oriented at 0° and the Intermediate azimuth is oriented at 0°. For the second pass, the search ellipse was set at 50 x 30 x 30 metres in the X, Y, Z direction respectively. The Principal azimuth is oriented at 075º, the Principal dip is oriented at 0° and the Intermediate azimuth is oriented at 0°.

The mineral resources for the J Zone were classified as indicated based on drill hole spacing and continuity of mineralization. The block model was validated by visual and statistical comparisons of composite grades and block grades.

Mongolia: Gurvan Saihan Joint Venture

On March 13, 2007, Denison filed on the SEDAR website at www.sedar.com an independent technical report entitled "Technical Report on the Uranium Exploration Properties in Mongolia" prepared by Scott Wilson RPA in accordance with the requirements of NI 43-101 with respect to its uranium properties in Mongolia (the "**2007 Mongolia Report**"). Thomas C. Pool, P.E. and Neil N. Gow, P. Geo. are the independent Qualified Persons for the 2007 Mongolia Report for the purposes of the requirements of NI 43-101.

On March 28, 2011, Denison filed on the SEDAR website an independent technical report entitled "Technical Report on the Hairhan Uranium Property in Mongolia" prepared by RPA Inc. in accordance with the requirements of NI 43-101 with respect to updated mineral resources estimated for the Hairhan project (the "**2011 Mongolia Report**"). Hrayr Agnerian, M.Sc. (Applied), P. Geo. and William E. Roscoe, Ph.D., P.Eng. are the independent Qualified Persons for the 2011 Mongolia Report for the purposes of the requirements of NI 43-101. Collectively, the 2007 Mongolia Report and 2011 Mongolia Report are referred to herein as the "**Mongolia Technical Reports**."

Property Description and Location

Denison has been active in Mongolia for more than 20 years, and initial exploration commenced prior to the promulgation of the law on mineral resources in Mongolia in 1997 ("**Mineral Law of Mongolia**"). The following details the mineral resources estimated in the Mongolia Technical Reports. The other properties which Denison holds are covered in further detail in the section "Mineral Exploration – Mongolia."

The GSJV holds four exploration licences that were obtained under an agreement with the Government of Mongolia (the " **Mineral Agreement**") prior to the introduction of the Mineral Law of Mongolia. The GSJV licences have an area of 167,260 hectares and are located in the South Gobi region of Mongolia. This area is characterized as desert steppe and supports nomadic herdsmen.

Properties Obtained Prior to 1997

The GSJV was formed in 1994 by Energy Fuels Nuclear ("EFN"), the Government of Mongolia, and Geologorazvedka, a Russian entity. EFN held a 70% interest in the GSJV, and the Mongolian and Russian participants each held a 15% interest. Denison acquired the assets of EFN, including its interest in the GSJV, in 1997 and is the Managing Director of the GSJV.

The initial properties obtained by the GSJV were granted under a Mineral Agreement with the Government of Mongolia. The Mineral Agreement grants properties exclusively to the GSJV and establishes the fiscal and operating policies under which the GSJV operates. Under the GSJV Founding Agreement:

- The Government of Mongolia entered into the Mineral Agreement, granting the GSJV exclusive rights and permits to five areas (one area later released) without obligations for further licensing fees. This includes the obligation of the Government of Mongolia to provide all necessary authorizations, permits and licences needed by the joint venture to conduct business.

- The Russian participant contributed all of the exploration data, records, and information it possessed for the five areas.

- Denison was obligated to provide 100% of venture funding until the predetermined total had been reached (initially it was $4 million that then changed to $5.1 million).

Subsequent to the formation of the GSJV, Mongolia enacted the Mineral Law of Mongolia. The Mineral Law of Mongolia contains some conditions and provisions that were not consistent with the Mineral Agreement. However, the Mineral Agreement has been recognized as an “International Agreement” under the Mineral Law of Mongolia, and any inconsistencies between the Mineral Law of Mongolia and the Mineral Agreement have, thus far, been resolved in favour of the provisions of the Mineral Agreement.

In July 2009, the Great State Khural (the Parliament of Mongolia) enacted the Nuclear Energy Law of Mongolia (the “ **Nuclear Energy Law**”). The Nuclear Energy Law granted authority to the Mongolian Nuclear Energy Agency (the “**NEA**”), a new regulatory authority for all uranium and nuclear matters in Mongolia, and created a framework for all aspects of uranium resource development in Mongolia. The Company continued its activities in Mongolia under the authority granted to the NEA. Late in 2014, the Government of Mongolia reorganized, and the NEA was eliminated. Licencing authority was transferred to the Mineral Resources Authority, and the Ministry of Mining now has responsibility for review and acceptance of materials submitted by licence holders seeking to convert exploration licences to mining licences. The final review and approval panel for licensing matters is the Nuclear Energy Commission, which was preserved after the NEA was dissolved. Various other regulatory functions that were under the NEA have been delegated to other previously existing agencies.

A new Mongolian state-owned uranium company, MonAtom LLC (“ **MonAtom**”), was created by the Nuclear Energy Law and has been designated as the Mongolian Government’s participating entity in all uranium projects in Mongolia, and is thus the Mongolian partner in the GSJV.

There are a number of provisions under the Nuclear Energy Law that could have significant adverse effects on the GSJV, including restrictions on the ability of a licensee to transfer its licences or interests in its uranium properties, and the ability of the Government of Mongolia to acquire a 34% to 51% interest in each property at no cost to the Mongolian Government, depending on the amount of historic exploration on the property that was funded by the Government of Mongolia. This share interest would continue to be held by MonAtom. The Company and MonAtom started restructuring the GSJV in March 2012 to meet the requirements of the Nuclear Energy Law. In preparation for this restructuring, the Company acquired the Russian participant’s interest in the GSJV for nominal cash consideration and release of the Russian participant’s share of unfunded joint venture obligations. The Company now holds an 85% interest in the GSJV.

The GSJV and the Ministry of Mineral Resources and Energy (now the Ministry of Mining) completed the process of extending the terms of the GSJV's licences in accordance with the Mineral Law of Mongolia and the terms of the Mineral Agreement. The four original GSJV exploration licences remained valid under normal licence provisions until January 2012. Applications for mining licences, including requisite technical reports and data, were submitted to NEA in November and December 2011. In December 2012, the GSJV entered into a Pre-Mining Agreement with NEA, in accordance with provisions of the Nuclear Energy Law and the Mineral Law of Mongolia. This Agreement provides for a period of up to three years following expiration of the term of exploration licences to assess the technical viability of mining on each project and to collect such additional data as may be required to support decisions to initiate commercial development. The GSJV licences continued to be held as exploration licences through 2014 and into 2015. Various agencies of the government of Mongolia continue review of GSJV submittals required to obtain mining licences.

Issuance of uranium mining licences is under the authority of the Nuclear Energy Law; however the timing of mining licence issuance is uncertain.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Mongolia is a large, landlocked country with an area of about 1,566,000 square kilometres. The capital is Ulaanbaatar, which is located in the north central part of the country. Ulaanbaatar is the site of the only international airport in the country. The Trans-Mongolian Railway connects to the Trans-Siberian Railway in the north and the China rail system to the south. Much of the country is open and vehicle access is possible to most of the areas. Distances are large and roads are often poor or non-existent; however, road infrastructure is improving.

The climate in Mongolia is extreme continental. Temperatures are extreme in the winter (down to -50º C) and the summer (up to 40º C). In Ulaanbaatar, July is the warmest and wettest month, with an average temperature of 17º C and an average rainfall of 76 mm, while January is the coldest and driest month, with an average temperature of -25º C and no precipitation. Rainfall and temperature throughout Mongolia are variable depending on elevation.

Historical Exploration

Following approval of the formation of the GSJV in January 1994, work began immediately on a field program in the summer of 1994. The focus of the GSJV exploration was for deposits amenable to in-situ recovery ("**ISR**") production methods. The 1994 work consisted of limited delineation drilling at Haraat to expand known resources and to increase confidence in the resources. A small ISR field test was run in 1994 to determine the ISR favourability of the Haraat type mineralization.

In 1996, the GSJV began a major escalation of exploration work. A total of 30,210 metres were drilled, and 6,000 kilometres of gamma spectrometric surveys were run. The largest discovery encountered by the GSJV to that point in time was made at Hairhan. The discovery hole intersected a 14-metre thick mineral zone grading 0.144% U.

A major part of the 1996 program was the acquisition, assembly, and operation of an ISR pilot plant at Haraat. This plant was a fully integrated facility, capable of producing a final product, although drying and packaging equipment were not included. The testing in 1996 included both a test on mineralization above the water table, as well as a test below the water table, the latter being the normal operating regime for an ISR project. These tests confirmed that hydraulic control can be maintained and that uranium solubilization and mobilization can be controlled.

In May 1997, the Company acquired the assets of EFN including its interest in the GSJV. Work in 1997 expanded beyond the level of 1996, with efforts concentrated on drilling to define mineral resources and to test new exploration targets on the GSJV lands. The bulk of the 1997 drilling was in the Hairhan and Choir Depressions, with a modest amount of initial reconnaissance drilling conducted in the Ulziit Depression. The Ulziit drilling followed gamma spectrometric surveys to identify favourable locales. No ISR testing was conducted in 1997.

Work in 1998 was once again directed toward the objectives of exploration reconnaissance, resource delineation, and ISR testing, with over 50,000 metres of drilling, and the first stage ISR testing at the Hairhan deposit. The Hairhan Depression received the bulk of the exploration drilling effort in 1998. The mineralization depth ranges from 10 metres to 200 metres, with the average depth in the 60-metre to 80-metre range. The Hairhan 1998 test confirmed the leachability of the mineralization at Hairhan.

With the decline of the uranium price, no drilling was conducted during 1999; however, an extensive regional geologic reconnaissance program was conducted. In 2000, the GSJV Managing Director placed the GSJV program on “standby” status.

During 2004 and 2005, the GSJV resumed work and applied for additional exploration licences in six areas. In the Gurvan Saihan depression, previously identified uranium occurrences, as well as additional target areas within the depression, were tested with 159 holes totalling 12,533 meters. Results indicated that uranium mineralization was encountered in a variety of settings, which indicated that additional exploration drilling was warranted.

During 2006, the Company completed in excess of 54,000 metres of drilling, all on new targets which were identified through previous GSJV and Company reconnaissance programs. Based on the generally discouraging results of this drilling, the Company released a number of exploration licences.

Drilling in 2007 exceeded 56,000 metres and concentrated primarily on the Hairhan and Haraat projects to extend and define mineralized trends. Mineralization in the northern portion of the Hairhan deposit was encountered at depths not previously tested.

Activity increased in 2008 and over 72,000 metres were drilled, with the Hairhan and Ulziit projects receiving the majority of the attention. Hairhan drilling concentrated on infill drilling and developing mineral trends in zones below past drilled depths. At Ulziit, large regional programs were carried out to refine targets for detailed follow up drilling.

Drilling in 2009 was approximately 13,900 metres for fulfillment of annual work requirements for exploration licences and for initial testing of new mineral trends identified in the Choir Depression and at Ulziit.

Drilling in 2010, totaling slightly over 6,500 metres, was limited in scope to focus on essential priorities and to meet annual exploration work requirements. In the Choir Depression approximately 2,000 metres of wide-spaced drilling was directed toward further extension of the new mineralized trend developing along the east margin of the licence area. At Ulziit about 3,500 metres were drilled to test three specific targets, and favorable geology and uranium mineralization were confirmed at one of the three targets. A small volume of drilling was completed on the Gurvan Saihan licence to support finalization of resource estimation in accordance with Mongolian registration standards. From 2011 to 2013, exploration drilling continued. For descriptions of these programs, see “Mineral Exploration – Mongolia”.

Geological Setting

The geology of Mongolia is dominated by the Altaid orogen – an orogenic collage of subduction and accretion terranes that extend from the Ural Mountains to the Korean Peninsula (Yakubchuk et al., 2001, Dejidmaa and Badarch, 1999). This orogen formed between the Neoproterozoic and the Carboniferous. The Altaid rocks of Mongolia lie between the North China Craton and the Siberian Craton.

The Altaid rocks of Mongolia are a mélange of Neoproterozoic basement areas separated by various island arc segments and accretionary wedges. These various sedimentary and volcanic terranes have been intruded by mafic and felsic plutons ranging in age from Cambrian to Mesozoic. Cretaceous and younger basins unconformably overlie the Altaid rocks.

Late Mesozoic extensional basins are a prominent geological and topographic feature of central east Asia. The basins are interpreted as having formed in an intracontinental, back-arc tectonic setting in response to extensional faulting. These basins, likely fault bounded grabens and half grabens, were filled by eroded sediment during the Jurassic and Cretaceous periods.

Mineralization

The GSJV licences cover a number of the internal basins, or depressions, located in central Mongolia. All of these depressions appear to have similar geological features.

Depression fill is composed of non-lithified sediments with a total thickness of approximately 1,500 metres. The Lower Cretaceous sediments of the Dzuunbayan Formation are divided into two facies, with the first typically variegated and the second normally grey. The variegated section is comprised of conglomerate, sandstone, and siltstone, and occurs mainly on the margins of the depression. The second facies is comprised of lacustrine sediments, typically clays and argillaceous sandstone, with interbeds of brown coal and disseminated iron sulphides. Mineralization is typically found in sandy and silty units of the Dzuunbayan Formation and is intimately associated with organic enriched sediments. Mineralized bodies occur at the interfaces of oxidized and reduced sediments as well as within completely reduced zones. Mineralization is localized in roll fronts, as strata-bound layers, and as lenses and pods. Mineralization ranges from less than one metre thickness to thicknesses exceeding 20 metres.

Drilling

During the period between 1994 and 1999, a total of 147,058 metres were drilled. The drilling was carried out by Geologorazvedka working as a drilling contractor to the GSJV in the period from 1994 to 1998. In the period from 1994 to 1996, down hole logging was carried out by Geologorazvedka. In the period 1996 to 1998, down hole logging was carried out in-house. Some of the early drilling was logged using Russian equipment, but Mount Sopris equipment was in place relatively early in the program.

Exploration drilling resumed on GSJV properties in 2005, following the temporary cessation of programs in 2000. Drilling during the period of 2005 to 2010 totalled 247,934 metres, which includes exploration, resource definition, hydrogeological, environmental, and ISR test drilling. Since 2005, down hole logging was carried out by a Mongolian contractor using Mount Sopris equipment.

Sampling Method and Approach

A percentage of the rotary drill holes completed were cored. The purpose of this coring was to provide samples for testing to allow determination of specific gravity and disequilibrium factors for the deposits. Coring also allows analysis of various elements and a check of the reliability of the electric logging equipment.

Samples were selected on the basis of down-hole radiometric surveys, the presence of alteration in the cores, and handheld spectrometry results. Cores were split by hand. Samples ranged in length from 0.2 metres to 0.9 metres, but the bulk of the samples were either 0.2 metres or 0.3 metres. Samples were transported to the camp near Haraat for sample preparation.

Sample Preparation, Analyses and Security

Core samples were crushed in the GSJV camp to -200, +300 mesh size and transported to the Central Analytical Laboratory (" **CAL**") of Sosnovgeology, a state geological enterprise in Irkutsk, Russia. CAL is registered by the Russian Federation and is certified to standard N 41083-95. Analyses performed by CAL were carried out at a level suitable for the estimation of mineral resources. Reports translated from Russian indicate that the laboratory maintained internal quality control programs.

Data Verification

Uranium data acquisition for the Hairhan ISR project was focused primarily on gamma logging of rotary non-core drill holes with a small percentage of rotary core holes and accompanying chemical assays of core as a means of validating the gamma logging process. This is a standard means of data verification for such projects.

Other data verification exercises completed by RPA Inc. included: (i) location of drill hole collars in the field; and (ii) manual checking of the algorithm for converting down hole gamma readings to uranium grades.

Mineral Resource Estimates

For the mineral resource estimate, RPA Inc. accepted and used the drill hole database compiled by Denison for its 2010 estimate. Denison carried out a detailed correlation of approximately 520 drill holes within the Hairhan deposit. Correlation of the geophysical logs was accomplished using commonly accepted subsurface exploration methods with a primary emphasis on identifying sands, interbedded shales, and lignites and assigning them "formation" marker designations.

The raw borehole natural gamma data (counts per second or CPS) were processed using the Denison in-house GAMLOG program (based on Scott's AEC Algorithm), with output generated on 10 cm intervals in percent U. For each mineralized zone and for each drill hole, thickness ("**TH**") and grade x thickness (" **GT**") were calculated using the following parameters:

Cut-off Grade	0.02%U
Minimum Thickness (TH)	2 metre
Grade X Thickness (GT)	0.04
Waste Thickness	2 metres

The values for the density and disequilibrium factor are based on calculations completed by Geologorazvedka. Density is 1.65 tonnes per cubic metre and the disequilibrium factor is 1.0.

RPA Inc. reviewed the correlations of sandstone units hosting the uranium mineralization and found them to be reasonable. The Denison database was used to plot plans for each mineralized zone showing the GT and TH values for each drill hole that penetrated the zone, with a minimum GT value of 0.05 metre %. The GT value and the TH values were contoured by hand on separate plans and the contours were digitized into AutoCAD.

Each lens within each mineralized zone was classified by the number of drill holes and spacing of the holes, to reflect confidence in the lens mineral resource estimate. In general, drill hole spacing is in the order of 100 metres. In some areas where good mineralization was encountered, drill hole spacing was closed up, and in a few locations, clusters of several holes were drilled at a spacing of tens of metres.

Indicated mineral resource lenses were generally defined by a minimum of three drill holes. Some lenses had up to twenty or more drill holes. In general, the indicated mineral resource lenses were contourable and were estimated by the contour method described above.

Inferred mineral resource lenses were mostly defined by a single drill hole or by two drill holes clustered closely together. In a few cases, inferred mineral resource lenses were defined by two drill holes on the order of 100 metres apart.

In 2011, RPA Inc. estimated mineral resources for the Hairhan property as summarized in the table below based on exploration drilling conducted up to 2008. The cut-off is 0.04 metre% GT over a minimum of two metres. The average thickness of the indicated mineral resources is 3.7 metres and of the inferred mineral resources is 3.0 metres.

Hairhan Mineral Resource Estimates (1)(2)(3)(4)(6)

	100% Basis				**Company Share(5)**
Category	**Tonnes (,000)**	**Grade % U**	**Tonnes U**	**Pounds U_3O_8 (,000)**	**Pounds of U_3O_8 (,000)**
Indicated	12,261	0.062	7,612	19,800	16,800
Inferred	5,536	0.040	2,236	5,800	4,900

Notes:

(1) The mineral resource estimates comply with the requirements of NI 43-101 and the classifications comply with CIM definition standards. Mineral resources are not mineral reserves and do not have demonstrated economic viability. No mineral reserves have as yet been defined.
(2) The cut-off grade is 0.02%U.
(3) Minimum thickness of 2 metres.
(4) Density is 1.65 tonnes per cubic metre.
(5) Based on 85% interest in the GSJV.
(6) Inferred mineral resources have a greater amount of uncertainty as to their existence and as to whether they can be mined economically. It cannot be assumed that all or part of the inferred mineral resources will ever be upgraded to a higher classification.

There are no 43-101 compliant mineral reserves or resources estimated for any of the other Denison Mongolia properties at this time. See "Mineral Exploration – Mongolia" for a discussion of recent exploration activities.

Mutanga Project, Zambia

Denison acquired 100% of the Mutanga Project (" **Mutanga**") in 2007 through the acquisition of OmegaCorp. Mutanga is comprised of the Mutanga, Dibwe and Dibwe East deposits plus a number of exploration areas.

On March 20, 2009, the Company filed on SEDAR an independent technical report entitled "NI 43-101 Technical Report Mutanga Uranium Project, Zambia" (the "**Mutanga and Dibwe Report**") prepared by CSA Global in accordance with the requirements of NI 43-101 with respect to the Company's deposits in Mutanga. Malcolm Titley, B.Sc. (Geology and Chemistry), MAusIMM, MAIG, is the independent Qualified Person for the Mutanga and Dibwe Report for the purposes of the requirements of NI 43-101.

On March 28, 2012, Denison filed on SEDAR a technical report entitled "The Dibwe East Project, Southern Province, Republic of Zambia" prepared by the Company and audited by RPA Inc. in accordance with the requirements of NI 43-101 with respect to mineral resources estimated for the Dibwe East project (the "**Dibwe East Report**"). William E. Roscoe, Ph.D, P. Eng. is the independent Qualified Person for the Dibwe East Report for the purposes of the requirements of NI 43-101.

Subsequently, in response to a request by the Ontario Securities Commission, the Company filed on SEDAR a new technical report for the project dated September 12, 2013 and entitled "Mineral Resource Estimates for the Mutanga Uranium Project" (the "**Combined Mutanga Report**"). This report supports the mineral resource estimates for all of the deposits at Mutanga and replaces the Mutanga and Dibwe Report and the Dibwe East Report**.** Malcolm Titley, B.Sc. (Geology and Chemistry), MAusIMM, MAIG, is the independent Qualified Person for the Combined Mutanga Report for the purposes of the requirements of NI 43-101.

Property Description and Location

Mutanga is located in a sparsely populated region in southern Zambia, in the Siavonga District of the Southern Province, approximately 200 kilometres south of the nation's capital, Lusaka.

Mutanga is comprised of two mining licences (13880-HQ-LML and 13881-HQ-LML) encompassing 457.3 square kilometres. The mining licences are held by Denison Mines Zambia Limited, a wholly-owned subsidiary of Denison and have a term of 25 years to April 2035.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Mutanga is located approximately 200 kilometres south of Lusaka. The main road from Lusaka to Siavonga (the nearest town to the project site) is in fairly good condition. The mine site itself is located east of the main road and is accessed via 39 kilometres of poorly maintained gravel road, for which a four-wheel drive vehicle is required.

The Mutanga site lies to the south of the Zambezi escarpment and is situated in the Zambezi valley at an altitude of 600 metres above sea level. The climate is warm to hot with dry warm winters and hot summers during which the seasonal rainfall occurs. The average annual rainfall is approximately 720 mm and occurs from November to March.

The population is very sparse and limited to small family settlements. No service facilities or accommodations are available in the area. Electric power is available from the national grid approximately 60 kilometres from the project. Ground water sources are available.

Historical Exploration

Uranium was first identified in the area in 1957 after a ground survey located five radiometrically anomalous areas in the vicinity of Bungua Hill, west of Siavonga. Further exploration in 1958 and 1959 then found low-grade uranium mineralization that could be followed for over 800 metres of strike extent. Confirmation of this uranium mineralization was further defined in two campaigns after regional airborne magnetic and radiometric surveys had been flown over the area in 1974. The Geological Survey of Zambia ("**GSZ**") conducted a ground investigation (1973 to 1977) and a second campaign was conducted by the Italian oil company AGIP S.p.A. ("**AGIP**") between 1974 and 1984.

GSZ and AGIP completed fairly extensive field programs on several areas and carried out resource estimations on prospects within the current licence area. The Mutanga and Dibwe deposits were investigated by AGIP during the late 1970s and early 1980s. Considerable exploration was undertaken including extensive resource drilling. AGIP estimated a combined resource for Mutanga and Dibwe containing more than 20 million pounds of U_3O_8.

The third exploration episode, from 2004 to present, began with the granting of a prospecting licence over AGIP's main historic uranium prospects to Okorusu Fluorspar Pty Ltd in 2004. This was transferred in 2005 to OmegaCorp, who drilled eleven drill holes (649 metres) at the Mutanga prospect in 2006 to confirm the resource identified by AGIP.

Geological Setting

The Mutanga uranium deposits are located within the Zambezi Rift Valley which is characterized by large fault-bounded valleys filled with Permian, Triassic and possibly Cretaceous sediments of the Karoo Supergroup. The Lower Karoo Group comprises a basal conglomerate, tillite and sandstone overlain unconformably by conglomerate, coal, sandstone and carbonaceous siltstones and mudstones (the Gwembe Formation), and fine-grained lacustrine sediments of the Madumabisa Formation. The Upper Karoo sediments unconformably overlay the Lower Karoo and comprise a series of arenaceous continental sediments overlain by mudstones capped by basalt.

Mineralization

The uranium mineralization identified to date is restricted to the Escarpment Grit Formation of the Karoo Supergroup. Within the tenement area, the Karoo sediments are in a northeast trending rift valley. They dip shallowly to the southeast and are displaced by a series of normal faults, which, in general, trend parallel to the axis of the valley. The Madumabisa Mudstones form an impermeable unit and are thought to have prevented uranium mineralization from moving further down through the stratigraphy.

Mineralization is associated with mudstones, siltstones, mud clasts, and iron-rich areas (goethite). It occurs as disseminations in pore spaces, and along joints and other fractures.

It is probable that the uranium was eroded from the surrounding gneissic and plutonic basement rocks during weathering and deposition of the immature grits and sandstones. The uranium was transported together with this material in a presumably arid environment. Uranium was precipitated during reducing conditions in certain favourable units. Later fluctuations in the groundwater table caused remobilization of this material; uranium was again dissolved and then re-deposited in reducing, often clay-rich areas.

Drilling

RC and diamond drilling are the principal methods of exploration and mineralization delineation after initial geophysical surveys. Drilling is generally conducted during the dry season but can be conducted year round.

Mutanga and Dibwe

The first drilling on the Mutanga project subsequent to Denison's acquisition of OmegaCorp commenced on October 17, 2007 at the Dibwe deposit. The initial focus of the drilling campaign was to collect bulk sample material from the Dibwe prospect for metallurgical testing. This program continued until the onset of the rainy season in the first week of December 2007.

All rigs were relocated to the Mutanga deposit for the 2007/08 rainy season. The objective of the program was infill drilling to support an NI 43-101 estimate. Drill hole spacing was 50 x 50 metres. After the end of the rainy season in April 2008, the rigs returned to Dibwe (Central) for a 50 x 100 metre infill program. A total of 45,598 metres of development drilling was completed by July 2008, and the rig fleet transferred to exploration drilling. A total of 27,341 metres of exploration drilling on twelve previously untested prospects was completed in 2008. Two of the most promising of these new prospects were Zones 1 and 2 within the Dibwe East area.

Dibwe East

The mineral resource estimate was based on 237 drill holes totaling 21,729 meters drilled in 2011. Drill holes were spaced 100 meters to 200 meters apart along profiles spaced 200 meters apart. Additional drilling was completed in 2012 that has not been incorporated into the Dibwe East mineral resource estimate.

Security of Samples

Mutanga and Dibwe

RC and diamond drilling samples were shipped to Genalysis in Johannesburg for preparation. Once prepared, the assay pulps were forwarded by Genalysis to its Perth assay laboratory where the samples were held in secure, quarantined storage.

Dibwe East
RC and diamond drilling samples were shipped to ALS Minerals in Johannesburg for preparation and assay. ALS considers customer confidentiality and security of utmost importance and takes appropriate steps to protect the integrity of sample processing at all stages from sample storage and handling to transmission of results. All electronic information is password protected and backed up on a daily basis. Electronic results are transmitted with additional security features. Access to ALS Mineral laboratories' premises is restricted by an electronic security system. The facilities at the main lab are regularly patrolled by security guards 24 hours a day.

Data Verification: Processes for Determining Uranium Content by Gamma Logging

Mutanga and Dibwe
The primary method of collecting information is through extensive drilling (both RC and diamond drill coring) and the use of down hole geophysical probes. The down hole geophysical probes measure natural gamma radiation in counts per second (cps), from which an indirect estimate of uranium content can be made.

The basis of the indirect uranium grade calculation (referred to as "eU $_3O_8$" for "equivalent U_3O_8") is the sensitivity of the sodium iodide crystal used in each individual probe. Each probe's sensitivity is measured against a known set of standard "test pits," with various known grades of uranium mineralization, located at the U.S. Department of Energy's Grand Junction, Colorado office. The ratio of cps to known uranium grade is referred to as the probe "K-Factor," and this value is determined for every gamma probe when it is first manufactured and is also periodically checked throughout the operating life of each probe. In addition, certain boreholes at the Mutanga property are cased and the probes are periodically checked for any instrument drift. Application of the K-Factor, along with other probe correction factors, allows for immediate grade estimation in the field as each drill hole is logged.

Dibwe East
The drill hole chemical assay data were compared with assay data received directly from ALS Minerals. Some of the RC holes were re-logged by geophysical probe to confirm the original readings. The drill hole survey locations were visually checked. Core logging information was verified against core photographs. Other information in the database was verified.

Check assays at the secondary laboratory were plotted against the primary assay results and appear to be approximately 15% higher than the original laboratory assays. Analyses of reference standards compared well with standard values. Field duplicates gave some scatter but correlated reasonably well with original sample assays. Other than a few outliers, field blanks showed very little variation and assay values were typically less than 4ppm.

Comparison of the U_3O_8 grades with chemical assays from core holes determined a disequilibrium factor of -33% which was applied to all radiometric assay values in the database.

Core Sampling, Processing and Assaying
Core and RC chip samples were collected for a number of purposes in addition to purely geological reasons: verification of lithology as determined from geophysical logging and examination of drill cuttings of RC; determination of uranium content as a general check of gamma probing to determine if gamma measurement and chemical uranium content are close to balance (this is referred to as "radiometric disequilibrium"); whole rock analysis; and specific geochemistry for uranium species and other minerals of interest. Core diameter is typically 76 mm. For intervals selected for laboratory analyses, one half of the core was normally used and the other half retained. The minimum length of core submitted was usually 0.2 metres and the maximum length per sample was 0.4 metres. Sample intervals were selected by geologists in the field based on lithology, oxidation/reduction and uranium grade (from gamma logging and from hand-held gamma counters).

Drill hole logging was conducted by trained and dedicated personnel devoted solely to this task. The tools and a complete set of spares were manufactured by Mount Sopris Instrument Company in Golden, Colorado and were shipped to Zambia in 2007, ahead of the drilling season. Denison retained the services of a senior geophysical consultant to oversee training, implementation and quality control protocols with the Zambian logging personnel. All tools were checked and calibrated before being shipped to Zambia and a variety of system checks and standards were also established for routine checking and calibration of tools. In addition, Denison cased a mineralized hole at one of its centrally located development areas and this cased hole was logged periodically to ensure exact repeatability of the gamma probes.

Drill hole logging data was stored on digital media in the logging truck at the exploration sites. The digital data are periodically brought in from the field locations to the Lusaka office. The raw and converted logging data was copied and then sent via e-mail to Denison's Saskatoon office, where all data was checked and reviewed.

Samples of drill core were chosen on the basis of radiometric data collected during core logging. This radiometric data was obtained by using a hand-held scintillometer and on the basis of subsequent down hole probing. The hand-held scintillometer provides quantitative data only and cannot be used to calculate uranium grades; however, it did allow the geologist to identify uranium mineralization in the core and select intervals for geochemical sampling.

Additional samples were collected above and below the horizons of interest in order to "close-off" sample intervals. Sample widths were selected according to radiometric values and lithologic breaks or changes. All reasonable efforts were made to ensure that splitting of the core was representative and that no significant sampling biases occurred. Once the sample intervals were identified, an exclusive sample number was assigned to each interval and recorded by the on-site geologist.

After the geological logging of the core and sample selection, all of the selected sample intervals of drill core were split longitudinally at the drill site. One half of the core was placed in a new sample bag along with a sample tag corresponding to the sample number. The other half of the core was re-assembled in the core box and stored for future reference. As standard procedure, field duplicates are included in assay suites sent to the laboratory and reference samples are used to verify laboratory controls and analytical repeatability.

Mutanga and Dibwe
Samples were analyzed at Genalysis in Perth. Samples were transported in a dedicated truck from Zambia to Johannesburg, where Genalysis operates a dedicated sample preparation facility. The sample was crushed, pulped and homogenized and a sample pulp air freighted to the lab in Perth, Australia.

The Genalysis laboratory has been in operation since 1975 and is fully certified and accredited by Australian standards. Genalysis is an accredited NATA (National Association of Testing Authorities, Australia) laboratory (Number 3244). Genalysis has been approved by AQIS (Australian Quarantine and Inspection Service) for the receipt and treatment of samples from interstate and overseas. Genalysis is an Associate Member of the Association of Mining and Exploration Companies Inc. and a Member of the Standards Association of Australia.

Dibwe East
Samples were analyzed at ALS Minerals in Johannesburg. Samples were transported by airfreight or truck to ALS's facility in Johannesburg, where ALS performs sample preparation on all samples submitted.

Mineral Resource Estimates
In preparing the Combined Mutanga Report, U_3O_8 grades were estimated into a block model for each deposit, constructed to honour the interpreted mineralized zones and the surface topography. Blocks within each model were divided into relevant domains using three dimensional wireframe models and were constrained by the surface topography. Adequate waste was built into the block models to ensure that they were suitable for open pit optimisation and mine planning. To speed up processing time, waste blocks were filtered out of each block model prior to grade interpolation and then re-merged into the block file after grades were assigned to each model.

Ordinary kriging was used to estimate U_3O_8 based on the modelled variogram parameters. Inverse distance squared estimation was completed as a comparison with the kriged estimate.

The grade interpolation strategy for both deposits involved setting up search parameters in a search ellipse for each domain, which was then aligned to the geometry of each domain. A series of grade interpolation "runs" were then completed, at progressively larger search distances until all blocks received an interpolated grade. Constraints were applied to the number of grade values and holes used in the interpolations in order to improve the reliability of the estimates.

Upon completion of grade estimation for both deposits, a series of block model validations were completed to test the robustness of each estimate.

Mineralized zones at Dibwe East were interpreted and correlated using the geophysical logs into A, B and C Horizons which extend to a depth of approximately 110 metres below surface.Grade contours at 0.02% eU_3O_8 for each horizon were used in combination with top and bottom surfaces to construct mineralization wireframes. Statistical analysis indicated that erratic high-grade values should be top-cut to 0.3% ppm eU_3O_8. Top-cut assays were composited into 1 metre lengths within the mineralized wireframes and used to interpolate grades into 20 metres by 20 metres by 2 metres blocks using an inverse distance squared algorithm. Two passes were used with different search radii. A bulk density of 2.1 tonnes per cubic metre was used as per previous resource estimates for the Mutanga Project.

The block model was validated by means of:

- Comparison of domain wireframe volumes with block volumes.
- Visual comparison of composite grades with block grades.
- Comparison of block grades with composite grades used to interpolate grades.
- Comparison with estimation by the contour method.

The Mineral resource is reported within a preliminary Whittle pit shell. The Mineral resources are all classified as inferred because of the relatively wide drill hole spacing (approximately 100 metres by 200 metres) and uncertainties in the eU_3O_8 grade values, in particular disequilibrium factors.

Mutanga Mineral Resource Estimates[1][2][3][4]

Deposit	Classification	Tonnes (000s)	Grade (%U_3O_8)	U_3O_8 (000 lbs.)
Dibwe East[5]	Inferred	39,800	0.032	28,200
Mutanga [5]	Measured	1,880	0.048	2,000
	Indicated	8,400	0.031	5,800
	Inferred	7,200	0.021	3,300
Dibwe[5]	Inferred	17,000	0.023	9,000
Mutanga Ext.[6]	Inferred	500	0.034	400
Mutanga East[6]	Inferred	200	0.032	100
Mutanga West[6]	Inferred	500	0.034	400

Classification	Tonnes (000s)	Grade (%U_3O_8)	U_3O_8 (000 lbs.)
Measured	1,880	0.048	2,000
Indicated	8,400	0.031	5,800
subtotal M&I	*10,280*	*0.034*	*7,800*
Inferred	65,200	0.028	41,400

Notes:

(1) The Mutanga, Mutanga Ext, Mutanga East, Mutanga West and Dibwe mineral resource estimates have been prepared in accordance with the requirements of NI 43-101 and the classifications comply with CIM definition standards.
(2) Mineral resources are not mineral reserves and do not have demonstrated economic viability. No mineral reserves have as yet been defined.
(3) Mineral resources are estimated with no allowance for mining dilution, mining recovery or process recovery.
(4) Inferred mineral resources have a greater amount of uncertainty as to their existence and as to whether they can be mined economically. It cannot be assumed that all or part of the inferred mineral resources will ever be upgraded to a higher classification.
(5) Reported above a cutoff grade of 0.01% U_3O_8
(6) Reported above a cutoff grade of 0.02% U_3O_8

Recent drilling at Mutanga has validated the previous historical drilling data and provided increased confidence in the U_3O_8 grade, geological interpretation and tonnage factors resulting in a significant portion of Mutanga being classified as indicated mineral resources. The remainder of the mineral resource has been assigned to the inferred mineral resource category, due to the limited understanding of geological continuity, low drilling density and the uncertainty surrounding the historical data.

Historical Estimates

On several of Denison's mineral properties, estimates of mineral reserves or mineral resources have not been prepared in accordance with NI 43-101; however, historical mineral resource estimates exist for the projects, as discussed below. The Company is not treating the following historical estimates as current mineral resources or reserves.

In Canada, on the McClean Joint Venture, the McClean South trend is located parallel to and approximately 500 metres south of the McClean North trend (see "Mineral Properties – McClean Lake"). There are two presently known mineralized pods which were drilled by Canadian Oxy during 1979-1980: the Southwest Pod and the Southeast Pod. The original owner of the property, Canadian Oxy, prepared estimates of tonnages, grades and contained uranium for these deposits as of 1980, which have not been verified by Denison. The results of these estimates are set out below.

McClean South Historical Estimates[(1)(2)]

Deposit	Tons (,000)	Grade (% U_3O_8)	Pounds of U_3O_8 (,000)	Company's Share Pounds U_3O_8) (,000)
Southwest Pod	47.6	2.10	2,000	500
Southeast Pod	126.7	0.73	1,900	400

Notes:
(1) The historical estimates do not comply with the requirement of NI 43-101. CIM definitions are not used.
(2) The historical estimates cannot be verified and the estimates are not necessarily indicative of the mineralization on the property.

This trend will require future evaluation to upgrade this historical estimate as a current mineral resource estimate.

On the Haraat deposit in Mongolia, Geologorazvedka prepared an estimate of the mineral resources in 1998. The methodology used for the historical mineral resource estimation at Haraat is standard in the former Soviet Union. It used Russian gamma logs from the 1988 and 1994 drilling and American gamma logs for the 1996 drilling, which were all converted to a common database and corrected for disequilibrium using the results of 1,950 core sample chemical analysis. A correction was also applied for moisture content for mineralization below the water table.

The methodology for the Haraat mineral resource estimate is considered reliable to the level of classification specified. As reported in the 2007 Mongolia Report, Scott Wilson RPA considers that the mineral resources, as shown in the following table, in the Haraat area are equivalent to inferred mineral resources and, because they are potentially economic, are relevant.

Haraat Historical Estimate[(1)(2)]

Category	Tonnes (,000)	100% Basis Grade[(3)] (% U)	Pounds U_3O_8 (,000)	Company's Share[(4)] Pounds U_3O_8 (,000)
Inferred Mineral Resources	10,600	0.023	6,400	5,400

Notes:
(1) The mineral resource estimate does not comply with the requirements of NI 43-101. In the opinion of Scott Wilson RPA, the classification complies with CIM definition standards.

(2) The historical estimates cannot be verified and the estimates are not necessarily indicative of the mineralization on the property.
(3) The cut-off grade is 0.01% eU (0.012%U_3O_8).
(4) Based on 85% interest in the GSJV.

Part of the Haraat deposit is above the water table and part is below. The mineral resources below the water table are presently considered potentially exploitable by ISR methods. Mineralization above the water table requires further work to confirm its possible economic potential and is not included in the historical resource estimate.

In June 2007, the Company received a technical report entitled "Technical Report on the Elliot Lake Property, Elliot Lake District, Ontario" from Scott Wilson RPA (the "**Elliot Lake Report**"), a copy of which is available on SEDAR. Scott Wilson RPA compiled the historic mineral resources for the Elliot Lake deposits and reported in accordance with the requirements of NI 43-101. The mineral resource estimate is based on historical mine records at the time of the shutdown of the mines in 1992. No subsequent work has been carried out since that time.

Elliot Lake Historical Estimates(1)(2)(3)(4)

Category	100% Basis Tons (,000)	Grade (pounds/ton)	Company Share Pounds of U_3O_8 (,000)
Developed	89,200	1.29	115,000
Undeveloped	80,500	1.13	90,000
			205,000

Notes:
(1) The mineral resource estimate does not comply with the requirements of NI 43-101. CIM definitions are not used.
(2) The cut-off grade is 0.8 pound/ton U_3O_8.
(3) A minimum mining width of 6 feet was used and no mining recovery factors were applied.
(4) The historical estimates cannot be verified and the estimates are not necessarily indicative of the mineralization on the property.

In the opinion of Scott Wilson RPA, although the historical estimate cannot be verified, the estimate is considered to be reasonable based on the estimation methods at the time. The current historical resource, without access to the drilling information, cannot be classified directly under the CIM classification standards incorporated under NI 43-101. The mineral resource estimates were originally classified for the purposes of the Elliot Lake Report as developed and undeveloped. Developed mineral resources are those resources that have been developed for mining and represent total mineralization remaining after partial extraction during the previous mining operations. Undeveloped mineral resources are located in blocks beyond existing development workings where no mining has taken place.

Denison completed the acquisition of Rockgate in January 2014 and, as a result, added the 100% owned Falea uranium project in Mali to its portfolio of assets in Africa. Prior to Denison's acquisition of Rockgate, Rockgate received mineral resource estimates in 2012 prepared by Minxcon (Pty) Ltd for the Falea deposit which have not been verified by Denison. No subsequent work has been carried out since that time. The results of these estimates are set out below.

Falea Historical Estimates[1][2][3]

Category	Tonnes (,000)	100% Basis = Company's Share Grade (% U_3O_8)	Pounds U_3O_8 (,000)	Grade (% Cu)	Pounds Cu (,000)	Grade (g/t Ag)	Ounces Ag (,000)
Measured	1,390	0.140	4,300	0.197	6,000	79	3,500
Indicated	14,280	0.079	25,300	0.217	68,200	53	24,400
subtotal M&I	*15,670*	*0.084*	*29,600*	*0.215*	*74,200*	*55*	*27,900*
Inferred	15,350	0.044	15,700	0.240	81,200	18	8,900

Notes:

(1) The mineral resource estimate does not comply with the requirements of NI 43-101.

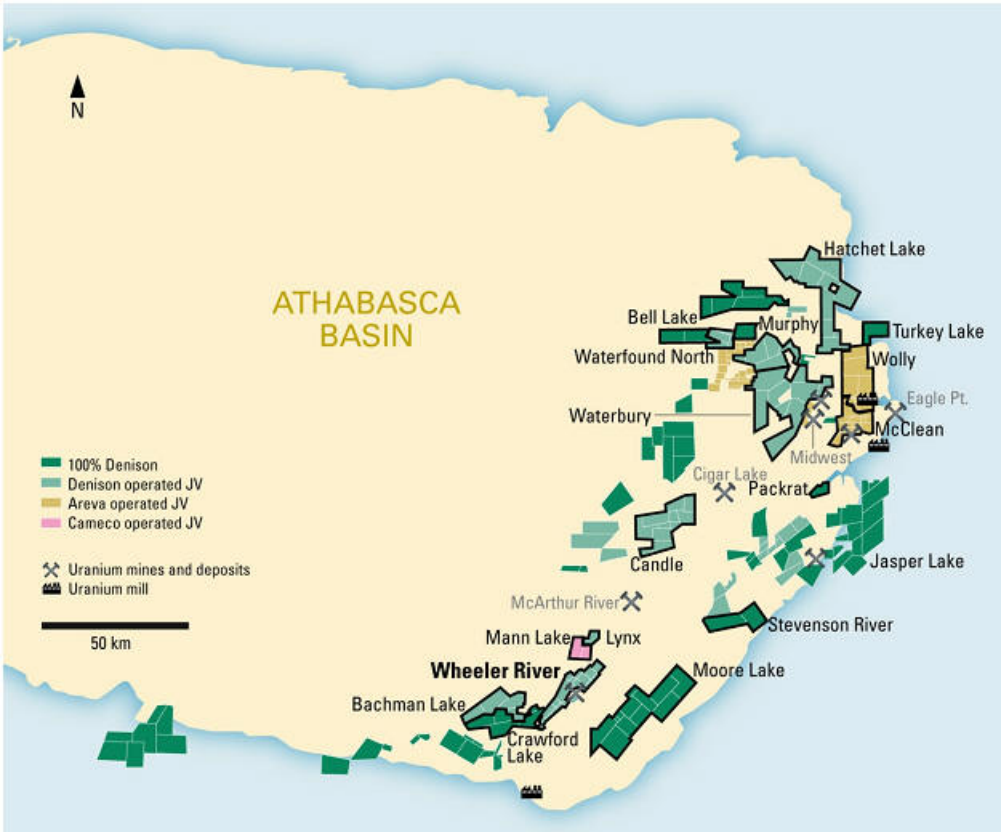
(2) The cut-off grade is 0.03 % U_3O_8.

(3) The historical estimate cannot be verified and the estimate is not necessarily indicative of the mineralization on the property.

Mineral Exploration

Saskatchewan

In the Athabasca Basin, Denison currently has interests in 41 exploration projects, which are located primarily on the eastern side of the Basin. During 2014, 52,260 metres were drilled on 10 projects which Denison operates A further 5,645 metres were drilled by ARC on the McClean and Wolly properties and 9,838 metres were drilled by Cameco on the Mann Lake property. The highlight from the 2014 drilling results is the discovery of the Gryphon zone at the 60% owned Wheeler River project, plus the extension of high grade mineralization at the Phoenix A deposit – also at Wheeler River. Results from Denison's highest priority properties from the 2014 program are discussed below.



Wheeler River

Denison holds a 60% interest in the Wheeler River project consisting of 19 mineral claims totalling 11,720 hectares. The other parties are Cameco with a 30% interest and JCU holding the remaining 10%. Denison is the operator. Wheeler River is favourably located along strike from the McArthur River mine and is underlain by many of the same geological features. A prime target during the 2005 to 2008 period has been the quartzite ridge, where significant but uneconomic mineralization has been intersected at a depth of 300 metres, at two different locations along the footwall of the ridge separated by 600 metres.

A total of 27,263 metres was drilled in 58 holes at Wheeler River in 2012. Most of the drill holes (51) targeted mineralization at the Phoenix deposit. The other seven tested regional targets. Most of the drilling at Phoenix was definition drilling. Highlights include WR-435 (25.80% eU_3O_8 over 4.9 metres) and WR-437 (27.00% e U_3O_8 over 3.7 metres), both of which were drilled on a bulge in the deposit that is interpreted as a structural intersection.

Also, additional mineralization along strike to the northeast was observed in drill hole WR-447 which intersected 0.62% U $_3O_8$ over 6.8 metres. Other drill holes to the northeast have intersected significant alteration and structural disruption along trend, highlighting the open nature of the mineralized corridor in this direction.

In 2013, an aggressive exploration program at Wheeler River (25,650 metres in 50 drill holes) included some additional drilling at Phoenix, but focused more on exploration of other target areas that had been underexplored since the discovery of the Phoenix deposits. Highlights from this work include the discovery of a new area of mineralization at the 489 zone (i.e: 0.42% U_3O_8 over 3.0 metres in WR-518), and the extension of high grade mineralization at Phoenix (i.e: 43.8% U_3O_8 over 12.0 metres in WR-525).

Some additional infill drilling was completed at the Phoenix deposit in early 2014, This work was successful in extending high grade mineralization into some areas previously modelled as low grade. These results, combined with the results from 2013 prompted Denison to complete an updated mineral resource estimate for the Phoenix deposit in June, 2014.

Exploration efforts in 2014 were focused on the K trend along the western edge of the property. This resulted in the discovery of the Gryphon zone of high grade basement hosted uranium mineralization within the K North area, approximately three kilometres northwest of the Phoenix deposit. Drill hole WR-556 was the discovery hole, intersecting 15.3% U_3O_8 over 4.0 metres approximately 180 metres beneath the sub-Athabasca unconformity. Subsequent drilling on a coarse 50 metre x 50 metre grid defined a substantial zone of uranium mineralization that consists of several parallel, stacked lenses of varying thickness that are concordant with the moderate east dipping stratigraphy and foliation, and plunge moderately to the northeast. At the end of 2014 the zone measured approximately 350 metres in the along plunge dimension and 60 metres across the plunge and is open in both the up-plunge and down-plunge directions. No mineral resources have been estimated for the zone to date.

McClean Lake

The McClean Lake project includes the deposits of the Sue Trend, and the JEB, Caribou and McClean Lake sandstone hosted deposits. The "Sue Trend" represents an arcuate graphitic gneiss which flanks various granitic domes, and one of these domes is associated with virtually all of the mineralization at the property. Depths to basement are relatively shallow, rarely exceeding 175 metres, which is well within the range of open pit mining methods. The Sue trend is host to five deposits, including Sue A, Sue C, Sue E and Sue B, all of which have been mined. The McClean group of deposits represents the fifth largest property in the Athabasca Basin in terms of production and identified mineral resources and has produced almost 50 million pounds U_3O_8 since inception. In the Company's view, significant exploration potential still remains.

Work in 2012 involved a continuation of the “brown-field” drilling program focused on discovering or expanding additional uranium resources proximal to existing deposits. A total of 4,300 meters of drilling was completed in 16 drill holes in the vicinity of Candy Lake at the McClean North deposit area. There were no results of significance from this drilling.

An additional 18 drill holes totalling 4,110 metres were completed at McClean Lake in 2013. Most of the drill holes were located in the JEB south area within three kilometers of the McClean mill and several intersected strong alteration zones associated with graphitic basement structures. This work was followed by additional drilling (2,515 metres) in 2014 in the JEB south, Vulture and Bena grid areas. No significant mineralization was intersected.

Midwest
No exploration activity has been carried out at the Midwest project since 2012.

Wolly
The Wolly uranium exploration project is a large and well located property which surrounds the McClean Lake uranium operations and comprises approximately 23,700 hectares, making it double the size of the Wheeler River project. Current ownership of the Wolly project is ARC at 62.9% and operator, Denison at 22.5% and JCU at 14.6% .

Wolly was first explored in the mid-1970s by its prior owners, due to its proximity to the Rabbit Lake discoveries. Because of the relatively shallow depths to the unconformity, which do not exceed 200 metres, drill testing there is less expensive than many other properties in the area. Wolly was originally included in the McClean Lake project area until the decision was made to place McClean into production, at which time McClean was separated from Wolly.

A drilling program consisting of 15 drill holes totaling 2,340 metres was completed in 2013. Most of the holes targeted electromagnetic conductors at the Snake Lake grid area. No significant mineralization was intersected.

In 2014, an additional program of diamond drilling consisting of 3,130 metres in 17 drill holes was completed in the Lasoy, Burnt Island and JEB south target areas. No significant mineralization was intersected, although structured graphitic basement and significant alteration in both the sandstone and basement were intersected in the JEB south area.

Bachman Lake Project
On Denison’s wholly-owned Bachman Lake project, early work concentrated on the two known conductor systems ML-1 and ML-2, while large parts of the property have only seen regional work. Denison believes that there is good potential for the discovery of unconformity type uranium mineralization on this property. As the project was in good standing, no work was carried out from 2010 to 2012.

In 2013, the Company completed 2,170 metres of drilling in three drill holes under the terms of an agreement with IEC. IEC was granted a one-time right to earn a 20% interest in the property by funding the 2013 drilling. No significant mineralization was intersected in the drilling, but several features worthy of follow up including graphitic structures and sandstone alteration were observed. The 2013 drilling was followed by a two hole, 1,194 metre program in 2014 as part of a combined Bachman Lake - Crawford Lake helicopter supported drilling program. The highlight of the program was the intersection of a large volume of sandstone alteration above faulted graphitic gneisses in drill hole BH-14-07 that may be an extension of the alteration zone, also intersected in 2014, along the CR-5 conductor on the adjacent Crawford Lake claim.

Bell Lake
The Bell Lake project became wholly owned by Denison following the JNR Acquisition and is located in the Athabasca Basin some 50 to 75 kilometres northwest of the Rabbit Lake mine. The project consists of nine claims totalling 26,550 hectares. Historic drill holes on the property indicate that the conductive horizons may be attributed to graphite and sulphides in the basement lithologies.

In 2012, the Company completed a winter geophysical survey and completed 2,100 metres of drilling in six drill holes. No significant mineralization was intersected in the program, however thick sequences of faulted graphitic basement rocks were observed.

An aggressive program of geophysical surveying including DC-resistivity and electromagnetic surveys were completed in 2013 to help refine targets for drilling in 2014. Eleven drill holes totalling 6,180 metres were completed in 2014 in both the Bell North and Bell South areas. No significant mineralization was intersected. Future exploration efforts will continue to systematically evaluate untested conductors on the property, portions of which will be prioritized with geophysical surveying.

Crawford Lake Project
Crawford Lake is 100% owned by the Company. A small program of diamond drilling consisting of 780 metres in one drill hole was completed during the summer of 2013 in conjunction with the work at the contiguous Bachman Lake project.

Exploration efforts at Crawford Lake were ramped up in 2014 beginning with a program of electromagnetic geophysical surveying that identified the new CR-5 conductor. This was followed by a five hole, 2,995 metre drilling program that was concentrated on the new conductor. Several drill holes encountered large volumes of sandstone alteration (desilicification, clay and bleaching) above structurally disrupted graphitic gneisses, most of which were intersected deep in the basement. Further drilling is required to evaluate this large alteration zone.

Hatchet Lake Project
Denison holds a 58.06% interest in the Hatchet Lake property with Anthem Resources Inc. (" **Anthem**") holding the remaining 41.94%. Denison is the operator. The property currently consists of 11 claims, totalling 33,930 hectares, which were acquired in 2004 and 2005. The area has been previously explored over the last 40 years by a number of prior owners including Urangesellschaft Canada Ltd., Saskatchewan Mining Development Corporation, Cogema Resources Inc. (now ARC), Numac Oil and Gas Ltd., Gulf Minerals Canada Ltd., Asamera Minerals Corp., Eldorado Resources Ltd., Cameco, JNR and the Company. Previous work has outlined several areas of interest in the Wollaston meta-sediments which surround broad Archean granite domes on the property.

In the Richardson-Crooked Lake area, geophysical surveys and about 150 drill holes have been completed over the 10 kilometre trend since 1976. This work outlined NW-SE trending conductors, anomalous radioactivity (up to 5,500 cps) at the unconformity, indicative alteration including bleaching, hematization and quartz dissolution concentrated near the unconformity, sheared graphite in the basement pelites and anomalous base metal values in basement fault zones and the basal sandstone. On the southeast part of the property, fairly comprehensive work has been completed in the Tuning Fork Lake area. In this area there is evidence of a NE oriented structure with unconformity offset. Hole Q20-1 intersected 0.1% U over 0.5 metres within basement lithologies in the hanging wall of the fault.

A winter drilling program consisting of 2,370 meters in 13 drill holes was completed in the Richardson Lake area of Hatchet Lake in 2013. The highlight of the program was the discovery of a new zone of uranium mineralization on the Crooked Lake grid. The best drill result was 0.20% U_3O_8 over 1.9 metres in drill hole RL-13-16.

In 2014, additional drilling (2,030 metres in 10 drill holes) was completed in the Richardson Lake area, primarily to follow up the 2013 results in RL-13-16. The program was not successful in extending the mineralization and that part of the Richardson Lake area has been down-graded in terms of prospectivity. To the south, drill hole RL-14-27 intersected an interesting zone of Pb-Zn-Ag mineralization that may be sedimentary-exhalative in origin. The zone contains 3.7% Pb, 0.3% Zn and 21 g/t Ag over 8.6 metres.

Johnston Lake
The Johnston Lake project is located approximately 40 km west of Points North and is accessible by float or ski plane. A winter drill road from the Cigar Lake mine site makes the area accessible by four-wheel drive in the winter months. The property consists of seven claims totalling 24,598 hectares. The property is underlain by Athabasca Group sandstones, which in turn overly Mudjatik Domain metamorphic rocks. The depth to the unconformity varies between 580 and 650 metres in the project area.

In 2009, Pitchstone Exploration Ltd. signed an option agreement with Denison to earn up to a 75% interest in the Johnston Lake project by spending CAD$1.0 million by February 28, 2012 to earn an initial 49%, and then spending an additional CAD$1.0 million by February 28, 2014 to earn a further 26% interest. In March 2011, Pitchstone informed the Company that it had met the requirements for the initial earn-in. Pitchstone was acquired by Fission in 2012 and Fission was acquired by Denison in 2013. As a result Denison now owns 100% of this property.

Over the period of 2009 and 2010, Pitchstone carried out a re-logging program and drilled a total of three holes on the property. Two of the three holes intersected weakly elevated uranium pathfinder elements and favourable basement lithologies. In 2011, they conducted a further three hole drill program. Weak uranium mineralization was intersected in two of the three drill holes.

No work was completed on this project in 2012. Three drill holes totalling 2,080 metres were completed at Johnston Lake in 2013 along with a DC-resistivity geophysical survey. This was followed by additional DC-resistivity surveying in 2014.

Moore Lake
The Moore Lake property became wholly owned by Denison following the JNR Acquisition and comprises 12 contiguous claims totaling 35,705 hectares. The property is located in the southeastern portion of the Athabasca Basin in the La Ronge Mining District of Saskatchewan. The Moore Lake property is subject to a 2.5% net smelter return royalty. The target on the Moore Lake property is an Athabasca unconformity type deposit.

Early exploration on the Moore Lake project has been at the Maverick zone, although uranium mineralization has been intersected in several other locations on the project. The primary exploration target area on the project is the 2.5 km long Maverick mineralized trend where pods of high grade unconformity-type mineralization have been outlined. Basement and sandstone hosted mineralization have also been intersected on the Avalon, Venice, Rarotonga, and Nutana Grid areas. Mineralized intercepts have been recovered along nearly 800 metres of strike, and the mineralized system has been traced by wide-spaced drilling for over three kilometres. Based on the program of 13 holes drilled in 2008, it was determined that the Maverick Zone was too small to be economically significant. Since then, work has consisted of several campaigns of resistivity geophysical surveying to identify targets along a reappearance of the Maverick stratigraphy.

A 2012 drill program was planned to follow up on the 2011 results, but due to poor winter conditions resulting in a lack of ice, the eight hole program was postponed. The work was eventually completed in 2013 with a program of DC-resistivity geophysical surveying and 5,110 metres of drilling in 12 drill holes – all of which were drilled in the Maverick extension – Esker grid areas. No significant mineralization was intersected.

In 2014, Denison completed additional DC-resistivity surveying plus a 4,100 metre (10 hole) drilling program. Targets were DC-resistivity anomalies along untested portions of electromagnetic conductors away from the Maverick extension – Esker grid areas, particularly in the Puka-Puka grid area. No significant mineralization was intersected, although several intervals of graphitic gneiss were observed.

Murphy Lake Project
Dension holds a 58.94% interest in the Murphy Lake project, with Anthem holdings the remaining 41.94%. Denison is the operator.

In 2012, an airborne VTEM survey was planned to better define the conductors identified in 2011, but the work was delayed due to adverse winter conditions and was actually completed in the spring of 2013. The survey was successful in extending the conductors. The only work completed in 2014 was a DC-resistivity geophysical survey on the main portion of the Murphy Lake property. Both the 2013 VTEM survey results and the 2014 DC-resistivity results require follow-up exploration.

Park Creek
Denison is the operator of the Park Creek uranium exploration project and has a 49% interest. Cameco holds the remaining interest and has entered into an agreement with Denison whereby Denison can earn an additional 26% interest by incurring expenditures of CAD$3,350,000 before the end of 2017.

The current project lands were staked by Cameco in 1992. These lands were previously explored as part of the Umpherville Lake Project by Noranda in the 1970's and until the mid-1980's, and then by Rio Algom Ltd. until the early 1990's. Most of Cameco's exploration activities, which followed this period until 2004, were focused on the Bird Lake thrust fault which traverses the central portion of the property on the Esker grid. Based on exploration to date, boulder sampling on the project indicates a broad illite anomaly and an area of weak uranium and lead enrichment on the Esker grid.

Denison has carried out geophysical surveys and several drill programs. Drilling along the Bird Lake Fault on the Esker grid has located areas of strong alteration and anomalous geochemistry in the vicinity of the intersection of north-south faults with the Bird Lake fault.

No work was carried out on this project from 2011 to 2013. In 2014 a six hole, 1,910 metre program of diamond drilling was completed at Park Creek. No significant alteration or mineralization was observed in the core from any of the drill holes.

Russell Lake
Russell Lake is a joint venture between the Company (37.82%), Cameco (57.18%) and W. Boyko (5%). Denison is the operator. A program of diamond drilling was completed in 2013 consisting of two drill holes totalling 1,010 metres. The drill holes targeted an electromagnetic conductor, but no significant alteration or mineralization was observed. No work was completed in 2014.

South Dufferin
The South Dufferin project is 100% owned by Denison and is an amalgamation of the South Dufferin and Snowbird properties, the latter having been acquired through the JNR Acquisition. South Dufferin is located just off the southern margin of the Athabasca Basin along the southern extension of the Virgin River Shear Zone which hosts known uranium mineralization at Cameco's Centennial deposit approximately 20 – 25 km along trend to the north. Exploration potential exists for basement-hosted uranium mineralization associated with the Dufferin Lake fault (which has an apparent offset of 200m+) and parallel faults within the Virgin Lake Shear zone. Airborne EM and gravity have outlined several zones of interest within the property.

Exploration has been active in the general Dufferin Lake area since as early as 1959. Work completed has ranged from reconnaissance geochemistry to geophysics and diamond drilling, primarily on base metal targets.

In 2011, JNR Resources Inc. completed nine diamond drill holes totaling 1,190 meters in dispositions S-107818 and the northern edge of S-111427. Four of the nine holes intersected elevated uranium with locally anomalous concentrations of base metals and boron. Significant clay alteration was intersected in one of the drill holes (SB-11-02) over a 100 m down-hole length.

No work was completed in 2012, but following the JNR Acquisition Denison completed a summer drilling program in 2013 consisting of 11 shallow drill holes totalling 1,270 metres.

Several iron sulphide bearing intervals were intersected that appear to explain most of the conductor targets. No significant uranium mineralization was intersected. No work was completed in 2014.

Waterbury Lake
Waterbury Lake is a 40,256 hectare collection of 13 irregularly shaped contiguous claims and one separate claim in the eastern Athabasca Basin of northern Saskatchewan, Canada. The property is located approximately 12 km north of Points North Landing, contiguous with Denison's Midwest property. Waterbury Lake was acquired through the acquisition of Fission in 2013.

Uranium exploration has been undertaken on the property for over 40 years. Numerous and varied programs have been carried out on different portions of the property, including diamond drill campaigns, airborne and ground geophysics, boulder sampling and prospecting since 1969.

After the discovery of the J Zone uranium deposit at the beginning of the 2010 winter program, drilling on the Waterbury Lake property focused primarily on delineating mineralization and establishing possible extensions along strike. Additional drill holes targeted new geophysical and geochemical targets in the Highland and Talisker areas which returned indications of additional mineralized zones. During the winter and summer 2010 drill programs a total of 60 drill holes were completed yielding 16,422m of core.

Fission completed a large amount of additional drilling on the Property in 2012 and 2013, almost all of which was step-out and infill drilling on the J Zone.

Denison completed a modest program of geophysics and 2,350 metres of diamond drilling in six drill holes at the Aran target area and the north edge of the Waterbury dome during the summer of 2013. This work was followed in 2014 by 37.2 line kilometres of DC-resistivity geophysics in the Discovery Bay corridor and 3,100 metres of diamond drilling in nine drill holes. The primary focus of the drilling was the Discovery Bay corridor to the west of the J Zone, and the Oban target area. Drilling was successful in expanding the weak mineralization at Oban, with the best result being 0.09% U_3O_8 over 3.5 metres in drill hole WAT14-407. Along with the weak uranium mineralization, Denison is encouraged by the volume and intensity of basement and sandstone alteration in the Oban area, the presence of graphitic structures in the basement and the paucity of prior drilling. This area will be a focus of future exploration programs.

Other Denison Projects
Denison also has several other projects located in the Athabasca Basin including:

- Brown Lake (100% Denison)
- Candle (43.81% Denison, 31.19% Uranium One, 25.0% JCU)
- Darby (58.42% Denison, 41.58% Uranium One)
- Ford Lake (100% Denison)
- Jasper Lake (100% Denison)
- Lynx (58.42% Denison, 41.58% Uranium One)
- Marten (50% Denison, 50% JOGMEC)
- Moon Lake (58.42% Denison, 41.58% Uranium One)
- Packrat (100% Denson)
- Perpete Lake (100% Denson)
- Stevenson River (100% Denson)
- Torwalt Lake (100% Denson)
- Turkey Lake (100% Denson)
- Waterfound North (58.42% Denison, 41.58% Uranium One)
- Wolverine (50% Denison, 50% JOGMEC)

Mongolia
In 2012, drilling totaling 29,700 metres was completed in two licence areas. At the Ulziit site, drilling totaled 14,900 meters to fulfill two objectives. First, drilling spacing was reduced in a known mineralized area in order to support resource estimation in accordance with Mongolian standards (required to convert to mining licences). Second, drilling was completed to test southerly extension of the mineralized area that was initially delineated in 2011. The second objective was also met, and the mineralized trend at Ulziit now approaches 4 km in length and remains open in three directions. On the Urt Tsav licence, 14,800 metres of drilling were completed to assess the resource potential of this project. The 2012 drilling continued to yield low grade results, and as a consequence, the licence was released.

The mineral resource estimates prepared internally for the Ulziit and the Gurvan Saihan projects were accepted and approved by the Mineral Resource Committee of Mongolia in 2012. The internal GSJV resource estimates for the Hairhan, Haraat, Ulziit, and Gurvan Saihan projects are all now finalized and in good standing with the relevant Mongolian agencies. The formal registration of resources in the State Registry is a required component to convert exploration licences to mining licences in Mongolia.

In 2013 and 2014, GSJV work focused on support of ongoing work to finalize restructuring of the GSJV and to obtain mining licences. No exploration or development drilling were conducted for the GSJV in 2013 and 2014.

Mutanga
A total of 18,160 metres of drilling was completed in 78 RC and 59 diamond drill holes during 2012. Several areas were targeted, including: Dibwe North, Mutanga East, and the Dibwe-Mutanga corridor. Deep drill holes were also completed at Dibwe and Mutanga to test for mineralization below those deposits. New mineralization was intersected at Mutanga East and Dibwe East Zone 4.

Work in 2013 included soil geochemical surveying, geological mapping, radon surveying and airborne geophysics (VTEM). No drilling was completed in 2013. The exploration programs successfully highlighted two new areas containing coincident airborne radiometric, soil uranium and radon anomalies. These will require drilling follow-up. Exploration in 2014 consisted of a program of soil geochemical surveying, radon surveying and excavator trenching of 2013 soil and radon anomalies. Elevated radioactivity was encountered in several trenches and these zones represent good drilling targets.

Falea
Denison acquired the Falea project in Mali through the acquisition of Rockgate. Falea is located approximately 250 kilometres west of Bamako, near the Senegal and Guinea borders.

Uranium, copper and silver mineralization at Falea was first discovered by Cogema in the 1970's at the Central zone. Cogema eventually abandoned the project in the 1980's and it was acquired by Delta Mali (now a Rockgate subsidiary) in February 2007. Drilling began in the Central zone and progressed northward, resulting in the discovery of the North zone in late 2007.

Most of the mineralization at Falea occurs in the flat lying Kania sandstone, flanked by argillaceous units above and below. The Kania sandstone is located near the bottom of the Neoproterozoic to Carboniferous Taoudeni basin, which sits unconformably on top of highly disturbed older Proterozoic Birrimian metasediments and metavolcanics.

A diamond drilling program consisting of 5,900 metres in 19 holes was completed by Rockgate in 2013. Exploration in 2014 consisted of a program of soil geochemistry and radon surveying plus geological mapping.

Quality Assurance and Quality Control Procedures and Protocols

The following section details the Quality Assurance and Quality Control ("**QA/QC**") procedures and protocols for all exploration programs operated by Denison.

Athabasca Basin

Selected control points on historic and newly cut grids are located by differential Global Positional System ("**GPS**"). Diamond drill holes are usually laid out in the field using local grid coordinates as the main reference. Upon completion they are surveyed with a differential GPS. The GPS allows very accurate definition of the surface elevation control, which is critical in locating any unconformity offsets. Denison also collects down hole spatial data which allows determination of the true position of the entire drill hole, as the azimuth and dip down the hole often varies from that at the collar of the hole.

Denison collects several types of down hole geochemical data during drilling operations, as follows:

- Regular geochemical samples of core are taken for multi-element geochemical analysis to determine background levels of 53 elements. Elevated concentrations of certain elements can then aid in economic evaluation of the drill hole. These samples are collected systematically down the drill hole at intervals in the 5.0 to 10.0 metre range. Three to five selected samples of less than 5 centimetres are composited to make up this sample.

- Regular samples are taken for clay analysis by spectrometer (PIMA). The speciation of clays determined by this method helps to characterize proximity to mineralized alteration zones at the unconformity. Less than 10 centimetres of sample is collected for this analysis.

- Following completion of drilling, the hole is flushed with water for an hour to remove any material from the bottom of the hole, and then a radiometric probe is lowered through the rods to within 10 metres of the bottom. Readings are taken both on the way down and on the way up. Probe results are presented as "grade equivalent" eU_3O_8. The downhole probes are calibrated originally by the manufacturer at test pits with known mineralization in the United States. These probes are also regularly tested in the test pits at a government-owned facility in Saskatoon. In addition, Denison further calibrates the probes with a correlation curve of probe grades versus corresponding high-grade assays on split core as received from the laboratory. At the Wheeler River project, different probes are used depending on the observed grade of mineralization at the unconformity as the standard probes generally become saturated at grades above 20% U_3O_8.

- Assay data is collected where the geologist suspects, on the basis of alteration, geology, scintillometer and probe results, that the grade of a sample could be greater than 0.01% U_3O_8. Sample lengths are usually 0.5 metres. Flank samples are taken above and below the suspected mineralized interval to geochemically constrain this mineralization. These samples are split longitudinally with a mechanical splitter, and half of the core is returned to the core box as a permanent record. Samples are placed in individual plastic bags along with a sample tag. The bag is sealed and a corresponding tag is stapled to the core box where the core was removed. Samples are shipped to the analytical lab in five gallon pails.

Once the diamond drill core is geologically logged but before sampling, the core is photographed and the core boxes are labelled with aluminium tags. After sampling, all core is stored in specially constructed core racks out of doors in the event the core needs to be re-logged or re-sampled in the future.

The geochemical lab routinely inserts standard reference materials and blanks into batches of the Company's samples as an internal check on accuracy and contamination. The Company regularly submits a variety of duplicate samples in the sample stream as a check on the precision of the analytical lab. Due to the inherent problems of storing and transporting reference standards containing uranium mineralization, no external standard reference materials are submitted in the sample stream. Down hole radiometric probe results also provide data that is useful for assessing the accuracy of the laboratory results.

All analyses are conducted by SRC, a Standards Council of Canada (CCRMP) certified analytical laboratory in Saskatoon. SRC has specialized in the field of uranium research and analysis for over 30 years and is a CNSC licenced laboratory for the analysis of uranium samples.

The sample preparation and analytical protocols are as follows:

- Drill core samples are received by the analytical laboratory from Denison in sealed five- gallon plastic or metal pails. Each sample is contained in a sealed plastic bag with a sample tag. A packing slip is enclosed that contains instructions and a sample number list. Samples are verified against the packing slip. Any extra samples or missing samples are noted and Denison is informed.

- Samples are sorted by the analytical laboratory according to location (sandstone or basement origin) and level of radioactivity, and are dried and processed as follows:

  - Samples are processed from lowest to highest radioactivity.
  - Crushed to 60% -2 millimetres. Approximately 200 grams of crush is riffled out then ground in a chrome steel grinding mill to 90% -106 microns.
  - Replicates are chosen at random and another 200 grams of crush is riffled and ground.

- The pulp is digested in aqua regia leach and diluted. The solutions are then analyzed by ICP for % U_3O_8.

- Certified U_3O_8 standards are analyzed with samples with corresponding uranium levels. The detection limit is 0.002 wt% U_3O_8. Accuracy at various concentrations of U_3O_8 are listed below:

Sample #	%U_3O_8	Typical Accuracy
BL-1	0.026	±0.004
BL-4a	0.147	±0.004
BL-2a	0.502	±0.008
BL-3	1.21	±0.02
BL-5	8.36	±0.10
RS2-11	48.0	±0.7

Check assays are done on selected pulps by DNC (Delayed Neutron Counting) at SRC. All radioactive samples are monitored and recorded as per CNSC licence 01784-1-09.0.

Mongolia

All uranium exploration technical information is obtained, verified and compiled under a formal QA/QC program in Mongolia. The following details the protocols used by all Denison staff and consultants.

Site geologists lay out drill holes, generally on regular grids depending on the stage of exploration and amounts of existing and planned drilling in each campaign. Following drilling, all hole locations are surveyed, using differential GPS, by a certified surveying company registered in Mongolia. In accordance with Mongolian requirements, site topography maps are also prepared at 1:5,000 scale for active sites.

Processes for Determining Uranium Content by Gamma Logging

Exploration for uranium deposits in Mongolia typically involves identification and testing of permeable sandstones within reduced sedimentary sequences. The primary method of collecting formation is through extensive drilling and the use of down hole geophysical probes. The down hole geophysical probes measure natural gamma radiation, from which an indirect estimate of uranium content can be made, and probes also measure electrical properties of rock, from which lithology information can be derived.

The radiometric (gamma) probe measures gamma radiation which is emitted during the natural radioactive decay of uranium. The gamma radiation is detected by a sodium iodide crystal, which when struck by a gamma ray emits a pulse of light. This pulse of light is amplified by a photomultiplier tube, which outputs a current pulse. The gamma probe is lowered to the bottom of a drill hole and data is recorded as the tool is withdrawn up the hole. The current pulse is carried up a conductive cable and processed by a logging system computer which stores the raw gamma cps data.

If the gamma radiation emitted by the daughter products of uranium is in balance with the actual uranium content of the measured interval, then uranium grade can be calculated solely from the gamma intensity measurement. Down hole cps data is subjected to a complex set of mathematical equations, taking into account the specific parameters of the probe used, speed of logging, size of bore hole, drilling fluids and presence or absence of and type of drill hole casing. The result is an indirect measurement of uranium content within the sphere of measurement of the gamma detector.

The basis of the indirect uranium grade calculation (referred to as "eU $_3O_8$" for "equivalent U_3O_8") is the sensitivity of the sodium iodide crystal used in each individual probe. Each probe's sensitivity is measured against a known set of standard "test pits," with various known grades of uranium mineralization, located at the U.S. DOE's Grand Junction, Colorado office. The ratio of cps to known uranium grade is referred to as the probe "K-Factor," and this value is determined for every gamma probe when it is first manufactured and is also periodically checked throughout the operating life of each probe. Application of the K-Factor, along with other probe correction factors, allows for immediate grade estimation in the field as each drill hole is logged.

Core Sampling, Processing, and Assaying
Approximately 10% of holes drilled are cored, and core recovery typically exceeds 75%. Core diameter is normally 63.5 mm (HQ) or 85 mm (PQ). Core is scanned by a handheld scintillometer at 0.5m intervals through the entire core and at 0.1 metre intervals in mineralized sections to ensure precise segregation. Based on scintillometer scanning and comparison with down hole gamma logging results, individual mineralized zones are specified for sampling. The core is photographed following marking of depth and sampling intervals. Typically core is only taken over select intervals of interest as identified from logging of drill holes. This reduces the amount of core through barren zones or horizons of no interest and greatly reduces overall exploration costs.

Core sampling and analyses are conducted for the following purposes:

- To verify lithology as interpreted from geophysical logging and examination of drill cuttings;
- To determine uranium concentration as a general check of gamma probing to verify if gamma results and chemical uranium content are close to balance;
- To determine the ratio of radium and uranium to assess the state of “radiometric disequilibrium”;
- For whole rock analysis;
- To test metallurgical properties;
- To conduct additional specialized tests on the proprieties of mineral bearing rock.

For zones selected for laboratory analyses, one half of the core will normally be used. The minimum length of core submitted is usually 0.2 metres and the maximum length per sample is 1.0 metres. Core samples are prepared at Activation Laboratories Ltd.’s facilities in Ulaanbaatar, Mongolia. After crushing, samples are ground to -200 mesh. Samples pulps are split into 250 to 300 gram portions for laboratory analyses. Analytical work is generally conducted at Activation Laboratories facilities in Canada.

In addition to coring selected holes or horizons, drill cuttings samples are caught and segregated at every two metres for all rotary mud drill holes. Cuttings samples can provide material for determination of host rock composition; for comparison of lithology as interpreted from electric logs; and for observation of oxidation-reduction zones and interfaces, which is an essential criteria for interpreting sediment hosted uranium deposits such as occur in Mongolia.

Site geologists are responsible for all data collection in the field and for posting data onto specific forms and entering data into data bases.

Quality Assurance and Quality Control Measures
Drill hole logging is conducted by an independent Mongolian contractor. The contractor developed its logging capabilities specifically to meet Denison’s logging requirements in Mongolia. The tools, and a complete set of spares, were manufactured by Mount Sopris Instrument Company in Golden, Colorado and were shipped to Mongolia in 2005 ahead of the drilling season. Denison has retained the services of a senior geophysical consultant to oversee training, implementation, and quality control protocols with the Mongolian logging contractor. All tools were checked and calibrated before being shipped to Mongolia, and a variety of system checks and standards are also established for routine checking and calibration of tools. In addition, Denison cased mineralized holes at centrally located exploration areas, and these cased holes can be logged periodically to ensure exact repeatability of the gamma probes.

Drill hole logging data is stored on digital media in the logging truck at the exploration sites. The digital data are periodically brought in from the field locations to the Ulaanbaatar office. The raw and converted logging data are copied and then sent via e-mail to Denison, where all data is checked and reviewed.

Samples of drill core are chosen on the basis of radiometric data collected during core logging. This radiometric data is obtained by using a hand held scintillometer. The general concept behind the scintillometer is similar to the gamma probe except the radiometric pulses are displayed on a scale and the respective count rates are recorded manually by the geologist logging the core. The hand-held scintillometer provides quantitative data only and cannot be used to calculate uranium grades. However, it does allow the geologist to identify uranium mineralization in the core and to select intervals for geochemical sampling.

Additional samples are collected above and below the horizons of interest in order to "close-off" sample intervals. Sample widths are selected according to radiometric values and lithologic – geochemical breaks or changes. All reasonable efforts are made to ensure that splitting of the core is representative and that no significant sampling biases occur. Once the sample intervals are identified, an exclusive sample number is assigned to each interval and recorded by the on-site geologist.

After the geological logging of the core and sample selection, all of the selected sample intervals of drill core are split longitudinally at the drill site. One half of the core is placed in a new sample bag along with a sample tag corresponding to the sample number. The other half of the core is re-assembled in the core box and stored for future reference. Samples are transported to Ulaanbaatar under the supervision of the project geologists and delivered to either the Central Analytical Laboratory or Activation Laboratories Ltd. for preparation. As standard procedure, field duplicates are included in assay suites sent to the laboratories and reference samples are used to verify laboratory controls and analytical repeatability.

Duplicate samples (10-30% of total) are sent to an external laboratory for uranium assays. The specialized laboratory for radioactive elements at the Sosnovgeology state exploration enterprise in Irkutsk, Russia is used as the reference laboratory for external QC.

Zambia

All uranium exploration technical information is obtained, verified and compiled under a formal QA/QC program in Zambia. The following details the protocols used by all Denison staff and consultants.

Processes for Determining Uranium Content by Gamma Logging
Exploration for uranium deposits in Zambia typically involves identification and testing of sandstones within sedimentary sequences. The primary method of collecting information is through extensive drilling (both Reverse Circulation and Diamond Drill coring) and the use of down hole geophysical probes. The down hole geophysical probes measure natural gamma radiation, from which an indirect estimate of uranium content can be made.

The radiometric (gamma) probe measures gamma radiation which is emitted during the natural radioactive decay of uranium.

The gamma radiation is detected by a sodium iodide crystal, which when struck by a gamma ray emits a pulse of light. This pulse of light is amplified by a photomultiplier tube, which outputs a current pulse.

The gamma probe is lowered to the bottom of a drill hole and data is recorded as the tool is withdrawn up the hole. The current pulse is carried up a conductive cable and processed by a logging system computer which stores the raw gamma cps data.

If the gamma radiation emitted by the daughter products of uranium is in balance with the actual uranium content of the measured interval, then uranium grade can be calculated solely from the gamma intensity measurement. Down hole cps data is subjected to a complex set of mathematical equations, taking into account the specific parameters of the probe used, speed of logging, size of bore hole, drilling fluids and presence or absence of and type of drill hole casing. The result is an indirect measurement of uranium content within the sphere of measurement of the gamma detector.

The basis of the indirect uranium grade calculation (referred to as "eU $_3O_8$" for "equivalent U_3O_8") is the sensitivity of the sodium iodide crystal used in each individual probe. Each probe's sensitivity is measured against a known set of standard "test pits," with various known grades of uranium mineralization, located at the U.S. DOE's Grand Junction, Colorado office. The ratio of cps to known uranium grade is referred to as the probe "K-Factor," and this value is determined for every gamma probe when it is first manufactured and is also periodically checked throughout the operating life of each probe. In addition, certain boreholes at the Mutanga property are cased and the probes are periodically checked for any instrument drift. Application of the K-Factor, along with other probe correction factors, allows for immediate grade estimation in the field as each drill hole is logged.

Core Sampling, Processing, and Assaying
In addition to purely geological purposes, drill core and reverse circulation chip samples are collected for the following reasons:

- verification of lithology as determined from geophysical logging and examination of drill cuttings;
- determination of uranium content as a general check of gamma probing to determine if gamma measurement and chemical uranium content are close to balance;
- whole rock analysis; and
- specific geochemistry for uranium species and other minerals of interest.

Core diameter is typically 61.1 millimetres. For intervals selected for laboratory analysis, one half of the core will normally be used and the other half retained as a permanent record. The length of core submitted is usually 0.5 metres and the maximum length per sample is one metre. Sample intervals are selected by geologists in the field based on lithology, mineralization and uranium grade (from gamma logging and from hand-held scintillometers).

Samples are analyzed at the ALS Minerals Laboratory in Johannesburg, South Africa. Samples are transported in a dedicated truck from Zambia to Johannesburg, South Africa where ALS Minerals operates a dedicated sample preparation facility. The sample is crushed, pulped and homogenized and a sample pulp representing 5.0% of the sample is sent to a secondary laboratory, Setpoint Laboratory (Africa Mineral Standard Group), which is fully certified and accredited for XRF Pressed Disc Analysis by South African standards. The Setpoint Laboratory Group is an ISO7025 accredited laboratory.

Quality Assurance and Quality Control Measures
Drill hole logging is conducted by trained and dedicated personnel devoted solely to this task. The tools, and a complete set of spares, were manufactured by Mount Sopris Instrument Company in Golden, Colorado and were shipped to Zambia in 2007. Denison has retained the services of a senior geophysical consultant to oversee training, implementation, and quality control protocols with the Zambian logging personnel. All tools were checked and calibrated before being shipped to Zambia, and a variety of system checks and standards have also been established for routine checking and calibration of tools. In addition, a mineralized hole at the Mutanga Project was cased specifically to be logged periodically to ensure exact repeatability of the gamma probes.

Drill hole logging data is stored on digital media in the logging truck at the exploration sites. The raw and converted logging data are periodically copied electronically to the Company's Lusaka, Toronto and Saskatoon offices, where all data is checked and reviewed.

Samples of drill core or reverse circulation drill chips are chosen on the basis of radiometric data collected during core logging. This radiometric data is obtained by using a hand-held scintillometer (RS 125 Super Gamma Ray Scintollometer), and on the basis of down hole probing results. The general concept behind the scintillometer is similar to the gamma probe except the radiometric pulses are displayed on a scale and the respective count rates are recorded manually by the technician logging the core or chips. The hand-held scintillometer provides quantitative data only and cannot be used to calculate uranium grades; however, it does allow the geologist to identify uranium mineralization in the core and to select intervals for geochemical sampling.

Additional samples are collected above and below the horizons of interest in order to "close-off" sample intervals. Sample widths are selected according to radiometric values and lithologic breaks or changes. All reasonable efforts are made to ensure that splitting of the core or bulk chip samples are representative and that no significant sampling biases occur. Once the sample intervals are identified, an exclusive sample number is assigned to each interval and recorded by the on-site geologist.

After the geological logging of the core or chips and the selection of representative samples, all of the remaining drill hole material is stored at site for future reference. Drill core is stored in metal trays, and reverse circulation drill chips are stored in numbered and tagged plastic bags. All samples, irrespective of type, are kept in buildings constructed for the purpose.

As standard procedure, field duplicates of reverse circulation drill chips are included in assay suites sent to the laboratory. Standard reference materials and blanks are used to monitor analytical accuracy and contamination.

Manager of UPC

DMI is the manager of UPC. UPC is a public company with the primary investment objective of achieving an appreciation in the value of its uranium holdings. The Company does not, directly or indirectly, have an ownership interest in UPC. As manager, DMI provides the corporation's officers and manages the activities of UPC including purchasing uranium for and on behalf of UPC as directed by the UPC board, arranging for its storage and attending to regulatory reporting for UPC.

For its management services, DMI receives the following fees from UPC: a) a commission of 1.5% of the gross value of any purchases or sales of U_3O_8 and UF6 completed at the request of the Board of Directors of UPC; b) a minimum annual management fee of CAD$400,000 (plus reasonable out-of-pocket expenses) plus an additional fee of 0.3% per annum based upon UPC's net asset value greater than CAD$100.0 million and c) an annual fee up to a maximum of CAD$200,000, at the discretion of the Board of Directors of UPC, for on-going maintenance or work associated with an initiative. The management services agreement has a three-year term and may be terminated by either party upon the provision of 120 days written notice.

During 2014, DMI earned an aggregate of $2.18 million in management and commission fees as manager of UPC.

Denison Environmental Services

DES was formed in 1997 to provide mine decommissioning and mine care and maintenance services to industry and government, as well as to manage Denison's post mine closure environmental obligations on its Elliot Lake landholdings. Over the last few years the focus of DES has changed from mine decommissioning to post-closure mine care and maintenance services and currently 93% of DES's business comes from these post-closure mine care and maintenance services. DES is headquartered in Elliot Lake, Ontario.

The primary activities of DES in 2014 were: providing the ongoing monitoring of Denison's two closed Elliot Lake mine sites; environmental monitoring, effluent treatment and maintenance services for Rio Algom Ltd.'s five closed Elliot Lake mines; the care and maintenance of the Mt. Nansen Mine in the Yukon; the care and maintenance of the closed Vale Shebandowan Mine and Whistle Mine in northern Ontario; and the care and maintenance of a closed base metal mine at Les Mines Selbaie in Quebec.

In 2014, DES also carried out work on several other smaller contracts.

Environmental, Health and Safety Matters

The Company has adopted an Environmental, Health and Safety Policy (the " **EHS Policy**") that affirms Denison's commitment to environmentally responsible management and compliance with occupational health and safety laws. Under the EHS Policy, the Company has committed to run its operations in compliance with applicable legislation, in a manner that minimizes the impact on our ecosystem. The EHS Policy mandates the use of regular monitoring programs to identify risks to the environment, to the public and to Denison's employees and to ensure compliance with regulatory requirements. The EHS Policy also sets out Denison's requirement to train its employees regarding environmental and health and safety compliance and best practices and to provide adequate resources in this regard. Finally, the EHS Policy requires regular reporting to the Board regarding the Company's compliance and the results of the Company's monitoring.

Canada

McClean Lake

At McClean Lake, construction activities for the mill expansion were ongoing throughout the year and operations restarted in September 2014 processing both Cigar Lake and McClean Lake ores. In 2014 there were three lost time accidents resulting in a Lost Time Incident Rate of 0.4 and a Severity of 4.3. There were three reportable spills, all of which were minor in nature and successfully remediated. There was one release of sulphur dioxide in December which exceeded the one hour action level exceedance. All radiological monitoring was conducted in accordance with the routine schedule. The facility has maintained its internationally recognized ISO 14001:2004 and OHSAS 18001certification.

The McClean operation and the Midwest project are combined under a single Operating Licence issued by the CNSC. The combined Preliminary Closure Plan was prepared by ARC and approved by the authorities in 2009, estimating the total decommissioning and reclamation costs to be CAD$43.1 million. Financial assurances are in place for this entire amount, with Denison's share being CAD$9.7 million. The Preliminary Closure Plan was updated by ARC in 2014 and is under review by the authorities. The updated plan estimates the total decommissioning and reclamation costs to be CAD$99.8 million. Denison's share will be CAD$22.5 million.

Elliot Lake

Denison's uranium mine at Elliot Lake, Ontario, which started operations in 1957, was permanently closed upon completion of deliveries of U_3O_8 to Ontario Hydro in May 1992.During its 35 years of continuous operation, the facility produced 147 million pounds of U_3O_8 in concentrates from the milling of 70 million tons of ore.

By 1998, all significant capital reclamation activities at Denison's two closed Elliot Lake mines had been completed and, for the most part, decommissioning has progressed to the long-term monitoring phase.

During 2014, the treatment plants operated as planned and all environmental targets were met. Monitoring and other remediation related expenses were CAD$0.7 million for the year. Monitoring costs for 2015 are budgeted to be CAD$0.8 million. All expenditures are funded from the Reclamation Trust described below under "Reclamation." It is estimated that sufficient funds are in the Reclamation Trust to meet all monitoring costs through 2020.

All activities and monitoring results are reviewed regularly by the CNSC and the Elliot Lake Joint Regulatory Group, which consists of federal and provincial regulators.

Pursuant to a Reclamation Funding Agreement, effective June 30, 1994, with the Governments of Canada and Ontario, Denison has established a Reclamation Trust from which all spending on its Elliot Lake reclamation activities is funded. When the Reclamation Trust was first established in 1994, Denison was required to deposit 90% of its cash receipts after deducting permitted expenses, as defined in such agreement, into the Reclamation Trust. In 1997, the Governments of Canada and Ontario agreed to suspend the 90% funding requirement provided Denison maintained four years of cash requirements in the Reclamation Trust. Early in 1999, the Governments of Canada and Ontario agreed to further amend the Reclamation Funding Agreement, effective when Denison received an amended site decommissioning licence, which was obtained on April 22, 1999. Pursuant to that amendment, Denison is required to maintain sufficient funds in the Reclamation Trust to meet six years of cash requirements.

The CNSC has proposed the modification of the licences for Elliot Lake to a single Waste Disposal Licence for both facilities (see "Government Regulation - Canadian Uranium Industry"). Under the proposed Waste Disposal Licence, the reclamation funding arrangement may be modified, but at this point in time the Company believes that it will be able to maintain the current funding agreement.

Denison Environmental Services
DES has maintained its internationally recognized ISO 9001:2008 certification which is a certification for Quality Management Systems. In 2014, DES had no lost time accidents.

Exploration
The Denison exploration office in Saskatchewan had no lost time accidents or medical aids in 2014. All required permits were obtained, and the exploration sites were remediated as required.

Mongolia
There were neither medical aids, nor lost time accidents during 2014.

Africa
There were neither medical aids, nor lost time accidents during 2014 at the Company's projects in Mali, Namibia or Zambia. In addition there were no environmental exceedances.

Government Regulation

Canadian Uranium Industry
The federal government recognizes that the uranium industry has special importance in relation to the national interest and therefore regulates the mining, extraction, use and export of uranium under the *Nuclear Safety and Control Act* ("**NSCA**"). The NSCA is administered by the CNSC which issues licences pursuant to the regulations under the NSCA. All of the McClean Lake and Midwest uranium operations are governed primarily by such licences and are subject to all applicable federal statutes and regulations and to all laws of general application in Saskatchewan, except to the extent that such laws conflict with the terms and conditions of the licences or applicable federal laws.

The export of uranium is regulated by the Canadian federal government which establishes nuclear energy policy. Denison's uranium exports are required to have export licences and export permits granted by the CNSC and the Department of Foreign Affairs and International Trade respectively.

Environmental matters related to the McClean Lake uranium facility and the Midwest project are regulated by the CNSC and Saskatchewan Environment. A number of other ministries and departments of the federal and Saskatchewan governments also regulate certain aspects of the operation. Prior to proceeding with development of the McClean Lake uranium facility and Midwest project, the proponents were required to submit Environmental Impact Statements for review. After completion of that review and receipt of recommendations, the federal and Saskatchewan governments issued the appropriate authorizations, subject to the normal licensing process, for the McClean Lake uranium facility in 1995 and for Midwest in 1998.

Decommissioning activities at Elliot Lake are currently carried out under two decommissioning licences issued by the CNSC, one for the Stanrock tailings area and one for the Denison mine site and tailings areas. Decommissioning of the facilities pursuant to the terms of the decommissioning licences has been completed. The CNSC has initiated the actions to combine the Stanrock and Denison sites under one Waste Facility Operating Licence. There are no significant differences between the different forms of licences. After a lengthy period of care, maintenance and monitoring, Denison may apply to the CNSC for permission to abandon the sites.

Land Tenure

Canada

The right to explore for minerals is acquired in Saskatchewan under a mineral claim from the province of Saskatchewan (a " **Mineral Claim**"). The initial term of a Mineral Claim is two years, renewable for successive one–year periods, provided the Mineral Claim is in good standing. To maintain a Mineral Claim in good standing, generally, the holder of a Mineral Claim must expend a prescribed amount on exploration. Excess expenditures can be applied to satisfy expenditure requirements for future claim years. Except for exploration purposes, a Mineral Claim does not grant the holder the right to mine minerals. A holder of a Mineral Claim in good standing has the right to convert a Mineral Claim into a Mineral Lease. Surface exploration work on a Mineral Claim requires additional governmental approvals.

The right to mine minerals in Saskatchewan is acquired under a mineral lease from the province (a " **Mineral Lease**"). A Mineral Lease is for a term of 10 years, with a right to renew for successive 10-year terms in the absence of default by the lessee. The lessee is required to spend certain amounts for work during each year of a Mineral Lease. A Mineral Lease cannot be terminated except in the event of default and for certain environmental concerns, as prescribed in *The Crown Minerals Act* (Saskatchewan). However, Mining Leases may be amended unilaterally by the lessor by amendment to *The Crown Minerals Act* (Saskatchewan) or *The Mineral Disposition Regulations*, 1986 (Saskatchewan).

The surface facilities and mine workings are located on lands owned by the Province of Saskatchewan. The right to use and occupy lands is acquired under a surface lease (a "**Surface Lease"**) from the Province of Saskatchewan. A Surface Lease is for a period of time, up to a maximum of 33 years, as is necessary to allow the lessee to operate its mine and plant and thereafter to carry out the reclamation of the lands involved. Surface Leases are also used by the Province of Saskatchewan as a mechanism to achieve certain environmental protection, radiation protection and socio-economic objectives and contain certain undertakings in this regard.

Canadian Royalties

The Province of Saskatchewan imposes royalties on the sale of uranium extracted from ore bodies in the province in accordance with Part III of The Crown Mineral Royalty Regulations (the "**Regulations**") pursuant to The Crown Minerals Act (the " **Act**"). Significant revisions to the uranium royalty regime in Saskatchewan became effective in 2013. The new royalty system is effective retroactive to January 1, 2013 and has three components:

(i) Basic Royalty: Computed as 5% of gross revenues derived from uranium extracted from ore bodies in the province;

(ii) Saskatchewan Resource Credit: Reduction in the basic royalty equal to 0.75% of gross revenues derived from uranium extracted from ore bodies in the province; and

(iii) Profit Royalty: Computed as 10% to 15% of net profits derived from the mining and processing of uranium extracted from ore bodies in the province.

Under the new system, each owner or joint venture participant in a uranium mine is a royalty payer. Individual interests are consolidated on a corporate basis for the computation and reporting of royalties due to the province.

Royalty payments are due to the province on or before the last day of the month following the month in which the royalty payer sold, or consumed, the uranium for the purposes of the basic royalty, and quarterly installments are required based on estimates of net profits in respect of the profit royalty.

Gross revenue, for the Basic Royalty, is determined in accordance with the Regulations and allows for reductions based on specified allowances. Net profit, for the Profit Royalty, is calculated based on the recognition of the full dollar value of a royalty payer's exploration, capital, production, decommissioning and reclamation costs, in most cases, incurred after January 1, 2013. Net profits will be taxed under the profit royalty at a rate of 10% for net profits up to and including CAD$22.00 per kilogram (CAD$10 per pound) of uranium sold, and at 15% for net profits in excess of CAD$22.00 per kilogram The CAD$22.00 threshold is applicable for 2013 (the base year) and is indexed in subsequent years for inflation.

Canadian Income and Other Taxes

Denison and its Canadian subsidiaries are subject to federal and provincial income taxes. In 2014, taxable income was subject to federal taxes at a rate of 15%, and provincial taxes in Saskatchewan, Ontario, Quebec, British Columbia and the Yukon Territory at rates varying between 10% and 15%. Taxable income for each entity is allocated between provinces and territories based on a two point average of the proportion of salaries and revenues attributable to each province or territory. Denison expects that it will not be liable for Canadian income taxes on a current tax basis for the financial year ended 2014. As a resource corporation in Saskatchewan, Denison is also subject to a resource surcharge equal to 3% of the value of resource sales from production in Saskatchewan, if any, during the year.

In recent years, Denison has issued shares eligible for treatment as "flow through shares", as defined in subsection 66(15) of *the Income Tax Act* (Canada). As a result, a significant portion of Denison's Canadian Exploration Expenditures have been renounced to shareholders and are not available to Denison as a tax deduction in the current year or future years.

Other International Taxes

Denison's operations in Mali, Mongolia, and Namibia are also subject to income taxes in their respective jurisdictions. Due to the stage of the projects in these foreign jurisdictions, Denison has not been liable to pay income taxes in past years, and does not expect to be liable to pay income taxes while these projects are in the exploration and / or development stages.

In Zambia, Denison's operations are categorized as "Mining" operations and in past years would have been subject to a production royalty under the country's *Mines and Mineral Development Act* ("**Mines Act**") as well a tax on profit under the *Income Tax Act* ("**Tax Act**"). In late 2014, the Zambian government enacted changes to both the Mines Act and Tax Act (the "**Amendments**") whereby operations involved in the mining of any material other than industrial minerals (e.g. gravel and limestone) would be subject to only a production royalty under the Mines Act and would no longer be taxed on profits under the Tax Act. The Amendments also increase the rate of the production royalty applicable to non-industrial minerals from 6% to 8% in the case of underground mining and to 20% in the case of open pit mining. As uranium is not considered an industrial mineral, Denison expects that the new regime introduced by the Amendments will apply to the Company's operations in Zambia.

Audit / Review by Taxing Authorities

From time to time, Denison is subject to audit / review by various taxing authorities in the above noted jurisdictions. In certain jurisdictions, periodic reviews are carried out by taxing authorities in the ordinary course of business. Denison cooperates with all requests received from taxing authorities, and is not currently engaged in a material dispute with any of the applicable taxing authorities.

Risk Factors

There are a number of factors that could negatively affect Denison's business and the value of the Shares, including the factors listed below. The following information pertains to the outlook and conditions currently known to Denison that could have a material impact on the financial condition of Denison. Other factors may arise in the future that are currently not foreseen by management of Denison that may present additional risks in the future. Current and prospective security holders of Denison should carefully consider these risk factors.

Nature of Exploration and Development

Exploration for and development of mineral properties is speculative, and involves significant uncertainties and financial risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are commercially mineable or ultimately developed into producing mines. Major expenses may be required to establish mineral reserves by drilling, constructing mining and processing facilities at a site, developing metallurgical processes and extracting uranium from ore. It is impossible to ensure that the current exploration and development programs of Denison will result in profitable commercial mining operations.

Denison's current and future uranium production is dependent in part on the successful development of new ore bodies and/or expansion of existing mining operations. The economic feasibility of development projects is based upon many factors, including, among others: the accuracy of mineral reserve and resource estimates; metallurgical recoveries; capital and operating costs of such projects; government regulations relating to prices, taxes, royalties, infrastructure, land tenure, land use, importing and exporting, and environmental protection; and uranium prices, which are historically cyclical. Development projects are also subject to the successful completion of engineering studies, issuance of necessary governmental permits and availability of adequate financing.

Development projects have no operating history upon which to base estimates of future cash flow. Denison's estimates of mineral reserves and resources and cash operating costs are, to a large extent, based upon detailed geological and engineering analysis. Denison also conducts feasibility studies which derive estimates of capital and operating costs based upon many factors, including, among others: anticipated tonnage and grades of ore to be mined and processed; the configuration of the ore body; ground and mining conditions; expected recovery rates of the uranium from the ore; and alternate mining methods.

It is possible that actual costs and economic returns of current and new mining operations may differ materially from Denison's best estimates. It is not unusual in the mining industry for new mining operations to experience unexpected problems during the start-up phase, take much longer than originally anticipated to bring into a producing phase, and to require more capital than anticipated.

Benefits Not Realized From Transactions

Denison has completed a number of transactions over the last several years, including without limitation the Rockgate Offer and Arrangement, the IEC Arrangement, the Fission Arrangement, the JNR Acquisition and the EFR Arrangement. Despite Denison's belief that these transactions, and others which may be completed in the future, will be in Denison's best interest and benefit the Company and Denison's shareholders, Denison may not realize the anticipated benefits of such transactions or realize the full value of the consideration paid to complete the transactions. This could result in significant accounting impairments or write-downs of the carrying values of mineral properties, and could adversely impact the Company and the price of its Shares.

Inability to Expand and Replace Mineral Reserves and Resources
Denison's mineral reserves and resources at its McClean Lake, Midwest, Wheeler River, Waterbury Lake, GSJV and Mutanga projects are Denison's future sources of uranium concentrates. Unless other mineral reserves or resources are discovered, Denison's sources of future production for uranium concentrates will decrease over time when its current mineral reserves and resources are depleted. There can be no assurance that Denison's future exploration, development and acquisition efforts will be successful in replenishing its mineral reserves and resources. In addition, while Denison believes that many of its properties will eventually be put into production, there can be no assurance that they will be or that they will be able to replace production.

Imprecision of Mineral Reserve and Resource Estimates
Mineral reserve and resource figures are estimates, and no assurances can be given that the estimated levels of uranium will be produced or that Denison will receive the prices assumed in determining its mineral reserves and resources. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. While Denison believes that the mineral reserve and resource estimates included are well established and reflect management's best estimates, by their nature, mineral reserve and resource estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. Furthermore, market price fluctuations, as well as increased capital or production costs or reduced recovery rates, may render mineral reserves and resources containing lower grades of mineralization uneconomic and may ultimately result in a restatement of mineral reserves and resources. The evaluation of mineral reserves or resources is always influenced by economic and technological factors, which may change over time.

Volatility and Sensitivity to Market Prices
The long and short term market prices of U_3O_8 affect the value of Denison's mineral resources and the market price of the Shares. Historically, these prices have fluctuated and have been and will continue to be affected by numerous factors beyond Denison's control. Such factors include, among others: demand for nuclear power, political and economic conditions in uranium producing and consuming countries, public and political response to a nuclear incident, reprocessing of used reactor fuel and the re-enrichment of depleted uranium tails, sales of excess civilian and military inventories (including from the dismantling of nuclear weapons) by governments and industry participants, uranium supply, including the supply from other secondary sources and production levels and costs of production.

Public Acceptance of Nuclear Energy and Competition from Other Energy Sources
Growth of the uranium and nuclear power industry will depend upon continued and increased acceptance of nuclear technology as a means of generating electricity. Because of unique political, technological and environmental factors that affect the nuclear industry, including the risk of a nuclear incident, the industry is subject to public opinion risks that could have an adverse impact on the demand for nuclear power and increase the regulation of the nuclear power industry. Nuclear energy competes with other sources of energy, including oil, natural gas, coal and hydro-electricity. These other energy sources are to some extent interchangeable with nuclear energy, particularly over the longer term. Sustained lower prices of oil, natural gas, coal and hydroelectricity may result in lower demand for uranium concentrates. Technical advancements in renewable and other alternate forms of energy, such as wind and solar power, could make these forms of energy more commercially viable and put additional pressure on the demand for uranium concentrates.

Market Price of Shares
Securities of mining companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic conditions in North America and globally, and market perceptions of the attractiveness of particular industries. The price of Denison's securities is also likely to be significantly affected by short-term changes in commodity prices, other mineral prices, currency exchange fluctuation, or changes in its financial condition or results of operations as reflected in its periodic earnings reports. Other factors unrelated to the performance of Denison that may have an effect on the price of the securities of Denison include the following: the extent of analytical coverage available to investors concerning the business of Denison; lessening in trading volume and general market interest in Denison's securities; the size of Denison's public float and its inclusion in market indices may limit the ability of some institutions to invest in Denison's securities; and a substantial decline in the price of the securities of Denison that persists for a significant period of time could cause Denison's securities to be delisted from an exchange. If an active market for the securities of Denison does not continue, the liquidity of an investor's investment may be limited and the price of the securities of the Company may decline such that investors may lose their entire investment in the Company. As a result of any of these factors, the market price of the securities of Denison at any given point in time may not accurately reflect the long-term value of Denison. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. Denison may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Dilution from Further Equity Financing
If Denison raises additional funding by issuing additional equity securities, such financing may substantially dilute the interests of Shareholders and reduce the value of their investment.

Reliance on Other Operators
At some of its properties, Denison is not the operator and therefore is not in control of all of the activities and operations at the site. As a result, Denison is and will be, to a certain extent, dependent on the operators for the nature and timing of activities related to these properties and may be unable to direct or control such activities.

As an example, ARC is the operator and majority owner of the McClean Lake and Midwest properties in Saskatchewan, Canada, The McClean Lake mill employs unionized workers who work under collective agreements. ARC, as the operator, is responsible for all dealings with unionized employees. ARC may not be successful in its attempts to renegotiate the collective agreements, which may impact mill and mining operations. Any lengthy work stoppages may have a material adverse impact on the Company’s future cash flows, earnings, results of operations and financial condition.

Ore from the CLJV is currently being processed by the MLJV at the McClean Lake mill pursuant to a toll milling agreement, which is expected to generate revenue for the Company for several years. Any delays or stoppages in the delivery of ores by the operator of the CLJV or in processing of the ore by the operator of the MLJV may have an adverse impact on the Company's expected cash flows or earnings.

Operations in Foreign Jurisdictions

The Company owns uranium properties directly and through joint venture interests and is undertaking uranium exploration and development programs in Zambia, Mali, Namibia, and Mongolia. As with any foreign operation, these international properties and interests are subject to certain risks, such as the possibility of adverse political and economic developments, foreign currency controls and fluctuations, as well as risks of war and civil disturbances. Other events may limit or disrupt activities on these properties, restrict the movement of funds, result in a deprivation of contract rights or the taking of property or an interest therein by nationalization or expropriation without fair compensation, increases in taxation or the placing of limits on repatriations of earnings. No assurance can be given that current policies of Zambia, Mali, Namibia and Mongolia or the political situations within these countries will not change so as to adversely affect the value or continued viability of the Company's interest in these assets.

In addition, the Company may become involved in a dispute with respect to one of its foreign operations and may become subject to the exclusive jurisdiction of a foreign court or may find that it is not successful in subjecting foreign persons to the jurisdiction of the courts in Canada. The Company may also be precluded from enforcing its rights with respect to a government entity because of the doctrine of sovereign immunity.

Property Title Risk

The Company has investigated its rights to explore and exploit all of its material properties and, to the best of its knowledge, those rights are in good standing. However, no assurance can be given that such rights will not be revoked, or significantly altered, to its detriment. There can also be no assurance that the Company's rights will not be challenged or impugned by third parties, including the local governments, and in Canada, by First Nations and Métis.

There is also a risk that Denison's title to, or interest in, its properties may be subject to defects or challenges. This may be true particularly in countries where there may be less developed legal systems or where ownership interests may become subject to political interference or changes in laws. If such defects cover a material portion of Denison's property, they could materially and adversely affect Denison's results of operations and financial condition, its reported mineral reserves and resources or its long-term business prospects.

Competition for Properties

Significant competition exists for the limited supply of mineral lands available for acquisition. Many participants in the mining business include large, established companies with long operating histories. The Company may be at a disadvantage in acquiring new properties as many mining companies have greater financial resources and more technical staff. Accordingly, there can be no assurance that the Company will be able to compete successfully to acquire new properties or that any such acquired assets would yield reserves or result in commercial mining operations.

Global Financial Conditions
Global financial conditions have been subject to increased volatility and numerous financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. Access to financing has been negatively impacted by both sub-prime mortgages and the liquidity crisis affecting the asset-backed commercial paper market and the effect of these events on Canadian and global credit markets. These factors may impact the ability of Denison to obtain equity or debt financing in the future and, if obtained, on terms favourable to Denison. These increased levels of volatility and market turmoil could adversely impact Denison's operations and the trading price of the Shares.

Ability to Maintain Obligations under Credit Facility and Other Debt
Denison is required to satisfy certain financial covenants in order to maintain its good standing under the Credit Facility. Denison may from time to time enter into other arrangements to borrow money in order to fund its operations and expansion plans, and such arrangements may include covenants that have similar obligations or that restrict its business in some way. Events may occur in the future, including events out of Denison's control that would cause Denison to fail to satisfy its obligations under the Credit Facility or other debt instruments. In such circumstances, the amounts drawn under Denison's debt agreements may become due and payable before the agreed maturity date, and Denison may not have the financial resources to repay such amounts when due. The Credit Facility is secured by DMI's main properties by a pledge of the shares of DMI. If Denison were to default on its obligations under the Credit Facility or other secured debt instruments in the future, the lender(s) under such debt instruments could enforce their security and seize significant portions of Denison's assets.

Capital Intensive Industry; Uncertainty of Funding
The exploration and development of mineral properties and the ongoing operation of mines requires a substantial amount of capital and may depend on Denison’s ability to obtain financing through joint ventures, debt financing, equity financing or other means. General market conditions, volatile uranium markets, a claim against the Company, a significant disruption to the Company’s business or operations or other factors may make it difficult to secure financing necessary for the expansion of mining activities or to take advantage of opportunities for acquisitions. There is no assurance that the Company will be successful in obtaining required financing as and when needed on acceptable terms.

Decommissioning and Reclamation
As owner of the Elliot Lake decommissioned sites and part owner of the McClean Lake mill, McClean Lake mines, the Midwest uranium project and certain exploration properties, and for so long as the Company remains an owner thereof, the Company is obligated to eventually reclaim or participate in the reclamation of such properties. Most, but not all, of the Company’s reclamation obligations are bonded, and cash and other assets of the Company have been reserved to secure this obligation. Although the Company’s financial statements record a liability for the asset retirement obligation, and the bonding requirements are generally periodically reviewed by applicable regulatory authorities, there can be no assurance or guarantee that the ultimate cost of such reclamation obligations will not exceed the estimated liability contained on the Company’s financial statements.

As Denison’s properties approach or go into decommissioning, regulatory review of the Company’s decommissioning plans may result in additional decommissioning requirements, associated costs and the requirement to provide additional financial assurances. It is not possible to predict what level of decommissioning and reclamation (and financial assurances relating thereto) may be required from Denison in the future by regulatory authorities.

Technical Innovation and Obsolescence
Requirements for Denison's products and services may be affected by technological changes in nuclear reactors, enrichment and used uranium fuel reprocessing. These technological changes could reduce the demand for uranium or reduce the value of Denison's environmental services to potential customers. In addition, Denison's competitors may adopt technological advancements that give them an advantage over Denison.

Mining and Insurance
Denison's business is capital intensive and subject to a number of risks and hazards, including environmental pollution, accidents or spills, industrial and transportation accidents, labour disputes, changes in the regulatory environment, natural phenomena (such as inclement weather conditions earthquakes, pit wall failures and cave-ins) and encountering unusual or unexpected geological conditions. Many of the foregoing risks and hazards could result in damage to, or destruction of, Denison's mineral properties or processing facilities, personal injury or death, environmental damage, delays in or interruption of or cessation of production from Denison's mines or processing facilities or in its exploration or development activities, delay in or inability to receive regulatory approvals to transport its uranium concentrates, or costs, monetary losses and potential legal liability and adverse governmental action. In addition, due to the radioactive nature of the materials handled in uranium mining and processing, additional costs and risks are incurred by Denison on a regular and ongoing basis. Although Denison maintains insurance to cover some of these risks and hazards in amounts it believes to be reasonable, such insurance may not provide adequate coverage in the event of certain circumstances. No assurance can be given that such insurance will continue to be available or it will be available at economically feasible premiums or that it will provide sufficient coverage for losses related to these or other risks and hazards.

Denison may be subject to liability or sustain loss for certain risks and hazards against which it cannot insure or which it may reasonably elect not to insure because of the cost. This lack of insurance coverage could result in material economic harm to Denison.

Dependence on Issuance of Licence Amendments and Renewals
ARC maintains the regulatory licences in order to operate the mill at McClean Lake, all of which are subject to renewal from time to time and are required in order for the mill to operate in compliance with applicable laws and regulations. In addition, depending on ARC's or the Company's business requirements, it may be necessary or desirable to seek amendments to one or more of its licences from time to time. While ARC and the Company have been successful in renewing its licences on a timely basis in the past and in obtaining such amendments as have been necessary or desirable, there can be no assurance that such licence renewals and amendments will be issued by applicable regulatory authorities on a timely basis or at all in the future.

Governmental Regulation and Policy Risks
Uranium mining and milling operations and exploration activities, as well as the transportation and handling of the products produced, are subject to extensive regulation by state, provincial and federal governments. Such regulations relate to production, development, exploration, exports, imports, taxes and royalties, labour standards, occupational health, waste disposal, protection and remediation of the environment, mine decommissioning and reclamation, mine safety, toxic substances, transportation safety and emergency response, and other matters. Compliance with such laws and regulations has increased the costs of exploring, drilling, developing, constructing, operating and closing Denison's mines and processing facilities. It is possible that, in the future, the costs, delays and other effects associated with such laws and regulations may impact Denison's decision with respect to exploration and development properties, whether to proceed with exploration or development, or that such laws and regulations may result in Denison incurring significant costs to remediate or decommission properties that do not comply with applicable environmental standards at such time. Denison expends significant financial and managerial resources to comply with such laws and regulations. Denison anticipates it will have to continue to do so as the historic trend toward stricter government regulation may continue. Because legal requirements are frequently changing and subject to interpretation, Denison is unable to predict the ultimate cost of compliance with these requirements or their effect on operations. Furthermore, future changes in governments, regulations and policies, such as those affecting Denison's mining operations and uranium transport could materially and adversely affect Denison's results of operations and financial condition in a particular period or its long-term business prospects.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions. These actions may result in orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Companies engaged in uranium exploration operations may be required to compensate others who suffer loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Worldwide demand for uranium is directly tied to the demand for electricity produced by the nuclear power industry, which is also subject to extensive government regulation and policies. The development of mines and related facilities is contingent upon governmental approvals that are complex and time consuming to obtain and which, depending upon the location of the project, involve multiple governmental agencies. The duration and success of such approvals are subject to many variables outside Denison's control. Any significant delays in obtaining or renewing such permits or licences in the future could have a material adverse effect on Denison. In addition, the international marketing of uranium is subject to governmental policies and certain trade restrictions. Changes in these policies and restrictions may adversely impact Denison's business.

Aboriginal Title and Consultation Issues

First Nations and Métis title claims as well as related consultation issues may impact Denison's ability and that of its joint venture partners to pursue exploration, development and mining at its Saskatchewan properties. Pursuant to historical treaties, First Nations bands in Northern Saskatchewan ceded title to most traditional lands but continue to assert title to the minerals within the lands. Managing relations with the local native bands is a matter of paramount importance to Denison. There may be no assurance however that title claims as well as related consultation issues will not arise on or with respect to the Company's properties.

Environmental, Health and Safety Risks

Denison has expended significant financial and managerial resources to comply with environmental protection laws, regulations and permitting requirements in each jurisdiction where it operates, and anticipates that it will be required to continue to do so in the future as the historical trend toward stricter environmental regulation may continue. The uranium industry is subject to, not only the worker health, safety and environmental risks associated with all mining businesses, including potential liabilities to third parties for environmental damage, but also to additional risks uniquely associated with uranium mining and processing. The possibility of more stringent regulations exists in the areas of worker health and safety, the disposition of wastes, the decommissioning and reclamation of mining and processing sites, and other environmental matters each of which could have a material adverse effect on the costs or the viability of a particular project.

Although the Company believes its operations are in compliance, in all material respects, with all relevant permits, licences and regulations involving worker health and safety as well as the environment, there can be no assurance regarding continued compliance or ability of the Company to meet stricter environmental regulation, which may also require the expenditure of significant additional financial and managerial resources.

Mining companies are often targets of actions by non-governmental organizations and environmental groups in the countries in which they operate. Such organizations and groups may take actions in the future to disrupt Denison's operations. They may also apply pressure to local, regional and national government officials to take actions which are adverse to Denison's operations. Such actions could have an adverse effect on Denison's ability to produce and sell its products, and on its financial position and results.

Dependence on Key Personnel and Qualified and Experienced Employees

Denison's success depends on the efforts and abilities of certain senior officers and key employees. Certain of Denison's employees have significant experience in the uranium industry, and the number of individuals with significant experience in this industry is small. While Denison does not foresee any reason why such officers and key employees will not remain with Denison, if for any reason they do not, Denison could be adversely affected. Denison has not purchased key man life insurance for any of these individuals. Denison's success also depends on the availability of qualified and experienced employees to work in Denison's operations and Denison's ability to attract and retain such employees.

Conflicts of Interest

Some of the directors of Denison are also directors of other companies that are similarly engaged in the business of acquiring, exploring and developing natural resource properties. Such associations may give rise to conflicts of interest from time to time. In particular, one of the consequences will be that corporate opportunities presented to a director of Denison may be offered to another company or companies with which the director is associated, and may not be presented or made available to Denison. The directors of Denison are required by law to act honestly and in good faith with a view to the best interests of Denison, to disclose any interest which they may have in any project or opportunity of Denison, and to abstain from voting on such matter. Conflicts of interest that arise will be subject to and governed by the procedures prescribed in the Company's Code of Ethics and by the OBCA.

Disclosure and Internal Controls

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. Disclosure controls and procedures are designed to ensure that information required to be disclosed by a company in reports filed with securities regulatory agencies is recorded, processed, summarized and reported on a timely basis and is accumulated and communicated to company's management, including its chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of reporting, including financial reporting and financial statement preparation.

Potential Influence of KEPCO

As at the date hereof, KEPCO holds indirectly a large shareholding in Denison and is contractually entitled to Board representation. Provided KEPCO holds over 5% of the Shares, it is entitled to nominate one director for election to the Board at any shareholder meeting.

KEPCO's shareholding level gives it significant influence on decisions to be made by shareholders of Denison, and its right to nominate a director may give KEPCO influence on decisions made by Denison's Board. Although KEPCO's director nominee will be subject to duties under the OBCA to act in the best interests of Denison as a whole, KEPCO's director nominee is likely to be an employee of KEPCO and he or she may give special attention to KEPCO's interests as an indirect Shareholder. The interests of KEPCO as an indirect Shareholder may not always be consistent with the interests of other Shareholders.

The KEPCO SRA also includes provisions that will provide KEPCO with a right of first offer for certain asset sales and the right to be approached to participate in certain potential acquisitions. The right of first offer and participation right of KEPCO may negatively affect Denison's ability or willingness to entertain certain business opportunities, or the attractiveness of Denison as a potential party for certain business transactions. KEPCO's large shareholding block may also make Denison less attractive to third parties considering an acquisition of Denison if those third parties are not able to negotiate terms with KEPCO to support such an acquisition.

Denison's Securities

The Shares
The Company is entitled to issue an unlimited number of Shares. As of December 31, 2014, Denison had an aggregate of 505,868,894 Shares issued and outstanding. As at the date hereof, Denison had an aggregate of 506,438,669 Shares issued and outstanding.

Shareholders are entitled to receive notice of, and to one vote per share at, every meeting of Shareholders, to receive such dividends as the Board declares and to share equally in the assets of Denison remaining upon the liquidation, dissolution or winding up of Denison after the creditors of Denison have been satisfied.

Shareholders are entitled to receive dividends if, as and when declared by the Board of Directors. The directors have adopted a policy of dedicating cash flow to reinvestment in the business of the Company. Accordingly, no dividends have been declared to date. Further, the Company is restricted from paying dividends under its Credit Facility.

In 2014, the Company issued the following Shares, excluding warrant and stock option exercises:

- 2,312,622 Shares as part of the Rockgate Arrangement;
- 10,733,829 Shares as part of the IEC Arrangement;
- 9,257,500 Shares at CAD$1.62 per Share on a private placement basis in connection with the 2014 Offering;

Fission Replacement Options and Fission Warrants
As at December 31, 2014, an aggregate 1,160,134 Fission Replacement Options were outstanding and, during the financial year ended December 31, 2014, an aggregate of 517,849 Shares were issued on account of the exercise of Fission Replacement Options.

Upon closing of the Fission Arrangement, Denison assumed the Fission Warrants entitling the holders to an aggregate of 1,500,854 Shares upon exercise for an effective price of CAD$0.84 per share.

During the financial year ended December 31, 2014, an aggregate of 536,060 Shares were issued on account of the exercise of Fission warrants. At December 31, 2014, Fission Warrants exercisable into 562,675 Shares remained outstanding. All of the outstanding Fission Warrants were exercised prior to their expiry on January 21, 2015, resulting in the issuance of 562,675 Shares in 2015.

IEC Options and Warrants
Upon the closing of the IEC Arrangement, outstanding warrants and stock options of IEC were exchanged for options (" **IEC Replacement Options**") and warrants ("**IEC Replacement Warrants**") to acquire Shares, as adjusted by the exchange ratio. The IEC Replacement Options expired 90 days after the IEC Arrangement closing date, while the IEC Replacement Warrants retained the expiry dates of the originally issued IEC warrants.

By December 31, 2014, no IEC Replacement Options were outstanding and, during the financial year ended December 31, 2014, an aggregate of 425,100 Shares were issued on account of the exercise of IEC Replacement Options.

Upon the closing of the IEC Arrangement, three series of IEC Replacement Warrants were issued:

- An aggregate of 143,000 IEC Replacement Warrants with an effective price of CAD$2.31 per Share, which expired on November 29, 2014. None of this series of IEC Replacement Warrants was exercised prior to expiry.
- An aggregate of 329,061 IEC Replacement Warrants with an effective price of CAD$1.54 per Share and expiring on June 5, 2015. None of this series of IEC Replacement Warrants was exercised prior to December 31, 2014.
- An aggregate of 188,066 IEC Replacement Warrants with an effective price of CAD$1.54 per Share and expiring on August 20, 2015. None of this series of IEC Replacement Warrants was exercised prior to December 31, 2014.

Price Range and Trading Volume of Shares

The Shares trade on the TSX under the symbol “DML” and on the NYSE MKT under the symbol “DNN”. The following table sets forth, for the periods indicated, the reported intra-day high and low sales prices and aggregate volume of trading of the Shares on the TSX and NYSE MKT.

Month	High (CAD$) TSX	Low (CAD$) TSX	Volume TSX	High (US$) NYSE MKT	Low (US$) NYSE MKT	Volume NYSE MKT
January	1.60	1.23	51,368,883	1.46	1.16	31,230,217
February	1.89	1.36	54,142,537	1.70	1.22	33,869,899
March	1.95	1.60	53,383,945	1.76	1.44	32,861,444
April	1.79	1.41	32,112,746	1.63	1.28	17,967,794
May	1.51	1.25	32,400,244	1.38	1.14	19,111,879
June	1.40	1.26	22,617,013	1.30	1.16	8,775,541
July	1.53	1.30	34,963,203	1.41	1.20	20,498,373
August	1.49	1.35	24,661,930	1.37	1.23	12,535,772
September	1.48	1.27	22,423,336	1.36	1.13	13,200,907
October	1.28	1.03	28,167,149	1.14	0.90	16,282,184
November	1.39	1.02	38,442,759	1.23	0.90	16,854,211
December	1.19	1.07	25,433,179	1.02	0.92	11,933,808

Source: Bloomberg Finance

Denison's Management

Denison's Directors

The following table sets out the names and the provinces and countries of residence of each of the directors of Denison as of the date hereof, their respective positions and offices held with Denison and their principal occupations during the five preceding years. The following table also identifies the members of each committee of the Board of Directors.

Name and Province and Country of Residence	Principal Occupation and Employment for Past Five Years	Director Since[1]
JOHN H. CRAIG (3) Ontario, Canada	Lead Director of the Board of the Company; Lawyer, Partner, Cassels Brock & Blackwell LLP, a business and litigation law firm based in Ontario.	1997
W. ROBERT DENGLER(2, 4, 5) Ontario, Canada	Corporate Director since 2006; prior: Vice-Chairman and Director of Dynatec Corporation in 2005; President and Chief Executive Officer of Dynatec Corporation.	2006
BRIAN D. EDGAR(3, 6, 7) British Columbia, Canada	Chairman of Silver Bull Resources, Inc., a mineral exploration company listed on both NYSE MKT and the TSX, since 2011, and President and Chief Executive Officer of Dome Ventures Corporation, a subsidiary of Silver Bull Resources Inc., since 2005.	2005
RON F. HOCHSTEIN(2) British Columbia, Canada	Chief Executive Officer of the Company since January, 2015; director of the Company since 2000; prior: President and Chief Executive Officer of the Company since 2009.	2000
LUKAS H. LUNDIN Vaud, Switzerland	Chairman of the Board of the Company; Mining Executive.	1997
JOO SOO PARK Naju-si, Korea	General Manager of Overseas Resources Development Dept, KEPCO, an international electric power company headquartered in Korea since 2012; prior: Senior Manager of Korea Electric Power Research Institute at KEPCO, since 2007.	2015
WILLIAM A. RAND(4, 6) British Columbia, Canada	Director of Rand Edgar Investment Corp., a private investment company based in British Columbia.	1997
CATHERINE J. G. STEFAN(3, 6, 8) Ontario, Canada	President, Stefan & Associates, a consulting firm based in Ontario, since 2009; prior: Managing Partner, Tivona Capital Corporation, a private investment firm, from 1999-2008.	2006

Notes:

(1) The term of office of each of the directors of Denison will expire at the Annual Meeting of the Shareholders to be held on May 7, 2015.
(2) Member, Environment, Health and Safety Committee
(3) Member, Corporate Governance and Nominating Committee
(4) Member, Compensation Committee
(5) Chair, Compensation Committee and Environment Health and Safety Committee
(6) Member, Audit Committee
(7) Chair, Corporate Governance and Nominating Committee
(8) Chair, Audit Committee

Denison's Executive Officers
The following table sets out the names and the provinces or states and countries of residence of each of the executive officers of Denison as of the date hereof, their respective positions and offices held with Denison and their principal occupations during the five preceding years. Mr. Hochstein, the Chief Executive Officer of the Company, is discussed under "Directors" above.

Name and Province and Country of Residence	Position with Denison and Employment for Past Five Years
STEVE BLOWER British Columbia, Canada	Vice President, Exploration since September since 2012; prior: President, C.E.O. and a director of Pitchstone Exploration Ltd., a mineral exploration company from 2006 – 2012.
DAVID CATES Ontario, Canada	President and Chief Financial Officer since 2015; Vice President Finance, Tax and Chief Financial Officer since 2013; prior: Director, Taxation from 2008-2012.
SHEILA COLMAN British Columbia, Canada	General Counsel and Corporate Secretary since 2009;
PETER LONGO Saskatchewan, Canada	Vice President, Project Development since 2014; prior: Vice-President, Operations, Claude Resources Inc., a gold mining company from 2011- 2014; prior Project Manager, AREVA Resources Inc. from 2007-2011.
MICHAEL SCHOONDERWOERD Ontario, Canada	Vice-President Controller since 2013; prior, Corporate Controller, 2004 – 2012.

The directors and executive officers of Denison, as a group, beneficially own, or control or direct, directly or indirectly, 2,718,396 Shares or less than one percent of the Shares as of the date of this AIF. No single director or officer beneficially owns or controls or directs, directly or indirectly, one percent or more of the Shares as of the date of this AIF. The information as to Shares beneficially owned or directed by the directors and officers, not being within the knowledge of the Company, has been furnished by each such individual.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions
Other than as referred to below, no director or officer of the Company:

(a) is, as at the date of this AIF, or has, within the previous ten year period, been a director or executive officer of a company (including Denison) that:

  (i) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued (A) while that person was acting in such capacity or (B) after that person ceased to act in such capacity but which resulted from an event that accrued while that person was acting in that capacity; or

  (ii) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets (A) while that person was acting in such capacity or (B) within a year of that person ceasing to act in such capacity, or

(b) has, within the previous ten year period, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets; or

(c) is, or has been, subject to any penalties or sanctions (i) imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in making an investment decision.

William Rand and Brian Edgar were directors of New West Energy Services Inc. (" **New West**") (TSX-V) when, on September 5, 2006, a cease trade order was issued by the British Columbia Securities Commission against that company for its failure to file financial statements within the prescribed time. The default was rectified and the order was rescinded on November 9, 2006. Bill Rand is still a director of New West, while Brian Edgar resigned in August 2009.

John Craig, Ron Hochstein and Lukas Lundin were all directors of Sirocco Mining Inc. (" **Sirocco**"). John Craig and Lukas Lundin resigned on November 8, 2013 and January 31, 2014, respectively, at which times Sirocco was financially solvent.

Pursuant to a plan of arrangement completed on January 31, 2014, Canadian Lithium Corp. acquired Sirocco. The final step in the plan of arrangement transaction was the amalgamation of Canadian Lithium Corp. and Sirocco to form RB Energy Inc ("**RBI**"). On October 13, 2014, RBI announced that, among other things, the Board of Directors of RBI had approved a filing on October 14, 2014, for an Initial Order to commence proceedings under the *Companies' Creditors Arrangement Act* (the "**CCAA**"). On October 15, 2014, RBI further announced that the Quebec Superior Court had issued an Amended and Restated Initial Order in respect of RBI and certain of its subsidiaries under the CCAA. RBI is now under the protection of the Court. KPMG LLP has been appointed monitor under the Court Order. The TSX de-listed RBI's common shares effective at the close of business on November 24, 2014 for failure to meet the continued listing requirements of the TSX. Since that time, RBI's common shares have been suspended from trading.

Although neither John Craig nor Lukas Lundin was ever a director, officer or insider of RBI, each was a director of Sirrocco within the 12 month period prior to RBI filing under the CCAA. Ron Hochstein was a director of RBI from the time of the plan of arrangment with Canadian Lithium Corp. to October 3, 2014.

Conflicts of Interest

Some of Denison's directors are also directors and officers of other natural resource companies and, consequently, there exists the possibility for such directors and officers to be in a position of conflict relating to any future transactions or relationships between the Company or common third parties. However, the Company is unaware of any such pending or existing conflicts between these parties. Any decision made by any of such directors and officers involving the Company are made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies and their obligations to act in the best interests of Denison's shareholders. In addition, each of the directors of the Company discloses and refrains from voting on any matter in which such director may have a conflict of interest.

None of the present directors or senior officers of the Company, and no associate or affiliate of any of them, has any material interest in any transaction of the Company or in any proposed transaction which has materially affected or will materially affect the Company except as described herein.

- Investor relations, administrative service fees and other expenses of $60,000 were incurred during the financial year ended December 31, 2014 with Namdo Management Services Ltd. a company of which Ron Hochstein is President. These services were incurred in the normal course of operating a public company.

- Legal fees of $276,000 were incurred during the financial year ended December 31, 2014 with Cassels Brock & Blackwell, LLP, a law firm of which John Craig is a partner.

- During the financial year ended December 31, 2014, executive services of $106,000 were provided to Lundin Gold Inc., a company which Ron Hochstein and Lukas Lundin were both directors and officers during the year.

- One of Denison's directors, Mr. Park, is employed by KEPCO. Through its corporate holdings, KEPCO is a significant shareholder of the Company, with approximately 11.5% of the outstanding Shares as of the date hereof. Concurrent with its investment in the Company in 2009, KEPCO entered into a strategic relationship agreement (the "**KEPCO SRA**") with Denison, which may present a conflict of interest for Mr. Park. The KEPCO SRA provides KEPCO with a right of first offer for certain asset sales and the right to be approached to participate in certain potential acquisitions being considered by Denison. While the Company is not aware of a pending or existing conflict of interest with Mr. Park as of the date hereof, the interests of KEPCO as shareholder of Denison and KEPCO's business relationships with Denison may place Mr. Park in a position of conflict as a director of the Company in the future.

Interest of Management and Others in Material Transactions

Other than as disclosed in this AIF, no director or executive officer of Denison, no person or company that beneficially owns, controls or directs, indirectly or directly, more than 10% of the Shares, and no associate or affiliate of any of them, has or has had, within the three most recently completed financial years or during the current financial year, any material interest, direct or indirect, in any transaction which materially affects or is reasonably expected to materially affect Denison.

Standing Committees of the Board

The Audit Committee

The audit committee of the Company's Board of Directors is principally responsible for:

- recommending to the Company's Board of Directors the external auditor to be nominated for election by the Company's shareholders at each annual general meeting and negotiating the compensation of such external auditor;
- overseeing the work of the external auditor;

- reviewing the Company's annual and interim financial statements, its MD&A in respect thereof and press releases regarding earnings before they are reviewed and approved by the Board of Directors and publicly disseminated by the Company; and
- reviewing the Company's financial reporting procedures for the Company's public disclosure of financial information extracted or derived from its financial statements.

The Company's Board of Directors has adopted an audit committee mandate/terms of reference (the " **Mandate**") which sets out the Audit Committee's mandate, organization, powers and responsibilities. The complete Mandate is attached as Schedule A to this AIF.

Below are the details of each Audit Committee member, including his or her name, whether she or he is independent and financially literate as such terms are defined under National Instrument 52-110 - *Audit Committees* of the Canadian Securities Administrators ("**NI 52-110**") and his or her education and experience as it relates to the performance of his or her duties as an Audit Committee member. All three audit committee members have "financial expertise" within the meaning of the *U.S. Sarbanes-Oxley Act* of 2002, as amended, and are financially literate under NI 52-110. The qualifications and independence of each member is discussed.

Director	Independent[1]	Financially Literate[2]	Education & Experience Relevant to Performance of Audit Committee Duties
Catherine J.G. Stefan, Chair of the Audit Committee	Yes	Yes	• Chartered Professional Accountant (Chartered Accountant) • B.Comm • Held position of Chief Operating Officer, O&Y Properties Inc., President of Stefan & Associates and Executive Vice-President of Bramalea Group, Chair, Tax Committee of the Canadian Institute of Public Real Estate Companies (CIPREC).
Brian D. Edgar	Yes	Yes	• Law degree, with extensive corporate finance experience • Held positions of Chairman since 2011 and President and Chief Executive Officer of a public company from 2005 to 2011. • Has served on audit committees of a number of public companies
William A. Rand	Yes	Yes	• B.Comm (Accounting) • Two law degrees, with extensive corporate finance experience • Has served on audit committees of a number of public companies

Notes:

(1) Independent within the meaning of NI 52-110.

(2) To be considered financially literate, a member of the Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an internal auditor which was not adopted by the Company's Board of Directors.

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in Section D of the Mandate.

The following table discloses the fees billed to the Company by its external auditor, PricewaterhouseCoopers LLP, during the last two fiscal years. Services were billed and paid in Canadian dollars and have been translated into U.S. dollars using an average annual exchange rate of: $1.1045 for 2014 and $1.0298 for 2013.

Financial Year Ending	Audit Fees[1]	Audit-Related Fees [2]	Tax Fees [3]	All Other Fees [4]
December 31, 2013	$295,401	$121,134	Nil	$123,373
December 31, 2014	$309,371	$136,411	Nil	$9,507

Notes:

(1) The aggregate fees billed for audit services of the Company's consolidated financial statements.
(2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the Audit Fees column. Fees relate to reviews of interim consolidated financial statements and specified audit procedures not included as part of the audit of the consolidated financial statements.
(3) The aggregate fees billed for tax compliance, tax advice, and tax planning services, such as transfer pricing and tax return preparation.
(4) The aggregate fees billed for professional services other than those listed in the other three columns. For 2014, "All Other Fees" relates to the Company's acquisition of IEC. For 2013, "All Other Fees" relates to the Company's acquisitions of JNR, Fission and Rockgate.

Other Board Committees

The Board currently has three other standing committees in addition to the Audit Committee, namely the Corporate Governance and Nominating Committee, the Compensation Committee and the Environment, Health and Safety Committee. Each standing committee of the Board operates according to its mandate, which is approved by the Board and sets out the committee's duties and responsibilities. A discussion of each committee and its composition can be found in the most recent management information circular prepared in connection with the Company's Shareholder meeting.

Corporate Governance

As a Canadian reporting issuer with its Shares listed on the TSX, Denison has in place a system of corporate governance practices which is responsive to applicable Canadian requirements, including National Policy 58-201 — *Corporate Governance Guidelines* of the Canadian Securities Administrators (the "**Guidelines**"). Denison's corporate governance practices meet or exceed the Guidelines and all other applicable Canadian requirements. Reference is made to the Corporate Governance Practices section of the Circular, which contains a description of the Company's system of corporate governance practices with reference to the Guidelines.

Denison is classified as a foreign private issuer under U.S. securities law and its Shares are listed on NYSE MKT. Pursuant to the rules of the NYSE MKT, a foreign private issuer is permitted to follow home country practice except with respect to certain rules, with which Denison complies.

Legal and Regulatory Proceedings

Except as described below, the Company is not currently a party to, nor was it a party to during the last financial year, and none of the Company's property is or was the subject of, any material legal proceedings, and the Company knows of no such legal proceedings that are contemplated. However, from time to time, the Company may become party to routine litigation incidental to its business.

EFR Indemnity
In connection with the EFR Arrangement, the Company agreed to indemnify EFR in connection with ongoing litigation between Denison Mines (USA) Corp. ("**DUSA**"), which was acquired by EFR in June 2012, and a contractor who was engaged by DUSA in respect of an earthworks project for one of the tailings cells at DUSA's White Mesa mill. A dispute arose between the parties when the contractor ceased work on the project, and DUSA engaged an alternate contractor to complete the project on time. The original contractor sued DUSA for damages on account of alleged breach of contract and reimbursement of costs due to complications and delays allegedly beyond its control at the project. DUSA counter-claimed for damages flowing from breach of contract and indemnity and reimbursement for monies paid by DUSA to satisfy the original contractor's unpaid obligations to subcontractors and for project completion costs. This matter was heard before an arbitrator in November, 2013 and a decision in favour of DUSA was granted in January 2014.

DES Employment Dispute
DES terminated an employee for cause at one of the sites for which DES had been contracted to provide care and maintenance services. The dismissed employee challenged his dismissal through the Quebec Labour Commission. This matter was settled at the start of 2015.

Fission Director Dispute
In 2013, FCU commenced an action against a former director and his affiliates (collectively " **Dahrouge**") alleging, among other things breach of fiduciary duties, misappropriation of corporate opportunities and a constructive trust over mineral claims staked by Dahrouge. Later in 2013, Dahrouge commenced a Counterclaim against Denison and Fission and others, alleging among other things, improper assignments of claims, improper interference with Dahrouge's contractual relations and improper interference with Dahrouge's directors and officers insurance (both actions being the "**Underlying Action**"). In 2014, Fission and a company newly formed by FCU, Fission 3.0 Corp., were added as plaintiffs to the action.

Late in 2014, Fission and Denison were third parties to a Third Party Notice issued by Lloyd's underwriters (the " **Coverage Action**"). Early in 2015, the Underlying Action and the Coverage Action were both settled. Pursuant to the Fission Arrangement, FCU is obligated to indemnify Denison and Fission for any costs and liability they incurred in connection with this matter. See "Material Contracts".

Material Contracts

Reference is made to the material contracts which have been filed by Denison with the Canadian securities regulatory authorities on the SEDAR website at www.sedar.com.

Below are the particulars of each contract, other than those entered into in the ordinary course of business, that is material to Denison and that was entered into between January 1, 2014 and December 31, 2014 or was entered into before those dates but is still in effect:

1. The Reclamation Funding Agreement made as of the 21st day of December 1995 among DML, Her Majesty the Queen in Right of Canada (the "**Government of Canada**") and Her Majesty the Queen in Right of the Province of Ontario (the " **Government of Ontario**") as amended by the Amending Agreement made as of the 11th day of April 1997 among Denison Mines Limited (now DMI), the Government of Canada and the Government of Ontario and as further amended by the Amending Agreement made as of the 25th day of February 1999 among Denison Mines Limited, the Government of Canada and the Government of Ontario and further amended by an Assignment and Novation Agreement made as of the 29th day of December, 2003 among Denison Energy, the Company, the Government of Canada and the Government of Ontario.

   According to the Reclamation Funding Agreement, the Company is required to maintain funds in an Environmental Trust sufficient for the succeeding six years of the estimated reclamation and on-going care and monitoring expenditures for the Company's closed Elliot Lake mining facility.

2. The KEPCO SRA made as of June 15, 2009 among the Company, KEPCO and KEPCO Canada Uranium Investment Limited Partnership.

   The KEPCO SRA provides for a long-term collaborative business relationship between the parties. Under the KEPCO SRA, KEPCO is entitled to Board representation based on its shareholder percentage in the Company. Initially, Denison was required to nominate for election to its Board at any shareholder meeting at which directors are to be elected, two persons designated by KEPCO as long as KEPCO held at least 15% of the outstanding Shares. However, now that KEPCO's interest has dropped below 15%, Denison is only required to nominate one person, provided KEPCO's shareholding percentage stays above 5%.

   The KEPCO SRA also provides that if Denison intends to sell an interest in certain of its substantial assets, it will first notify KEPCO of each such proposed sale and provide KEPCO with a 30-day right of first offer to allow KEPCO to purchase the interest in the asset that Denison proposes to sell. The KEPCO SRA provides that Denison will allow KEPCO to participate in potential purchases of certain assets, including a mill facility, a producing mine or a mineral resource for which a production feasibility study has been completed, which Denison plans to pursue with a co-investor. KEPCO's ability to purchase will not be available where Denison and KEPCO cannot agree on terms within a reasonable time or where their involvement would adversely affect Denison's ability to pursue an investment opportunity. The right of first offer and co-investment rights are subject to pre-existing contractual commitments and do not apply to certain pre-existing transactions. KEPCO is also entitled to subscribe for additional Shares in order to maintain or increase its shareholding percentage in Denison to thresholds which are relevant to its rights under the KEPCO SRA and KEPCO Offtake Agreement, in circumstances where Denison completes a public offering or broadly distributed private placement to raise proceeds of greater than CAD$10 million.

   Denison is entitled to terminate the KEPCO SRA if KEPCO's shareholding percentage in Denison drops below 5% and stays below 5% for 60 days following delivery of a notice to that effect by Denison to KEPCO.

3. The EFR Arrangement Agreement dated May 23, 2012 between EFR and Denison.

   Denison entered into the EFR Arrangement Agreement with EFR on May 23, 2012. Pursuant to the EFR Arrangement Agreement, EFR purchased the U.S. Mining Division by acquiring all of the shares and debt of certain subsidiaries. As a result of the transaction, Denison Shareholders received 1.106 common shares of EFR for each Share held, while still maintaining their positions in Denison.

   Pursuant to the EFR Arrangement Agreement, Denison agreed to indemnify EFR against any future liabilities it may incur in connection with ongoing litigation between Denison Mines (USA) Corp. (a company acquired by EFR as part of the sale of the U.S. Mining Division) and a contractor in respect of a construction project at the White Mesa Mill. See “Legal and Regulatory Proceedings”.

   In addition, in connection with the assignment of sales contracts as required by the EFR Arrangement Agreement, the Company remains a guarantor under a sales contract included in the sale of the U.S. Mining Division to EFR. The sales contract requires deliveries of 200,000 pounds of U_3O_8 per year from 2013 to 2017 at a selling price of 95% of the long-term U_3O_8 price at the time of delivery. Should EFR not be able to deliver for any reason other than “force majeure” as defined under the contract, the Company may be liable to the customer for incremental costs incurred to replace the contracted quantities if the unit price of the replacement quantity is greater than the contracted unit price selling amount. EFR has agreed to indemnify the Company for any future liabilities it may incur related to this guarantee.

4. The Fission Arrangement Agreement dated March 7, 2013 between Denison and Fission.

   Denison entered into the Fission Arrangement Agreement on March 7, 2013. Pursuant to the Fission Arrangement Agreement, the shareholders of Fission exchanged each common share of Fission held for (a) a new common share of Fission (“**New Fission Share**”) and (b) one common share in the capital of Fission Uranium Corp. Subsequent to the exchange, each shareholder of a New Fission Share received 0.355 of one Share and CAD$0.0001 for each New Fission Share held. As a result, Denison acquired all of the issued and outstanding common shares of Fission. Unexercised options to purchase Fission shares were exchanged for the Fission Replacement Options.

   Pursuant to the Fission Arrangement Agreement, Fission Uranium has agreed to indemnify the Company against any liabilities it may incur in connection with ongoing litigation between Fission Uranium, Fission and the Company and a former director of Fission in respect of a dispute over mineral claims staked by the director and his affiliates and a counter claim in respect of insider trading allegations and access to insurance. See “Legal and Regulatory Proceedings”.

Names and Interests of Experts

The Company's independent auditor is PricewaterhouseCoopers LLP, Chartered Professional Accountants, Licensed Public Accountants, who have issued an independent auditor's report dated March 5, 2015 in respect of Denison's consolidated financial statements as at December 31, 2014 and 2013 and for each of the years ended 2014 and 2013 and the Company's internal control over financial reporting as at December 31, 2014. PricewaterhouseCoopers LLP has advised that it is independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario and Public Company Accounting Oversight Board Rule 3520 Auditor Independence.

Steve Blower, P. Geo, Denison's Vice President Exploration, who is a "qualified person" within the meaning of this term in NI 43-101, has prepared sections of this AIF that are of a scientific or technical nature pertaining to the Company's mineral projects in Canada, Mali, Namibia and Zambia, and has verified the data disclosed therein. To the knowledge of Denison, Steve Blower is the registered or beneficial owner, directly or indirectly, of less than one percent of the outstanding Shares.

Terry V. Wetz, P.E., the Executive Director of the GSJV, who is a "qualified person" within the meaning of this term in NI 43-101, has prepared sections of this AIF that are of a scientific or technical nature pertaining to the Company's mineral projects in Mongolia, and has verified the data disclosed therein. To the knowledge of Denison, Terry V. Wetz is the registered or beneficial owner, directly or indirectly, of less than one percent of the outstanding Shares.

RPA Inc., which was retained to independently review and audit the mineral reserves and mineral resources in accordance with the requirements of NI 43-101, prepared the following technical reports:

- Elliot Lake Report dated June 29, 2007 by Lawrence B. Cochrane, Ph.D., P.Eng. and Leo R. Hwozdyk, P.Eng.
- The 2007 Mongolia Report dated February 27, 2007 by Thomas C. Pool, P.E. and Neil N. Gow, P.Geo.
- McClean Technical Report dated November 21, 2005 as amended on February 16, 2006 by Richard E. Routledge, M.Sc., P.Geo. and James W. Hendry, P.Eng.
- McClean North Technical Report January 31, 2007 by Richard E. Routledge, M.Sc., P.Geo.
- Sue D Report dated March 31, 2006 by Richard E Routledge, M.Sc., P.Geo. and James W. Hendry, P.Eng.
- Midwest Technical Report dated June 1, 2005, as amended on February 14, 2006 by Richard E. Routledge, M.Sc., P.Geo., James W. Hendry, P.Eng. and Luke Evans, M.Sc., P.Eng.
- The 2011 Mongolia Report dated March 23 , 2011 by Hrayr Agnerian, M.Sc. (Applied), P. Geo. and William E. Roscoe, Ph.D., P.Eng.
- The Phoenix Report dated June 17, 2014 by William E. Roscoe, Ph.D, P.Eng.

The Midwest A Technical Report dated January 31, 2008 was prepared by Michel Dagbert, P.Eng. of Geostat, which was retained to independently review and audit the mineral reserves in accordance with the requirements of NI 43-101.

The J Zone Technical Report dated September 6, 2013 was prepared by Allan Armitage, Ph.D., P.Geol., and Alan Sexton, M.Sc., P.Geol. of GeoVector, which was retained to independently review and audit mineral resource estimates in accordance with the requirements of NI 43-101.

The Combined Mutanga Report dated September 12, 2013 was prepared by Malcolm Titley, B.Sc. (Geology and Chemistry), MAusIMM, MAIG, of CSA Global, which was retained to independently review and audit the mineral resources in accordance with the requirements of NI 43-101.

All of the authors of the technical reports noted above are independent of Denison. To the knowledge of Denison as of the date hereof, the partners, employees and consultants of each of RPA Inc. (formerly Scott Wilson RPA), Geostat and CSA Global who participated in the preparation of the aforementioned reports, or who were in a position to influence the outcome of such reports and each of RPA Inc., Geostat and CSA Global are the registered or beneficial owner, directly or indirectly, of less than one percent of the outstanding Shares.

Additional Information

Additional information regarding the Company is available on the SEDAR website at www.sedar.com. Further information concerning the Company, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, options to purchase securities and interests of insiders in material transactions, where applicable, is contained in the Circular for the Annual General Meeting of Shareholders to be held on May 7, 2015. Additional financial information is provided in the Company's audited consolidated financial statements and MD&A for the financial year ended December 31, 2014.

A copy of this AIF, as well as the Circular and such other information and documentation that the Company makes available via SEDAR, can be found at www.sedar.com. In addition, certain of this information is distributed to shareholders in connection with Denison's Annual General Meeting of Shareholders. The Company will provide any of the foregoing documents subject to its rights to require people who are not security holders of the Company to pay a reasonable charge. Copies of these documents may be obtained by writing to:

Denison Mines Corp.
Atrium on Bay
Suite 402
595 Bay Street
Toronto, Ontario
M5G 2C2

Telephone: (416) 979-1991
Facsimile: (416) 979-5893
Email: info@denisonmines.com

SCHEDULE A

Approved by the Board of Directors on March 5, 2015

Audit Committee Mandate and Charter

A. Composition of the Committee

(1) The Board shall appoint annually from among its members at the first meeting of the Board following the annual meeting of the shareholders a committee to be known as the Audit Committee (the "Committee") to be composed of three (3) directors or such other number not less than three (3) as the Board may from time to time determine.

(2) Any member of the Committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be a director or ceasing to qualify under A(3) below shall cease to be a member of the Committee. Subject to the foregoing, each member of the Committee shall hold office as such until the next annual appointment of members to the Committee after his or her election. Any vacancy occurring in the Committee shall be filled at the next meeting of the Board.

(3) Each member of the Committee shall:

(a) be a member of the Board;

(b) not be an officer or employee of the Company or any of its affiliates;

(c) be an unrelated director as defined in the Toronto Stock Exchange (the "TSX") Corporate Governance Guidelines ("TSX Guidelines") as the same may be amended from time to time;

(d) satisfy the independence requirements applicable to members of audit committees under each of Multilateral Instrument 52-110 – Audit Committees of the Canadian Securities Administrators ("M1 52-110"), Rule 10A-3(b)(1)(ii) of the United States Securities and Exchange Commission, and any other applicable laws and regulations, as the same may be amended from time to time (with the TSX Guidelines, "Applicable Laws"); and

(e) satisfy the financial literacy requirements prescribed by Applicable Laws.

(4) A majority of the Committee shall constitute a quorum.

(5) The Committee shall elect annually a chairperson from among its members.

B. Purpose

(1) The Committee's purpose is to assist the Board in its supervision of the management of the business and affairs of the Company through oversight of:

(a) the integrity of the Company's financial statements, Management's Discussion and Analysis ("MD&A") and other financial reporting;

(b) the integrity of the Company's internal control and management information systems;

(c) the Company's compliance with all applicable laws, rules, regulations, policies and other requirements of governments, regulatory agencies and stock exchanges relating to accounting matters and financial disclosure;

(d) the auditor's qualifications and activities;

(e) communication among the auditor, management and the Board; and

(f) such other matters as are determined by the Board from time to time.

C. Committee Resources

(1) The Committee shall have direct channels of communication with the Company's auditor to discuss and review specific issues as appropriate.

(2) The Committee, or any member of the Committee with the approval of the Committee, may retain at the expense of the Company such independent legal, accounting (other than the auditor) or other advisors on such terms as the Committee may consider appropriate and shall not be required to obtain the approval of the Board in order to retain or compensate any such advisors.

(3) The Committee shall have unrestricted access to Company personnel and documents and shall be provided with all necessary funding and other resources to carry out its responsibilities.

D. Committee Responsibilities

(1) The responsibilities of the Committee shall be to:

(a) with respect to financial accounting matters:

(i) review with management and the external auditors the annual consolidated financial statements, MD&A and press release announcing annual financial results of operations before making recommendations to the Board relating to approval of such documents;

(ii) review with management and the external auditors interim financial statements, MD&A and press release announcing interim financial results of operations before making recommendations to the Board relating to approval of such documents;

(iii) review and discuss with management and the external auditors all public disclosure documents containing audited or unaudited financial information including: any Prospectus; the Annual Report; interim unaudited reports; and any material change report pertaining to the Company's financial matters. The Committee will review the consistency of the foregoing documents with facts, estimates or judgments contained in the audited or unaudited financial statements;

(iv) satisfy itself that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements, other than the Company's financial statements, MD&A and earnings press releases, and shall periodically assess the adequacy of those procedures;

(v) prior to the completion of the annual audit, and at any other time deemed advisable by the Committee, review and discuss with management and the auditor the quality of the Company's accounting policies and financial statement presentation, including, without limitation, the following:

1. all critical accounting policies and practices to be used, including, without limitation, the reasons why certain estimates or policies are or are not considered critical and how current and anticipated future events may impact those determinations as well as an assessment of any proposed modifications by the auditors that were not made;

2 . all alternative accounting treatments for policies and practices that have been discussed by management and the auditors; and

3. other material written communications between the auditor and management, including, without limitation, any management letter, schedule of unadjusted differences, the management representation letter, report on internal controls, as well as the engagement letter and the independence letter;

(vi) review annually the accounting principles and practices followed by the Company and any changes in the same as they occur;

(vii) review new accounting principles of the Chartered Professional Accountants of Canada and the International Accounting Standards Board which would have a significant impact on the Company's financial reporting as reported to the Committee by management;

(viii) review the status of material contingent liabilities as reported to the Committee by management;

(ix) review potentially significant tax problems as reported to the Committee by management; and

(x) review any errors or omissions in the current or prior year's financial statements which appear material as reported to the Committee by management;

(b) with respect to the external auditors:

(i) be directly responsible for recommending the appointment of the auditor, the auditor's compensation, retention and termination and for oversight of the work of the auditor (including, without limitation, resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or services for the Company;

(ii) approve, prior to the auditor's audit, the auditor's audit plan (including, without limitation, staffing), the scope of the auditor's review and all related fees;

(iii) satisfy itself as to the independence of the auditor. The Committee shall pre-approve any non-audit services (including, without limitation, fees therefor) provided to the Company or its subsidiaries by the auditor or any auditor of any such subsidiary and shall consider whether these services are compatible with the auditor's independence, including, without limitation, the nature and scope of the specific non-audit services to be performed and whether the audit process would require the auditor to review any advice rendered by the auditor in connection with the provision of non-audit services. The Committee shall not allow the auditor to render any non-audit services to the Company or its subsidiaries that are prohibited by Applicable Law;

(iv) review and approve the Company's policies concerning the hiring of employees and former employees of the Company's auditor or former auditor.

(c) with respect to internal controls:

(i) oversee management's design, testing and implementation of the Company's internal controls and management information systems and review the adequacy and effectiveness thereof.

(d) with respect to concerns and complaints:

(i) establish procedures for:

1. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and

2. the confidential, anonymous submission by employees of the Company of concern regarding questionable accounting or auditing matters.

(e) with respect to ethics:

(i) The Committee shall be responsible for oversight and enforcement of the Code of Ethics for the Chief Executive Officer, Senior Financial Officers and Other Officers of the Company, subject to the supervision of the Board.

(f) with respect to general audit matters:

(i) inquire of management and the external auditors as to any activities that may or may not appear to be illegal or unethical;

(ii) review with management, the operations analyst and the external auditors any frauds reported to the Audit Committee;

(iii) review with the external auditors the adequacy of staffing for accounting and financial responsibilities; and

(iv) report and make recommendations to the Board as the Committee considers appropriate.

(2) In addition, the Board may refer to the Committee such matters and questions relating to the Company as the Board may from time to time see fit;

(3) Any member of the Committee may require the auditors to attend any or every meeting of the Committee.

E. Meetings

(1) The times of and the places where meetings of the Audit Committee shall be held and the calling of and procedure at such meetings shall be determined from time to time by the Committee, provided however that the Committee shall meet at least quarterly, and the Committee shall maintain minutes or other records of its meetings and activities. Notice of every such meeting to be given in writing not less than five (5) days prior to the date fixed for the meeting, and shall be given to the auditors of the Company, that the auditors shall be entitled to attend and be heard thereat. Meetings shall be convened whenever requested by the auditors, the operations analyst or any member of the Audit Committee in accordance with the Ontario Business Corporations Act.

(2) As part of each meeting of the Committee at which it recommends that the Board approve the financial statements of the Company, and at such other times as the Committee deems appropriate, the Committee shall meet separately with the auditor to discuss and review specific issues as appropriate.

F. Evaluation of Charter and Mandate

(1) On at least an annual basis, the Committee shall review and assess the adequacy of this Charter and Mandate and recommend any proposed changes to the Board of Directors.

(2) All prior resolutions of the Board relating to the constitution and responsibilities of the Audit Committee are hereby repealed.

SCHEDULE B

Glossary of Technical Terms

Note: The terms related to Mineral resources and mineral reserves presented herein are as defined in "CIM DEFINITION STANDARDS on Mineral Resources and Mineral Reserves" prepared by the CIM Standing Committee on Reserve Definitions, adapted by CIM Council, December 11, 2005.

eU_3O_8
This term refers to equivalent U_3O_8 grade derived from gamma logging of drill holes.

Historical Estimate
A historical estimate means an estimate of the quantity, grade or metal or mineral content of a deposit that an issuer has not verified as a current mineral resource or mineral reserve, and which was prepare before the issuer acquiring, or entering into an agreement to acquire an interest in the property that contains the deposit.

Indicated Mineral Resource
An indicated mineral resource is that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics, can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.

Inferred Mineral Resource
An inferred mineral resource is that part of a mineral resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes

Measured Mineral Resource
A measured mineral resource is that part of a mineral resource for which quantity, grade or quality, densities, shape, and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.

Mineral Reserve
A mineral reserve is the economically mineable part of a measured or indicated mineral resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A mineral reserve includes diluting materials and allowances for losses that may occur when the material is mined.

Mineral Resource
A mineral resource is a concentration or occurrence of diamonds, natural solid inorganic material, or natural solid fossilized organic material including base and precious metals, coal, and industrial materials in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge.

Probable Mineral Reserve
A 'probable mineral reserve' is the economically mineable part of an indicated, and in some circumstances, a measured mineral resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.

Proven Mineral Reserve
A 'proven mineral reserve' is the economically mineable part of a measured mineral resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction is justified.

Qualified Person
A 'Qualified Person' means an individual who is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these; has experience relevant to the subject matter of the mineral project and the technical report and is a member or licensee in good standing of a professional association of geoscientists and/or engineers meeting the criteria set out in NI 43-101.

DENISON MINES CORP.

Management's Discussion and Analysis
Year Ended December 31, 2014
(Expressed in U.S. Dollars, unless otherwise noted)

INTRODUCTION

This Management's Discussion and Analysis ("MD&A") of Denison Mines Corp. and its subsidiary companies and joint arrangements (collectively, "Denison" or the "Company") provides a detailed analysis of the Company's business and compares its financial results with those of the previous year. This MD&A is dated as of March 5, 2015 and should be read in conjunction with the Company's audited consolidated financial statements and related notes for the year ended December 31, 2014. The audited consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All dollar amounts are expressed in U.S. dollars, unless otherwise noted.

Other continuous disclosure documents, including the Company's press releases, quarterly and annual reports, Annual Information Form and Form 40-F are available through its filings with the securities regulatory authorities in Canada at www.sedar.com and the United States at www.sec.gov/edgar.shtml.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain information contained in this MD&A constitutes "forward-looking information", within the meaning of the United States Private Securities Litigation Reform Act of 1995 and similar Canadian legislation concerning the business, operations and financial performance and condition of Denison.

Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur", "be achieved" or "has the potential to".

Forward looking statements are based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Denison to be materially different from those expressed or implied by such forward-looking statements. Denison believes that the expectations reflected in this forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking information included in this MD&A should not be unduly relied upon. This information speaks only as of the date of this MD&A. In particular, this MD&A may contain forward-looking information pertaining to the following: the likelihood of completing and benefits to be derived from corporate transactions; the estimates of Denison's mineral reserves and mineral resources; expectations regarding the toll milling of Cigar Lake ores; capital expenditure programs, estimated exploration and development expenditures and reclamation costs; expectations of market prices and costs; supply and demand for uranium ("U_3O_8"); possible impacts of litigation and regulatory actions on Denison; exploration, development and expansion plans and objectives; expectations regarding adding to its mineral reserves and resources through acquisitions and exploration; and receipt of regulatory approvals, permits and licences under governmental regulatory regimes.

There can be no assurance that such statements will prove to be accurate, as Denison's actual results and future events could differ materially from those anticipated in this forward-looking information as a result of the factors discussed in more detail later in this MD&A under the heading "Risk Factors".

Accordingly, readers should not place undue reliance on forward-looking statements. These factors are not, and should not be construed as being exhaustive. Statements relating to "mineral reserves" or "mineral resources" are deemed to be forward-looking information, as they involve the implied assessment, based on certain estimates and assumptions that the mineral reserves and mineral resources described can be profitably produced in the future. The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. Denison does not undertake any obligation to publicly update or revise any forward-looking information after the date of this MD&A to conform such information to actual results or to changes in Denison's expectations except as otherwise required by applicable legislation.

Cautionary Note to United States Investors Concerning Estimates of Measured, Indicated and Inferred Mineral Resources:
This MD&A may use the terms "measured", "indicated" and "inferred" mineral resources. United States investors are advised that while such terms are recognized and required by Canadian regulations, the United States Securities and Exchange Commission does not recognize them. "Inferred mineral resources" have a great amount of uncertainty as to their existence, and as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or other economic studies. **United States investors are cautioned not to assume that all or any part of measured or indicated mineral resources will ever be converted into mineral reserves. United States investors are also cautioned not to assume that all or any part of an inferred mineral resource exists, or is economically or legally mineable.**

2014 HIGHLIGHTS

- *Discovery of a new area of high-grade uranium mineralization on the Wheeler River Property* – Located three kilometres northwest of the Phoenix Deposit, on the Company's 60% owned Wheeler River property, the Gryphon Zone was discovered in early 2014 with drill hole WR-556 intersecting high grade basement hosted uranium mineralization returning 15.3% U_3O_8 over 4.0 metres. Drill hole WR-560 followed up on the discovery, intersecting 21.2% U_3O_8 over 4.5 metres. The discovery was the focus of further follow up during a summer drilling program consisting of 20 drill holes and a total of 14,937 metres at Wheeler River. Highlights from the summer drilling program include: drill hole WR-569A intersecting a wide zone of alteration and mineralization with several high grade intervals, including 13.2% U_3O_8 over 3.5 metres; drill hole WR-573D1 intersecting 22.2% U_3O_8 over 2.5 metres; and drill hole WR-574 intersecting 14.6% U_3O_8 over 2.0 metres.

- *Expansion of the Phoenix uranium deposit* – In June 2014, the Company updated its mineral resource estimate in accordance with National Instrument 43-101 ("NI 43-101"), for the high grade Phoenix uranium deposit on the Wheeler River property. After reporting several high grade intersections during the winter exploration program, including drill hole WR-548 that returned an assay of 36.8% U_3O_8 over 6.5 metres, and the completion of an updated resource estimate, the Company increased the quantity of indicated pounds U_3O_8 by 34% over the previous mineral resource estimate completed in 2012. The updated resource estimate includes an indicated mineral resource of 70.2 million pounds U_3O_8 (Denison's share, 42.1 million pounds U_3O_8) based on 166,400 tonnes at an average grade of 19.1% U_3O_8, and an inferred mineral resource of 1.1 million pounds U_3O_8 (Denison's share, 0.6 million pounds) based on 8,600 tonnes with an average grade of 5.8% U_3O_8. In 2014, the Company also carried out a metallurgical test program on samples from the Phoenix deposit. The results were positive and indicated high rates of uranium recovery with low acid consumption.

- *Acquisition of 30% interest in the Mann Lake exploration property* – In June 2014, the Company acquired all of the issued and outstanding common shares of International Enexco Limited ("IEC") by way of a plan of arrangement, and as a result, acquired IEC's uranium exploration assets consisting of a 30% interest in the Mann Lake property, located 25 kilometres southwest of the McArthur River mine, and a 20% interest in Denison's Bachman Lake property. Exploration activity at Mann Lake during early 2015 has produced the best result to date on the property with drill hole MN-066-01 intersecting 9.8% eU_3O_8 over 3.5 metres. Partners in the Mann Lake project include Cameco Corp. ("Cameco") (52.5%) as the operator and AREVA Resources Canada Inc. ("AREVA") (17.5%).

- *Obtained financing for 2015 Canadian exploration activities* – In August 2014, the Company completed a CAD$15.0 million ($13.7 million) "bought deal" private placement for the issuance of 9,257,500 flow-through common shares at a price of CAD$1.62 per share. The proceeds are planned to fund Canadian exploration activities through to the end of 2015.

- *Toll milling of first ore from Cigar Lake at the McClean Lake uranium mill* – During the year, modifications to the leach circuit were completed and construction continued as part of the expansion of the McClean Lake mill to an annual capacity of 24 million pounds U_3O_8. In September 2014, the McClean Lake mill officially restarted and began leaching McClean Lake ore slurry using the newly commissioned modified leach circuit. Ore from the Cigar Lake joint venture ("CLJV") was introduced into the mill circuit later in September, leading to the production of the first packaged uranium from the CLJV in October. Production for 2014 amounted to approximately 344,000 pounds U_3O_8 for the CLJV and approximately 112,000 pounds U_3O_8 (Denison's share, 25,000 pounds U_3O_8) for the McClean Lake joint venture ("MLJV").

- *Completed the acquisition of Rockgate Capital Corp. ("Rockgate")* – In January 2014, pursuant to a plan of arrangement, the Company acquired the remaining 10.28% non-controlling interest in Rockgate that it had not previously acquired under its takeover bid in 2013. Under the plan of arrangement, the Company acquired the outstanding shares of Rockgate that were not already owned by Denison in exchange for 0.192 of a Denison common share for each Rockgate common share, resulting in the issuance of an additional 2.3 million shares of Denison. The takeover of Rockgate added $15.3 million in cash and investments, and bolstered the Company's African portfolio of assets by adding the 100% owned Falea uranium project in Mali.

ABOUT DENISON

Denison was formed under the laws of Ontario and is a reporting issuer in all Canadian provinces. Denison's common shares are listed on the Toronto Stock Exchange (the "TSX") under the symbol "DML" and on the NYSE MKT under the symbol "DNN".

Denison is a uranium exploration and development company with interests in exploration and development projects in Canada, Zambia, Mali, Namibia and Mongolia. Including its 60% owned Wheeler project, which hosts the high grade Phoenix uranium deposit, Denison's exploration project portfolio consists of numerous projects covering over 467,000 hectares in the eastern Athabasca Basin region of Saskatchewan. Denison's interests in Saskatchewan also include a 22.5% ownership interest in the McClean Lake joint venture, which includes several uranium deposits and the McClean Lake uranium mill, which is currently processing ore from the Cigar Lake mine under a toll milling agreement, plus a 25.17% interest in the Midwest deposit and a 60% interest in the J Zone deposit on the Waterbury Lake property. Both the Midwest and J Zone deposits are located within 20 kilometres of the McClean Lake mill. Internationally, Denison owns 100% of the conventional heap leach Mutanga project in Zambia, 100% of the uranium/copper/silver Falea project in Mali, a 90% interest in the Dome project in Namibia, and an 85% interest in the in-situ recovery projects held by the Gurvan Saihan joint venture ("GSJV") in Mongolia.

Denison is engaged in mine decommissioning and environmental services through its Denison Environmental Services ("DES") division, which manages Denison's Elliot Lake reclamation projects and provides post-closure mine and maintenance services to a variety of customers.

Denison is also the manager of Uranium Participation Corporation ("UPC"), a publicly traded company listed on the TSX under the symbol "U", which invests in uranium oxide and uranium hexafluoride.

STRATEGY

Denison has built one of the strongest portfolios of strategic uranium deposits and properties, including an interest in a uranium milling facility, in the eastern Athabasca Basin. Denison plans to aggressively explore its most prospective properties to expand existing resources and delineate new uranium resources. The Company intends to increase shareholder value through successful exploration programs and corporate development activities to position the Company as a top-tier Athabasca Basin focused uranium industry investment.

URANIUM INDUSTRY INFORMATION

As a result of the Fukushima Daichii nuclear incident that occurred in March 2011, nuclear reactor programs around the world were impacted in varying degrees including the shutdown of all 54 reactors in Japan, the planned phase out of nuclear power in Germany and the pause in nuclear plant construction in China to reassess the plant and safety system designs. The nuclear industry is beginning to show signs of recovery, with the planned restart of a limited number of reactors in Japan expected in 2015, the resumption of the Chinese nuclear program, and the announcement of new build programs in the United Kingdom and Saudi Arabia. Nuclear power is one of the few options available at scale to reduce carbon-dioxide emissions, while providing or displacing other forms of base load power generation.

Uranium prices over the past year fell to levels not seen since 2005. Uranium producers responded to some degree to the downturn in uranium price with the shutdown, or scaling back of production at numerous operations; but production was still greater than demand, as suppliers continued to produce and sell into higher-priced long term contracts.

Although uranium production is currently greater than demand, the long term growth projections for the nuclear industry combined with the depletion of uranium resources in operation today, means that new production sources must be brought on stream, and higher uranium prices are necessary to justify the construction of these facilities.

Uranium Demand

The World Nuclear Association reports that there are 437 nuclear reactors operable in 30 countries as of January 1, 2015. These reactors can generate 377.7 gigawatts of electricity and supply approximately 11% of the world's electrical requirements. At the present time, 70 nuclear reactors are under construction in 14 countries with the principal drivers of this expansion being China (27 reactors under construction), Russia (9), India (6), South Korea (5) and the United States (5), which together have a total of 52 reactors under construction. Based on the most recent statistics from the World Nuclear Association, there are a total of 253 reactors that are either under construction, or planned around the world.

According to the International Energy Agency's "World Energy Outlook 2014" global nuclear power capacity is projected to increase by over 60%, from 377.7 gigawatts to over 620 gigawatts in 2040. Of the growth in nuclear generation, China accounts for 45%, while India, Korea and Russia collectively make up a further 30%. Ux Consulting Company, LLC ("UxCo"), in its "Uranium Market Outlook – Q4 2014" (the "Q4 Outlook"), estimated that, by 2030 uranium demand will grow to 266.0 million pounds U_3O_8 from 167.5 million pounds U_3O_8 in 2014.

Primary Uranium Supply

Due to the falling uranium price in 2014, uranium production declined year over year from 154.3 million pounds U_3O_8 in 2013 to 146.0 million pounds U_3O_8 in 2014, which is a reversal of the increasing production trend seen over the past several years. From 2004 to 2014, annual uranium production increased from about 100.0 million pounds U_3O_8 to 146.0 million pounds U_3O_8. The primary source of the increase has been Kazakhstan, where production has increased from 9.7 million pounds U_3O_8 in 2004 to 59.3 million pounds U_3O_8 in 2014.

UxCo has estimated in its Q4 Outlook that existing mine production plus new planned and potential mine production will increase primary uranium supply from 146.0 million pounds U_3O_8 in 2014 to 187.9 million pounds U_3O_8 in 2025. Kazahstan is expected to continue as one of the principal drivers for the increase in primary mine production and is projected to increase production by about 8% between 2014 and 2025. Two major production centres are projected to be Cigar Lake in Canada, which began production in 2014, and Husab in Namibia, which is being built by a Chinese utility as a source of captive supply and is projected to start production in 2016. For other projects to move forward to meet the production forecasts, uranium prices will need to increase appreciably to support the higher cost production profile of these projects and the significant capital expenditures that will be required.

Secondary Uranium Supply

Primary mine production supplies approximately 85% of current demand. The balance of demand is supplied from secondary sources such as commercial inventories, reprocessing of spent fuel, enricher uranium sales and inventories held by governments, in particular the U.S. Department of Energy.

Excess commercial inventories, which were once one of the major sources of secondary supplies during the period from the early 1970s to the early 2000s, have largely been consumed; however, as a result of the shutdown of the German nuclear program and the continued shut down of the Japanese nuclear fleet, commercial inventories could become more of a factor. A larger source of secondary supplies continues to be government inventories, particularly in the U.S. and Russia. The disposition of these inventories may have a market impact over the next 10 to 20 years, although the rate and timing of this material entering the market is uncertain.

Reprocessing of spent fuel is another source of secondary supply but is expected to satisfy only 3% to 4% of demand. Expansion of this secondary source would require major investments in facilities which could only be supported by a significant increase in long-term uranium prices.

UxCo expects that secondary sources of supply will fall from 2014 levels of 44.7 million pounds U_3O_8 per year to 27.9 million pounds U_3O_8 per year by 2025.

Uranium Prices

Nuclear utilities purchase uranium primarily through long-term contracts. These contracts usually provide for deliveries to begin two to four years after they are signed and provide for delivery from four to ten years thereafter. In awarding medium and long-term contracts, electric utilities consider the producer's uranium reserves, record of performance and production cost profile, in addition to the commercial terms offered. Prices are established by a number of methods, including base prices adjusted by inflation indices, reference prices (generally spot price indicators, but also long-term reference prices) and annual price negotiations. Contracts may also contain annual volume flexibility, floor prices, ceiling prices and other negotiated provisions. Under these contracts, the actual price mechanisms are usually confidential.

Long-term demand is affected in a large part by utilities' uncovered requirements. Uncovered demand is projected to increase significantly over the period of 2016 to 2018. UxCo estimates that uncovered demand in 2015 will only be 6.7 million pounds U_3O_8, but will increase to 17.6 million pounds U_3O_8 in 2016 and up to 49.4 million pounds U_3O_8 in 2018, which should result in increased contract activity in 2015 and into 2016.

The long-term price is published on a monthly basis and began the year at $50.00 per pound U_3O_8. It declined to $44.00 per pound U_3O_8 at the end of July 2014 and then rose to $49.00 per pound U_3O_8 at the end of the year. Long term contracting volumes were up compared to 2013, but were still much lower than those seen over the past ten years.

Electric utilities procure their remaining uranium requirements through spot and near-term purchases from uranium producers, traders and other suppliers. Historically, spot prices are more volatile than long-term prices. The spot price began the year at $34.50 per pound U_3O_8. It rose to $35.50 per pound U_3O_8 during the beginning of the year and then declined to $28.25 per pound U_3O_8 by May 2014. The last time the uranium price was at these levels was April 2005. The spot price started to climb again later in the summer months and ended 2014 at $35.50 per pound U_3O_8. The spot price continued to rise steadily during the first two months of 2015 and was last quoted at $39.25 per pound U_3O_8 on March 2, 2015.

Competition

The uranium industry is small compared to other commodity industries, in particular other energy commodity industries. Uranium demand is international in scope, but supply is characterized by a relatively small number of companies operating in only a few countries. Production by four producers accounted for approximately 64% of the estimated world production in 2014. In total, nine producers represent 87.6% of the world's production. The industry is also geographically concentrated with about 73% of the world's production coming from only four countries, namely Kazakhstan, Canada, Australia and Niger. Kazakhstan is the largest producer, with production of approximately 41% of the total primary production in 2014.

SELECTED ANNUAL FINANCIAL INFORMATION

(in thousands)	As at December 31, 2014	As at December 31, 2013
Financial Position:		
Cash and cash equivalents	$ 18,640	$ 21,786
Short term investments	4,381	10,040
Long term investments	954	5,901
Cash, equivalents and investments	$ 23,975	$ 37,727
Working capital	$ 22,542	$ 29,391
Property, plant and equipment	$ 270,388	$ 281,010
Total assets	$ 311,330	$ 330,969
Total long-term liabilities	$ 42,291	$ 41,283

(in thousands, except for per share amounts)	December 31, 2014	December 31, 2013
Results of Operations:		
Total revenues	$ 9,619	$ 10,407
Net income (loss)	$ (31,703)	$ (83,835)
Basic and diluted earnings (loss) per share	$ (0.06)	$ (0.19)

(in thousands, except for per share amounts)	2014 Q4	2014 Q3	2014 Q2	2014 Q1
Results of Operations:				
Total revenues	$ 2,736	$ 2,351	$ 2,358	$ 2,174
Net income (loss)	$ (4,652)	$ (2,820)	$ (11,564)	$ (12,667)
Basic and diluted earnings (loss) per share	$ (0.01)	$ (0.01)	$ (0.02)	$ (0.03)

(in thousands, except for per share amounts)	2013 Q4	2013 Q3	2013 Q2	2013 Q1
Results of Operations:				
Total revenues	$ 2,413	$ 2,801	$ 2,902	$ 2,291
Net income (loss)	$ (30,459)	$ (45,477)	$ (2,430)	$ (5,469)
Basic and diluted earnings (loss) per share	$ (0.06)	$ (0.10)	$ (0.01)	$ (0.01)

RESULTS OF OPERATIONS

Revenues

Canada

The Company's share of toll milling revenues from processing Cigar Lake ore at the McClean Lake mill during the fourth quarter of 2014 totaled $111,000. The first drums of CLJV uranium were packaged in early October 2014. There was no production in 2013.

Services and Other

Revenue from DES in 2014 was $7,327,000, compared to $8,763,000 in 2013. The decrease in revenue in 2014 was due to a reduction in activity on certain care and maintenance projects, and an unfavourable fluctuation in foreign exchange rates applicable on the translation of Canadian dollar revenues.

Revenue from the Company's management contract with UPC was $2,181,000 in 2014, compared to $1,644,000 in 2013. Revenue increased during 2014 mainly due to commissions earned during the year on UPC's purchases of uranium, partly offset by an unfavourable fluctuation in foreign exchange rates applicable on the translation of Canadian dollar revenues.

Operating Expenses

Canada

Mining, Milling and Other Development Costs

McClean Lake is comprised of several uranium deposits and a conventional mill and is located on the eastern edge of the Athabasca Basin in northern Saskatchewan, approximately 750 kilometres north of Saskatoon. The McClean Lake uranium mill is one of the world's largest uranium processing facilities. Expansion activities and modifications at the McClean Lake mill continued throughout 2014 with the CLJV continuing to pay nearly all of the expenses under the terms of a toll milling agreement. Construction and commissioning of the Hydrogen Mitigation modifications were completed during the third quarter of 2014. In September 2014, the McClean Lake mill was officially restarted with leaching of McClean Lake ore using the newly commissioned modified leach circuit. The first shipment of high grade ore from Cigar Lake was received at the McClean Lake mill in the first quarter of 2014, followed by a temporary suspension of ore shipments by the CLJV to allow for additional freezing to occur in certain areas of the Cigar Lake mine. Ore deliveries to the mill resumed during the first week of September and high grade ore was introduced into the mill circuit towards the end of September.

The first drums of CLJV uranium were packaged in early October. A total of approximately 344,000 pounds U_3O_8 was produced for the CLJV and approximately 112,000 pounds U_3O_8 was produced for the MLJV. Denison's share of uranium production from MLJV ore was approximately 25,000 pounds U_3O_8, at a production cost of CAD$19.71 per pound U_3O_8, and is planned to be available for sale in 2015. Production costs include stockpile depletion, the costs of milling and depreciation of mill capital assets.

Operating costs in Canada were mainly related to development and standby activities at the MLJV, with Denison's share of costs during the year amounting to $541,000, compared to $958,000 in 2013. Operating costs decreased in 2014 primarily due to reductions in expenditures on the Surface Access Borehole Resource Extraction ("SABRE") program, which is not part of the stand-by costs paid by the CLJV.

Reclamation Liability Adjustments

The estimates of future reclamation liabilities for asset decommissioning and site restoration are updated on a periodic basis. The adjustment recorded within operating expenses in the fourth quarter of 2014 was $2,086,000, as compared to a recovery of $1,645,000 in the fourth quarter of 2013. The adjustment relates primarily to the impact of changing discount rates on the reclamation liability at Elliot Lake. Refer to Contractual Obligations and Contingencies Section for further detail.

Africa

Operating expenses in Africa during 2014 and fourth quarter of 2013 were primarily related to costs incurred on the Falea project in Mali. Engineering studies, a metallurgical test work program and environmental programs, originally initiated by Rockgate, continued during the fourth quarter of 2013 and were completed in the first half of 2014. The Company's expenditures in Mali during 2014 and 2013 totaled $1,287,000 and $431,000, respectively.

Services and Other

Operating expenses in 2014 include costs relating to DES totaling $6,917,000, compared to $8,077,000 in 2013. Costs related to DES decreased in 2014 mainly due to a reduction in activity at certain care and maintenance sites, and a favourable fluctuation in foreign exchange rates applicable on the translation of Canadian dollar expenses.

Mineral Property Exploration

Denison is engaged in uranium exploration and/or development in Canada, Zambia, Mali, Namibia and Mongolia. While the Company has material interests in uranium projects in Asia and Africa, the Company is focused primarily on the eastern Athabasca Basin, in Saskatchewan, Canada, with numerous projects covering over 467,000 hectares. Global exploration expenditures were $14,795,000 in 2014, with 91% of exploration expenditures being incurred in Canada during the year, compared to global exploration expenditures of $13,682,000 in 2013. The increase in global exploration expenditures in 2014 is due to an increase in exploration activity in Canada.

Canada

The Company's land position in the eastern Athabasca Basin, as of December 31, 2014, is illustrated below:



Denison's share of exploration spending on its Canadian properties was $13,488,000 during 2014, as compared to $12,019,000 in 2013. The following exploration activities were completed during the year ended December 31, 2014.

Canadian Exploration Activities

Property	Denison's ownership	Drilling in metres	Other activities
Wheeler River	60%	29,591 (47 holes)	Geophysical surveys, mineral resource estimate, metallurgical studies
Bachman Lake	100%	1,194 (2 holes)	-
Bell Lake	100%	6,180 (11 holes)	Geophysical surveys
Black Bear	100%	450 (2 holes)	-
Candle Lake	43.81%(1)	-	Geophysical surveys
Crawford Lake	100%	2,995 (5 holes)	Geophysical surveys
Hatchet Lake	58.06%(1)	2,030 (10 holes)	-
Johnston Lake	100%	-	Geophysical surveys
Lynx Lake	58.42%(1)	710 (1 hole)	-
Mann Lake	30%	9,838 (13 holes)(2)	-
Marten	50%	-	Geophysical surveys
McClean Lake	22.5%	2,515 (9 holes)	-
Murphy Lake	58.94%(1)	-	Geophysical surveys
Moore Lake	100%	4,100 (10 holes)	Geophysical surveys
Park Creek	49%	1,910 (6 holes)	Geophysical surveys
Waterbury Lake	60%	3,100 (9 holes)	Geophysical surveys
Wolverine	50%	-	Geophysical surveys
Wolly	22.5%	3,130 (17 holes)	-
Total		**67,743 (142 holes)**	

(1) The Company's ownership in these projects is as at December 31, 2014. Certain partners in these projects may not fund the 2015 programs and as a result, Denison's interest may increase.

(2) Exploration activities were carried out prior to Denison's acquisition of IEC on June 6, 2014.

Wheeler River

The Wheeler River property lies between the McArthur River Mine and the Key Lake mill complex in the Athabasca Basin in northern Saskatchewan, in close proximity to existing mining and milling infrastructure. Denison is the operator and holds a 60% interest in the project. Cameco holds a 30% interest and JCU (Canada) Exploration Company, Limited ("JCU") holds the remaining 10% interest. Denison's share of exploration costs at Wheeler River amounted to $4,543,000 during 2014, compared to $3,981,000 in 2013.

Gryphon Zone

The Gryphon zone, located approximately three kilometres northwest of the Phoenix deposit, was discovered as a result of drilling activity targeting the K-North trend on the Wheeler River property as part of the 2014 winter exploration program. The discovery drill hole, WR-556, intersected 15.3% U_3O_8 over 4.0 metres, and was followed up by drill hole WR-560, intersecting 21.2% U $_3O_8$ over 4.5 metres.

The 2014 summer drilling program at Wheeler River focused on further follow up at Gryphon. A total of 14,937 metres was completed in 20 drill holes during the summer 2014 drill program. Highlights from the summer program included drill holes WR-569A, WR-573D1 and WR-574. As the drill holes are angled steeply to the northwest and the mineralization is interpreted to dip moderately to the southeast, the true thickness is expected to be approximately 75% of the intersection length.

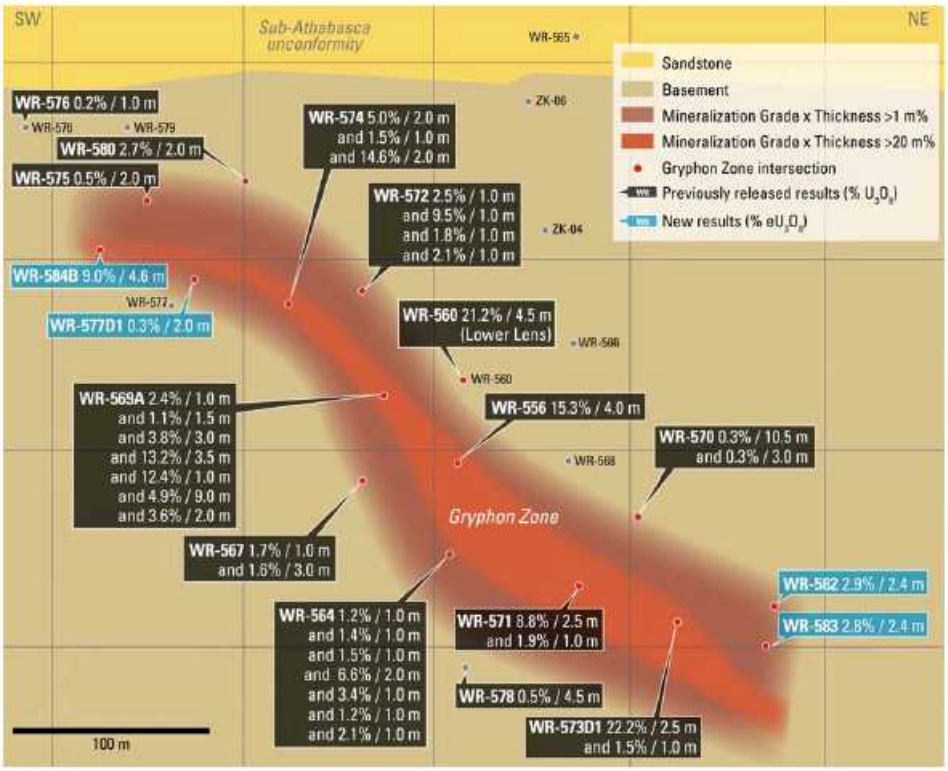
Gryphon Zone - 2014 Drilling Highlights

	Chemical Assay			
Hole Number	**From (m)**	**To (m)**	**Length (m)**	**U_3O_8 (%)**
WR-556	697.5	701.5	4.0	15.3
WR-560	759.0	763.5	4.5	21.2
WR-569A	680.0	683.5	3.5	13.2
and	693.0	694.0	1.0	12.4
WR-573D1	768.0	770.5	2.5	22.2
WR-574	696.5	698.5	2.0	14.6

Drill hole WR-569A is located 40 metres along strike southwest and 40 metres up dip of drill hole WR-556, and intersected a wide zone of alteration and mineralization with several high grade intervals. Drill hole WR-573D1, the highest grade intersection to date at Gryphon, is particularly significant as it extended the zone of mineralization in the down plunge direction.

The Gryphon discovery is believed to consist of multiple stacked lenses with variable thicknesses that plunge to the northeast. It is considered a highly prospective uranium discovery and has the potential to significantly increase the resource base at Wheeler River. Mineralization at Gryphon is hosted in basement gneisses and occurs from 100 to 250 metres below the sub-Athabasca unconformity. The zone is 350 metres long (along the plunge) by 60 metres wide (across the plunge) at the end of 2014, and remains open in both plunge directions.

The figure below shows the location of the Gryphon zone drill holes to date, on an inclined longitudinal section.

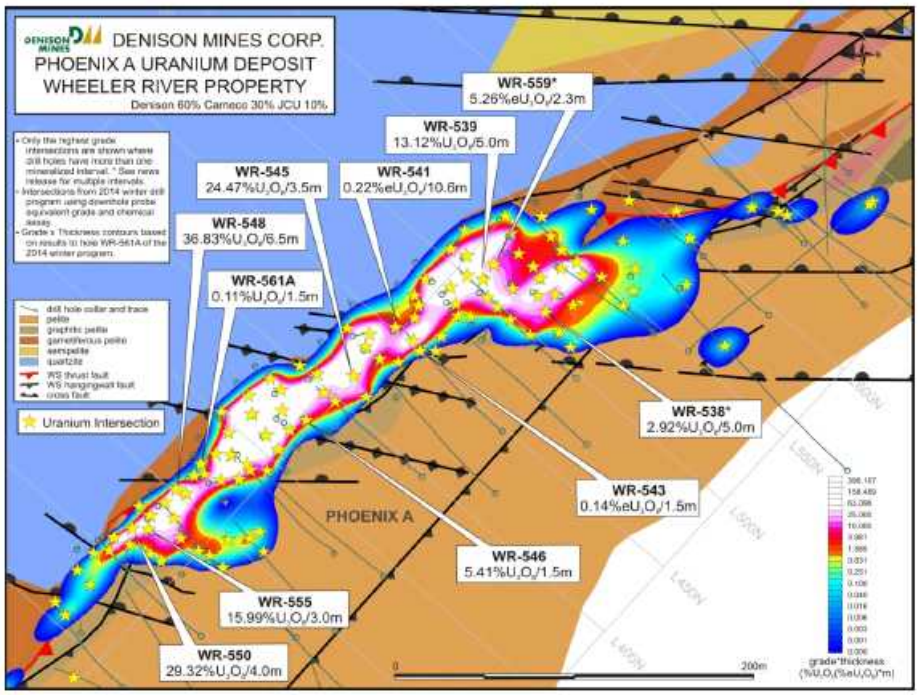


Phoenix Deposit

During the winter exploration program, a total of 11 drill holes were completed at Zone A of the Phoenix deposit, which focused on expanding the zone of higher grade mineralization. The program was successful and was highlighted by drill hole WR-548 intersecting 36.83% U_3O_8 over 6.5 metres. Since all the drill holes were vertical and the mineralization is approximately horizontal, the intersection lengths are generally equal to the true thickness. Selected drilling highlights are shown in the table and figure below.

Phoenix Deposit Zone A - 2014 Drilling Highlights

	Chemical Assay			
Hole Number	**From (m)**	**To (m)**	**Length (m)**	**U_3O_8 (%)**
WR-539	400.0	405.0	5.0	13.12
WR-545	401.7	405.2	3.5	24.47
WR-548	406.8	413.3	6.5	36.83
WR-550	406.2	410.2	4.0	29.32
WR-555	404.5	407.5	3.0	15.99



An updated mineral resource estimate was completed in June 2014, in accordance with the requirements of NI 43-101. Since the previous mineral resource estimate in 2012, the Company completed 25 drill holes at Phoenix to convert inferred mineral resources to indicated, and to extend higher grade portions of the deposit. The Company reported an indicated mineral resource estimate for the Phoenix deposit of 70.2 million pounds U_3O_8, representing a 34% increase in indicated pounds U_3O_8 over the last estimate completed in 2012. Additionally, the total inferred mineral resource is now estimated to contain 1.1 million pounds U_3O_8. The following table summarizes the mineral resource estimate by classification.

2014 Phoenix Mineral Resource Estimate Summary (1)

Category	Tonnes	Grade (% U_3O_8)	Million lbs U_3O_8 (100% Basis)	Million lbs U_3O_8 (Denison's Share)
Indicated	166,400	19.13	70.2	42.1
Inferred	8,600	5.80	1.1	0.6

(1) Denison's "Technical Report on a Mineral Resource Estimate Update for the Phoenix Uranium Deposit, Wheeler River Project, Eastern Athabasca Basin, Northern Saskatchewan, Canada" dated June 17, 2014, in accordance with the requirements of NI 43-101, was prepared by William E. Roscoe, Ph.D. P. Eng. of Roscoe Postle Associates Inc., who is an independent "Qualified Person" as defined by NI 43-101 and is responsible for the mineral resource estimate.

In 2014, the Company also carried out a metallurgical test program on samples from the Phoenix deposit. The results were positive and indicated high rates of uranium recovery with low acid consumption. Mineralization at Phoenix occurs 400 metres below surface and shares many similarities with other unconformity related Athabasca uranium deposits. Mineralization varies from disseminated to massive, with several very high grade drill hole intersections including WR-525, which averaged 43.8% U_3O_8 over an interpreted true thickness of 12.0 metres.

Other Properties

In 2014, the Company managed or participated in 17 other exploration programs in the Athabasca Basin (14 operated by Denison), including 12 drilling programs (9 operated by Denison). Developments at the Company's high priority projects are discussed below.

Bachman Lake and Crawford Lake – Exploration costs during 2014 totaled $1,613,000 at both properties, compared to $377,000 during 2013. A total of 4,189 metres of drilling was completed in seven holes at both properties. Targets were a combination of new geophysical targets and follow-ups from previous drilling results that had intersected significant alteration zones. Although no significant mineralization was intersected, the drilling was successful in extending a large zone of sandstone and basement alteration, roughly along trend to the south of Cameco's Millennium deposit. Crawford Lake and Bachman Lake are located just west of Wheeler River in the southeast Athabasca Basin.

Bell Lake – Exploration costs of $1,365,000 were incurred during 2014, compared to $529,000 in 2013. 11 drill holes were completed during the winter program. Weak uranium mineralization was intersected in several holes, with the best down-hole probe results from drill hole BL-14-22, which intersected 0.028% eU_3O_8 over 2.5 metres from 517.1 to 519.6 metres at the sub-Athabasca unconformity, including 0.065% eU_3O_8 over 0.6 metres in a massive clay and hematite altered zone. Follow up drilling is planned for 2015 (2,600 metres, 4 drill holes). Bell Lake is located along the Athabasca seasonal road, 37 kilometres northwest of the McClean Lake mill.

Hatchet Lake – During 2014, exploration costs amounted to $662,000, compared to $425,000 during 2013. A 2,030 metre, 10 hole diamond drilling program was completed. A broad zone of weak uranium mineralization was observed near the unconformity in drill hole RL-14-19, which intersected 0.025% U_3O_8 over 8.5 metres from 124.2 to 132.7 metres. Additionally, significant base metal mineralization comprised of 3.3% Pb, 0.27% Zn and 19.6 g/t Ag over 9.6 metres was intersected in drill hole RL-14-27 from 148.0 to 163.4 metres. Additional drilling is planned for 2015 (2,000 metres, 8 drill holes). Hatchet Lake is located 16 kilometres north of the McClean Lake mill and is a joint venture with Anthem Resources Inc. (41.94% interest).

Mann Lake – After the acquisition of IEC in June 2014, Denison's share of exploration costs at Mann Lake during 2014 were $19,000. The 2014 drilling program operated by Cameco was largely carried out before Denison's acquisition of IEC and was highlighted by drill hole MN-060, which intersected high grade uranium mineralization consisting of 2.94% U_3O_8 over 4.8 metres at the sub-Athabasca unconformity. This was followed by drill hole MN-065, which intersected 4.8% U_3O_8 over 1.0 metres. As the drill holes are oriented steeply and the mineralization is approximately horizontal, the true thickness is expected to be at least 80% of the intersection lengths. Mann Lake is located 25 kilometres southwest of the McArthur River mine and is on trend between the Wheeler River project and Cameco's Read Lake project in the eastern Athabasca Basin, and is a joint venture with Cameco (52.5% interest) and AREVA (17.5% interest).

Moore Lake – Exploration costs totaled $1,267,000 during 2014, compared to $1,455,000 in 2013. A 4,100 metre, 10 hole diamond drilling program was completed with no significant mineralization intersected. A program of geophysics (electromagnetic and DC-resistivity surveying) was also completed during the winter to aid in the selection of drill targets for the 2015 drill program. Moore Lake is located 11 kilometres southeast of Wheeler River.

Waterbury Lake – Exploration costs in 2014 amounted to $704,000, compared to $848,000 during 2013. Exploration drilling was completed along the western strike extension of the Discovery Bay corridor, west of the J Zone uranium deposit and also at the Oban target area, three kilometres north of the J Zone deposit. Weak uranium mineralization was intersected in one drill hole in the Discovery Bay corridor and in two drill holes at the Oban target area. The best down-hole probe result was WAT14-406A at Oban, which intersected 0.09% eU_3O_8 over 3.0 metres from 250 to 253 metres at the sub-Athabasca unconformity. The mineralization is associated with graphitic fault zones and strong hydrothermal alteration. Denison is encouraged by these results as the zone is open along strike in both directions. Waterbury Lake is located 10 kilometres west of the McClean Lake mill.

Wolly – At the Wolly project operated by AREVA, a total of 3,130 metres of exploration drilling was completed in 17 drill holes. Denison's share of exploration costs in 2014 totaled $204,000, compared to $159,000 in 2013. The most notable results included significant alteration and structure in both the sandstone and basement at the JEB South target area, approximately 2 kilometres from the McClean Lake mill. Wolly is a joint venture with AREVA (62.90% interest) and JCU (14.60% interest).

Africa

After completing the acquisition of Rockgate in early 2014, the Company carried out an internal reorganization of its interests to consolidate its African holdings under a single wholly owned Canadian subsidiary. The reorganization simplifies the Company's intercompany relationships in preparation for a spin-out or disposal transaction of the African portfolio, which will be pursued when market conditions permit.

Zambia

The Mutanga Project area consists of 2 contiguous claims totaling 47,115 hectares, which is situated in the Southern Province of Zambia, approximately 200 kilometres south of Lusaka immediately north of Lake Kariba. Mutanga is comprised of the Mutanga, Dibwe and Dibwe East deposits plus a number of exploration areas. Uranium occurs in sandstones of the Escarpment Grit formation, part of the Upper Karoo Group.

Exploration expenditures of $559,000 during 2014 related to geological mapping, geochemical sampling and excavator trenching programs. The Company plans to continue such activities through 2015, with a focus on generating additional exploration targets. During 2013, exploration expenditures totaled $1,066,000, in which soil geochemical surveying, radon sampling programs, and a 1,900 kilometre line-helicopter-borne electromagnetic geophysical survey were completed.

Mali

Falea is a uranium, silver and copper deposit located in Mali within the Falea -- North Guinea -- Senegal Neoproterozoic Basin, overlying older Birimian metasedimentary and metavolcanic rocks. The project is located approximately 250 kilometres west of Bamako, near the Senegal and Guinea borders.

Exploration expenditures of $269,000 were incurred in 2014, with activity being limited to a modest field program consisting of geological mapping and surficial geochemistry orientation surveys. These programs were completed during the second quarter of the year. During the fourth quarter of 2013, minimal exploration expenditures of $39,000 were spent on Falea after acquiring the property from Rockgate. In early 2015, the Company submitted an application for a new exploration license to the authorities in Mali, to allow exploration activity to continue at Falea.

Namibia

The Dome project is located in the Erongo Region of Namibia, in the country's uranium producing district, with excellent infrastructure nearby. The property hosts discoveries of both bedrock uranium mineralization in leucogranite and surficial uranium mineralization in calcrete. Uranium in leucogranite is currently mined in the region at the Rössing mine and uranium in calcrete is currently mined at Langer Heinrich.

In March 2014, Rio Tinto Mining and Exploration Limited ("Rio") terminated its option to earn an interest in the Dome project under the provisions of an earn-in agreement between the parties. Rio discontinued activities at the site at the end of February 2014. The Company assumed operatorship of the project and continues to evaluate options for moving forward.

Mongolia

The GSJV was created in 1994 to explore and develop sediment-hosted uranium deposits, with focus on deposits that can be exploited by in situ recovery, in the south Gobi region of Mongolia. The property holds a total of 167,260 hectares in four licenses. The Company currently has an 85% interest in the GSJV, with Mon-Atom LLC holding the remaining 15% interest.

Exploration expenditures on the GSJV properties totaled $394,000 in 2014, compared to $550,000 in 2013. Expenditures during the year primarily relate to annual license payments required to maintain the GSJV properties in good standing, while the Company continues to explore strategic alternatives regarding its ownership interest in the GSJV. In 2013, the Company focused on completing field programs and studies necessary to convert the Company's exploration licences to mining licences.

General and Administrative

General and administrative expenses totaled $7,590,000 in 2014, compared with $8,167,000 in 2013. These costs are mainly comprised of head office wages and benefits, office costs in multiple regions, audit and regulatory costs, legal fees, investor relations expenses and all other costs related to operating a public company with listings in Canada and the United States. General and administrative expenses decreased in 2014 mainly due to lower legal fees, public compliance costs and office expenses, slightly offset by an increase in insurance premiums and special projects costs.

Impairment – Mineral Properties

In 2014, the Company recognized mineral property impairment charges of $1,745,000, including impairment charges of $1,658,000 associated with the Company's release of its Black Lake land holdings in Canada during the first quarter, and $87,000 associated with the Company's surrender of its Telwa Gada land holdings in Niger during the fourth quarter.

In 2013, the Company recognized mineral property impairment charges of $47,099,000. The Company reduced the carrying value of the Mutanga project in Zambia to its estimated recoverable amount by recognizing impairments charges of $35,655,000 and $10,510,000 in the third and fourth quarters, respectively. The Company also recognized an impairment charge of $934,000, during the fourth quarter of 2013, in respect of the Company's decision to release its Riou Lake land holdings in Canada.

Other Income and Expenses

The Company recognized other expenses of $7,558,000 during 2014, compared to $529,000 during 2013. The increase in other expenses is primarily due to an increase in foreign exchange losses due to unfavourable fluctuations in foreign exchange rates, partially offset by the gain on sale of land holdings related to the Way Lake and Yurchison Lake properties of $202,000, and a payment received of $229,000 from Strateco Resources Inc. in accordance with the option agreement that entitles the optionee to earn up to a 60% interest in Denison's Jasper Lake property (the "Jasper Option Agreement"). During the year, the Jasper Option Agreement was assigned to SeqUr Exploration Inc. ("SeqUr"). In February 2015, SeqUr notified the Company that it intends to terminate its option to earn an interest in the Jasper Lake property.

Income Tax Recovery and Expense

Income tax recovery in 2014 totaled $2,299,000, compared to an income tax expense of $15,422,000 in 2013. The income tax recovery in 2014 is based on the reversal of various deferred tax liabilities during the year as the Company's tax basis in Canada increases relative to the Company's carrying value for accounting purposes.

In 2013, the income tax expense was driven by a one-time non-cash deferred income tax expense of $18,410,000 resulting from the substantive enactment of changes to the Crown Mineral Royalty Regulations (the "Regulations") in Saskatchewan. The changes in the Regulations resulted in a new uranium mining royalty system, in which a component of the system constitutes an income-based tax and is within the scope of IAS 12. The tax basis available to the Company under this system is significantly less than the carrying value associated with the assets that will be subject to the royalty in future years, resulting in a significant deferred tax liability and the charge to deferred tax expense recorded by the Company in 2013.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents were $18,640,000 at December 31, 2014 compared with $21,786,000 at December 31, 2013. The decrease of $3,146,000 was primarily due to net cash used in operations of $23,500,000 and a net foreign exchange loss of $2,001,000 on the translation of currency balances at period end, offset in part by net cash provided by investing and financing activities of $8,212,000 and $14,143,000, respectively.

Net cash used in operating activities of $23,500,000 during 2014 is comprised of a net loss for the period adjusted for non-cash items and changes in working capital items. Significant changes in working capital items during the period include an increase of $5,310,000 in trade and other receivables, offset by an increase of $2,102,000 in accounts payable and accrued liabilities. The increase in trade and other receivables and the increase in accounts payable and accrued liabilities are mainly due to the increase in activity in the MLJV related to operations at the McClean Lake mill.

Net cash provided by investing activities of $8,212,000 consists primarily of cash provided by the maturity of investments in debt instruments accounting for $9,529,000, partly offset by $859,000 in cash spent on property, plant and equipment.

Net cash provided by financing activities of $14,143,000 consists primarily of net proceeds received on the issuance of 9,257,500 common shares on a flow-through basis, pursuant to a private placement at a price of CAD$1.62 per share. As at December 31, 2014, the Company estimates it has spent CAD$1.2 million of its obligation under the flow-through share financing on eligible Canadian exploration expenses and the remaining balance of CAD$13.8 million is expected to be incurred by December 31, 2015. Other financing activities included the issuance of common shares on the exercise of stock options and warrants for $946,000 and $405,000, respectively.

Cash, equivalents and investments declined by $7,834,000 during the fourth quarter of 2014. The decrease in the quarter was amplified by a reduction of $4,909,000 in the Company's share of cash held in the MLJV as part of regular working capital movements, and a reduction of $764,000 due to unfavourable movement in exchange rates on instruments denominated in foreign currencies. As the large majority of the Company's future expenditures are expected to be incurred in Canadian dollars, the foreign exchange movement is not expected to have a material impact on the Company's financial position.

On January 31, 2014, the Company entered into a revolving term credit facility (the "2014 Credit Facility") with the Bank of Nova Scotia for CAD$15,000,000. The use of the 2014 Credit Facility was restricted to the issuance of non-financial letters of credit and contained a covenant to maintain a certain level of tangible net worth, which must be greater than or equal to $150,000,000. As at December 31, 2014, the Company was in compliance with the covenants of the 2014 Credit Facility, and CAD$9,698,000 of the 2014 Credit Facility was being used as collateral for certain letters of credit. Letters of credit issued under the 2014 Credit Facility were subject to a fee of 2.0% per annum and the balance is subject to a standby fee of 0.75% .

On January 30, 2015, the Company entered into an amended agreement (the "2015 Credit Facility") with the Bank of Nova Scotia to amend the terms of the 2014 Credit Facility and extend the maturity date to January 31, 2016. See SUBSEQUENT EVENTS section for further detail.

As security for both the 2014 Credit Facility and 2015 Credit Facility, the Company provided an unlimited full recourse guarantee and a pledge of all of the shares of Denison Mines Inc. ("DMI"). DMI has provided a first-priority security interest in all present and future personal property and an assignment of its rights and interests under all material agreements relative to the McClean Lake and Midwest projects.

Contractual Obligations and Contingencies

The Company has the following contractual obligations at December 31, 2014:

(in thousands)	Total	1 Year	2-3 Years	4-5 Years	After 5 Years
Debt Obligations	$ 39	$ 30	$ 9	$ –	$ –
Operating Lease and Other Obligations	$ 473	$ 269	$ 186	$ 18	$ –

Reclamation Liability

The Company periodically reviews the anticipated costs of decommissioning and reclaiming its mill and mine sites as part of its environmental planning process. The mill and mine reclamation estimates at December 31, 2014 are $17,659,000 which are expected to be sufficient to cover the projected future costs for reclamation of the mill and mine operations. However, there can be no assurance that the ultimate cost of such reclamation obligations will not exceed the estimated liability contained in the Company's financial statements.

Elliot Lake – The Elliot Lake uranium mine was closed in 1992 and capital works to decommission the site were completed in 1997. The remaining provision is for the estimated cost of monitoring the Tailings Management Areas at the Company and Stanrock sites and for treatment of water discharged from these areas. The Company conducts its activities at both sites pursuant to licenses issued by the Canadian Nuclear Safety Commission. In the fourth quarter of 2014, an adjustment of $2,104,000 was made to the reclamation liability to reflect the Company's best estimate of the present value of the total future reclamation cost that will be required in the future. Spending on restoration activities at the Elliot Lake sites are funded from monies in the Elliot Lake reclamation trust fund. At December 31, 2014, the amount of restricted cash and investments relating to the Elliot Lake Reclamation Trust fund was $2,068,000.

McClean Lake and Midwest – The McClean Lake and Midwest operations are subject to environmental regulations as set out by the Saskatchewan government and the Canadian Nuclear Safety Commission. Cost estimates of future decommissioning and reclamation activities are prepared every 5 years and filed with the applicable regulatory authorities for approval. An updated plan was submitted in November 2014 and is under review by the applicable regulatory authorities. As a result, an adjustment of $3,498,000 was made, in the fourth quarter of 2014, to the reclamation liability to reflect the Company's best estimate of the present value of its total future reclamation cost that will be required in the future. Reclamation costs are expected to be incurred between 2033 and 2058.

Under the Mineral Industry Environmental Protection Regulations (1996), the Company is required to provide its pro-rata share of financial assurances to the Province. As at December 31, 2014, the Company has in place irrevocable standby letters of credit, from a chartered bank, in favour of Saskatchewan's Ministry of Environment, totaling CAD$9,698,000 which relate to a previously filed reclamation plan. Under the preliminary plan submitted in November 2014, the Company expects to increase its pro-rata share of financial assurances to the Province to approximately CAD$22,446,000.

Under the terms of a Potentially Reactive Waste Rock Disposal Agreement ("PRWR Agreement") between the MLJV and the CLJV, the MLJV agreed to deposit certain waste rock material from the Cigar Lake mine in its mined-out Sue C pit. In return, the CLJV has agreed to reimburse the MLJV for additional site restoration costs that may reasonably occur as a result. In 2014, triggered by the delivery of the first Cigar Lake ore to the McClean Lake mill, the CLJV made payments totaling CAD$4,332,000 to the MLJV under the terms of the PRWR Agreement. Denison received $883,000 (CAD$974,700), its proportionate share of this total amount, and recorded the receipt as an addition to its reclamation liability.

Other

In June 2012, the Company completed a transaction with Energy Fuels Inc. ("EFR") whereby it sold its subsidiaries holding all of its mining assets and operations located in the United States. In connection with the EFR Transaction, Denison remained a guarantor under a sales contract assigned to EFR. The sales contract requires deliveries of 200,000 pounds of U_3O_8 per year from 2013 to 2017 at a selling price of 95% of the long-term U_3O_8 price at the time of delivery. Should EFR not be able to deliver for any reason other than "force majeure" as defined under the contract, the Company may be liable to the customer for incremental costs incurred to replace the contracted quantities if the unit price of the replacement quantity is greater than the contracted unit price selling amount. EFR has agreed to indemnify the Company for any future liabilities it may incur related to this guarantee.

TRANSACTIONS WITH RELATED PARTIES

Uranium Participation Corporation

The Company is a party to a management services agreement with UPC. Under the terms of the agreement, the Company receives the following fees from UPC: a) a commission of 1.5% of the gross value of any purchases or sales of uranium completed at the request of the Board of Directors of UPC; b) a minimum annual management fee of CAD$400,000 (plus reasonable out-of-pocket expenses) plus an additional fee of 0.3% per annum based upon UPC's net asset value in excess of CAD$100,000,000; and c) a fee, at the discretion of the Board of Directors of UPC, for on-going monitoring or work associated with a transaction or arrangement (other than a financing, or the purchase or sale of uranium).

The management services agreement was entered into on April 1, 2013 and has a three-year term. The agreement may be terminated by either party upon the provision of 120 days written notice.

Management fees were incurred with UPC for the periods noted:

(in thousands)	December 31, 2014	December 31, 2013
Revenue:		
Management fees	$ 1,628	$ 1,644
Commission fees	553	-
	$ 2,181	$ 1,644

At December 31, 2014, accounts receivable includes $123,000 (December 31, 2013: $148,000) due from UPC with respect to the fees and transactions discussed above.

Korea Electric Power Corporation ("KEPCO")

In June 2009, Denison completed definitive agreements with KEPCO including a long-term offtake agreement (which has been assigned to EFR as part of the sale of the U.S. Mining Division transaction completed in June 2012) and a strategic relationship agreement. Pursuant to the strategic relationship agreement, KEPCO is entitled to subscribe for additional common shares in Denison's future share offerings. The strategic relationship agreement also provides KEPCO with a right of first opportunity if Denison intends to sell any of its substantial assets, a right to participate in certain purchases of substantial assets which Denison proposes to acquire and a right to nominate one director to Denison's Board, so long as its share interest in Denison is above 5.0% .

As at December 31, 2014, KEPCO holds 58,284,000 shares of Denison representing a share interest of approximately 11.5% .

As at December 31, 2014, Denison also holds a 60% interest in Waterbury Lake Uranium Corporation ("WLUC") and Waterbury Lake Uranium Limited Partnership ("WLULP") entities whose key asset is the Waterbury Lake property. The other remaining 40% interest in these entities is held by a consortium of investors ("KWULP") of which KEPCO is the primary holder. When a spending program is approved by the participants, each participant is required to fund these entities based upon its respective ownership interest. Spending program approval requires 75% of the voting interest.

In January 2014, Denison agreed to allow KWULP to defer its funding obligations to WLUC and WLULP until September 30, 2015 in exchange for allowing Denison to carry out spending programs without obtaining the approval of 75% of the voting interest. As at December 31, 2014, KWULP has a funding obligation to WLUC and WLULP of CAD$802,000. Denison has recorded its proportionate share of this amount of $415,000 (CAD$481,000) as a component of trade and other receivables.

Other

All services and transactions made with the following related parties were made on terms equivalent to those that prevail with arm's length transactions:

- Investor relations, administrative service fees and other expenses of $60,000 (2013: $188,000) were incurred with Namdo Management Services Ltd, which shares a common officer with Denison. These services were incurred in the normal course of operating a public company. At December 31, 2014, an amount of $nil (December 31, 2013: $nil) was due to this company.

- Legal fees of $276,000 (2013: $1,634,000) were incurred with Cassels Brock & Blackwell, LLP, a law firm of which a member of Denison's Board of Directors is a partner. These services and associated costs were mainly related to the acquisition of IEC and the Company's internal reorganization of its interests to consolidate its African holdings. At December 31, 2014, an amount of $1,000 (December 31, 2013: $82,000) was due to the law firm.

- Executive services of $106,000 were provided to Lundin Gold Inc., which shares common directors and common officers with Denison. These services were mainly related to management consulting services over general and corporate matters. At December 31, 2014, an amount of $44,000 was due to Denison. There were no similar services provided during 2013 to this company.

Compensation of Key Management Personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers, vice-presidents and members of its Board of Directors.

The following compensation was awarded to key management personnel:

(in thousands)	December 31, 2014	December 31, 2013
Salaries and short-term employee benefits	$ 1,633	$ 1,630
Share-based compensation	516	577
Termination benefits	158	-
Key management personnel compensation	$ 2,307	$ 2,207

FINANCIAL INSTRUMENTS

(in thousands)	Financial Instrument Category (1)	Fair Value Hierarchy	December 31, 2014 Fair Value	December 31, 2013 Fair Value
Financial Assets:				
Cash and equivalents	Category D		$ 18,640	$ 21,786
Trade and other receivables	Category D		9,411	4,148
Investments				
Equity instruments	Category A	Level 1	916	1,106
Equity instruments	Category A	Level 2	16	-
Equity instruments	Category B	Level 1	22	17
Debt instruments	Category A	Level 1	4,381	14,818
Restricted cash and equivalents				
Elliot Lake reclamation trust fund	Category C		2,068	2,299
			$ 35,454	$ 44,174
Financial Liabilities:				
Account payable and accrued liabilities	Category E		10,050	7,992
Debt obligations	Category E		39	97
			$ 10,089	$ 8,089

(1) Financial instrument designations are as follows: Category A=Financial assets and liabilities at fair value through profit and loss; Category B=Available for sale investments; Category C=Held to maturity investments; Category D=Loans and receivables; and Category E=Financial liabilities at amortized cost.

The Company is exposed to credit risk and liquidity risk in relation to its financial instruments. Its credit risk in relation to its cash and equivalents, debt instruments and restricted cash and equivalents is limited by dealing with credit worthy financial institutions. The Company's trade and other receivables balance relates to a small number of customers who are credit worthy and with whom the Company has established a relationship through its past dealings.

Liquidity risk, in which the Company may encounter difficulties in meeting obligations associated with its financial liabilities as they become due, is managed through the Company's planning and budgeting process which determines the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there is sufficient committed capital to meet its short-term business requirements, taking into account its anticipated cash flows from operations, its holdings of cash and equivalents and debt instruments and its access to credit facilities, if required.

The Company's investments that are designated as financial assets at fair value through profit or loss have resulted in other expenses of $59,000 during 2014, compared to $1,328,000 during 2013.

The Company's investments designated as available for sale have resulted in unrealized gains recognized in accumulated other comprehensive income of $7,000 for 2014, compared to $286,000 for 2013. Impairments on these investments were recorded in other expenses of $22,000 during 2014, compared to $39,000 during 2013.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

SUBSEQUENT EVENTS

Amendment to Credit Facility

On January 30, 2015, the Company entered into an agreement with the Bank of Nova Scotia to amend the terms of the 2014 Credit Facility and extend the maturity date to January 31, 2016. Under the 2015 Credit Facility, the Company has access to credit of up to CAD$24,000,000. Use of the facility remains restricted to non-financial letters of credit in support of reclamation obligations.

The 2015 Credit Facility contains a covenant to maintain a level of tangible net worth greater than or equal to the sum of $150,000,000 and a covenant to maintain a minimum balance of cash and equivalents of CAD$5,000,000 on deposit with the Bank of Nova Scotia. As security for the amended facility, DMC has provided an unlimited full recourse guarantee and a pledge of all of the shares of DMI. DMI has provided a first-priority security interest in all present and future personal property and an assignment of its rights and interests under all material agreements relative to the McClean Lake and Midwest projects.

The amended facility is subject to letter of credit and standby fees of 2.40% and 0.75% respectively.

Management Changes

In January 2015, David Cates was appointed as President and Chief Financial Officer of the Company, while Ron Hochstein continued to serve as Chief Executive Officer. Mr. Kim, who was KEPCO's representative on the Board of Directors, resigned in January and was subsequently replaced by Mr. Joo Soo Park.

OUTSTANDING SHARE DATA

At March 5, 2015, there were 506,438,669 common shares issued and outstanding, stock options exercisable for 6,095,849 Denison common shares, and warrants exercisable for 517,127 Denison common shares for a total of 513,051,645 common shares on a fully-diluted basis.

OUTLOOK FOR 2015

During 2015, Denison and its joint venture partners are planning to drill approximately 70,000 metres on the Company's properties in the Athabasca Basin. The Company will focus on expanding the Gryphon Zone discovery on the Company's flagship 60% owned Wheeler River property and exploring other high priority properties with the potential for additional new discoveries. The Company expects to benefit from a stream of cash flow generated from its interest in the McClean Lake mill by the processing of Cigar Lake ore.

DENISON'S 2015 BUDGET (1)

(in thousands)		
Canada (2)		
Mineral Sales & Toll Milling Revenue	$	3,410
Mineral Property Exploration		(14,210)
Development & Operations		(1,770)
		(12,570)
Africa		
Zambia & Mali		(2,340)
		(2,340)
Asia		
Mongolia		(725)
		(725)
Other Activities (2)		
UPC Management		1,850
DES Environmental Services		170
Corporate General & Administration		(4,570)
		(2,550)
Total	$	(18,185)

(1) Only material operations are shown.
(2) Budget figures have been converted using a US$ to CAD$ exchange rate of 1.12.

Canada

Mineral Property Exploration

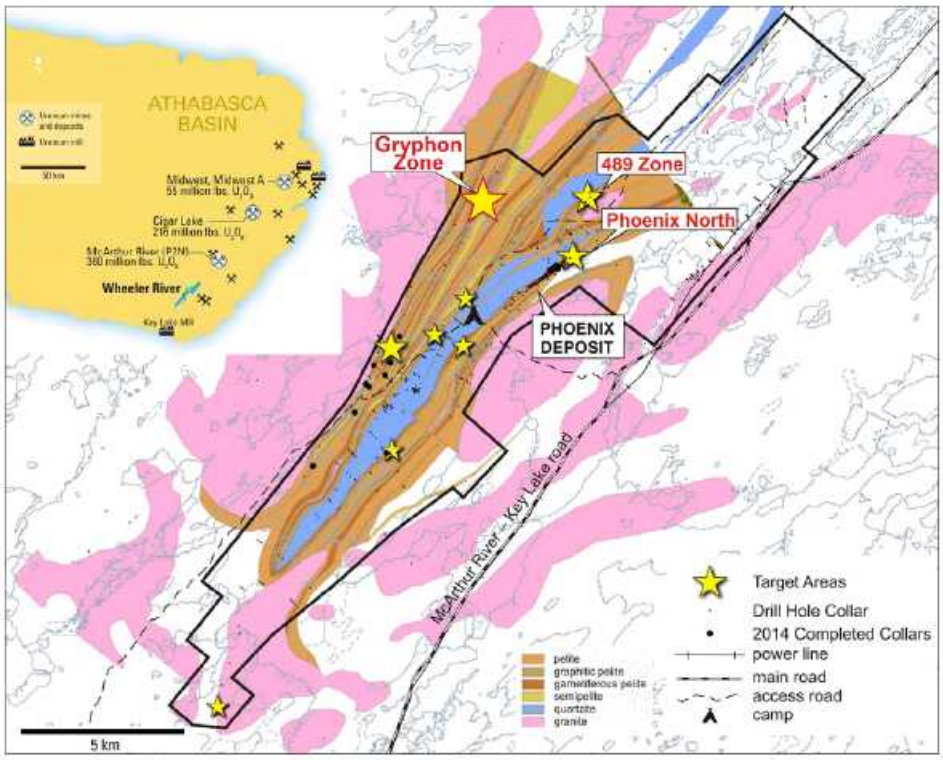
Denison will manage or participate in a total of 19 exploration programs (including 14 drilling programs), of which Wheeler River will continue to be the primary focus. The total budget for these programs is CAD$23.1 million of which Denison's share is CAD$15.8 million. The 2015 exploration program is funded by the Company's flow-through share offering completed in August 2014, which raised CAD$15.0 million.

Wheeler River

In 2015, the Wheeler River exploration program includes diamond drilling, ground geophysics and line cutting at a total cost of CAD$10.0 million (Denison's share, CAD$6.0 million). A 37,000 metre, 62 drill hole winter and summer program is planned at Gryphon, Phoenix North and other target areas of interest. The winter drilling program will focus on the Gryphon discovery with approximately 22 drill holes planned. Ground geophysics in 2015 will consist primarily of line cutting and DC-resistivity surveying that will extend coverage to the south end of the property.

The initial drill holes of the 2015 winter program are designed to test for extensions of mineralization in both the up-plunge and down-plunge directions. The highlight of the program, to date, is drill hole WR-584B, which extended the zone of mineralization 50 metres up plunge, with an intersection of 9.0% eU_3O_8 over 4.6 metres. Two other drill holes targeting the down-plunge extension of the mineralized zone were also completed, extending the Gryphon zone approximately 50 metres down-plunge.

The following diagram displays Denison's targets in 2015 for Wheeler River:



Other Properties

Crawford Lake – A 4,600 metre, 8 drill hole winter and summer program is planned for 2015 to follow up on the results of drilling in 2014, which intersected significant sandstone and basement alteration zones on the CR-2 and CR-5 conductors. Geophysics during the winter season will consist of two ground DCIP resistivity surveys.

Mann Lake – An 8,000 metre, 11 to 14 drill hole program for 2015 is designed to explore extensions of uranium mineralization intersected during 2014. Exploration activity at Mann Lake, during early 2015, produced the best result to date on the property with drill hole MN-066-01 intersecting 9.8% eU_3O_8 over 3.5 metres.

Moore Lake – A 4,000 metre, 8 drill hole program is planned for 2015.

Waterbury Lake – Resistivity surveying and diamond drilling will focus on the Discovery Bay and Oban areas. Resistivity surveying will include 50 kilometres of line cutting and drilling will consist of a 3,300 metre, 10 drill hole program to follow up on the results of the resistivity surveys completed in 2014 and 2015.

Mineral Sales, Toll Milling Revenue, Development & Operations

At McClean Lake, the expansion of the mill from 13 to 24 million pounds annual U_3O_8 production capacity is anticipated to be completed by the end of 2015 and remains fully funded by the CLJV. The 2015 production plan calls for between six million and eight million pounds U_3O_8 to be packaged during the year. Production is expected to be primarily from Cigar Lake ore, with supplemental ore from the McClean Lake joint venture stockpiles. Denison's share of operating and capital expenditures at McClean Lake in 2015 is estimated at CAD$500,000. Denison's expenditures are expected to be offset by toll milling fees and revenue from the sale of approximately 26,000 pounds U_3O_8, recovered from McClean Lake ores. Denison's total revenue from operations is projected to be CAD$3.8 million.

Given the current forecasts for the price of uranium, the SABRE program will be kept on care and maintenance and the McClean North and Midwest projects will remain on stand-by in 2015. Total expenditures on SABRE are planned to be CAD$900,000 (Denison's share, CAD$203,000), and total expenditures on McClean North and Midwest are planned to be CAD$375,000 (Denison's share, CAD$94,000).

Reclamation expenditures at Elliot Lake are projected to be CAD$819,000.

Africa

The Company has budgeted spending approximately $2.3 million during 2015 to maintain its projects in good standing, while the Company waits for market conditions that will permit a spin-out or disposal of its African portfolio. On its wholly owned Mutanga project in Zambia, activities will focus on generating additional exploration targets through soil and radon sampling, excavator trenching and geological mapping. In Mali, activities will focus on an expansion of previous airborne geophysical surveying and renewing the exploration license for the Falea project.

Asia

In Mongolia, the Company continues its efforts to pursue strategic alternatives for its 85% interest in the GSJV. Further guidance regarding the Company's interest in the GSJV will be provided in the first half of 2015. The budget for Mongolia is estimated to be $725,000 for 2015.

Other Activities

Management fees generated from Denison's management services agreement with UPC are budgeted to net CAD$2.1 million in 2015.

At DES, revenue from operations is budgeted at CAD$7.4 million and operating and capital expenses are forecast to be CAD$7.2 million.

Corporate general and administration expenses are forecast to be CAD$4.9 million in 2015 and include all head office wages and benefits, office costs, audit and regulatory costs, legal fees, investor relations expenses and all other costs related to operating a public company with listings in Canada and the United States.

CONTROLS AND PROCEDURES

The Company carried out an evaluation, under the supervision and with the participation of its management, including the Chief Executive Officer and the President and Chief Financial Officer, of the effectiveness of the design and operation of the Company's "disclosure controls and procedures" (as defined in the Exchange Act Rule 13a-15(e)) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and the President and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective as of December 31, 2014.

The Company's management is responsible for establishing and maintaining an adequate system of internal control over financial reporting. Management conducted an evaluation of the effectiveness of internal control over financial reporting based on the *Internal Control – Integrated Framework, 2013* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2014.

There has not been any change in the Company's internal control over financial reporting that occurred during 2014 year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates and judgements that affect the amounts reported. It also requires management to exercise judgement in applying the Company's accounting policies. These judgements and estimates are based on management's best knowledge of the relevant facts and circumstances taking into account previous experience. Although the Company regularly reviews the estimates and judgements made that affect these financial statements, actual results may be materially different.

Significant estimates and judgements made by management relate to:

(a) Determination of a Mineral Property being Sufficiently Advanced

The Company follows a policy of capitalizing non-exploration related expenditures on properties it considers to be sufficiently advanced. Once a mineral property is determined to be sufficiently advanced, that determination is irrevocable and the capitalization policy continues to apply over the life of the property. In determining whether or not a mineral property is sufficiently advanced, management considers a number of factors including, but not limited to: current uranium market conditions, the quality of resources identified, access to the resource and the suitability of the resources to current mining methods, ease of permitting, confidence in the jurisdiction in which the resource is located and milling complexity.

Many of these factors are subject to risks and uncertainties that can support a "sufficiently advanced" determination as at one point in time but not support it at another. The final determination requires significant judgment on the part of the Company's management and directly impacts the carrying value of the Company's mineral properties.

(b) Valuation of Mineral Properties

The Company undertakes a review of the carrying values of mineral properties and related expenditures whenever events or changes in circumstances indicate that their carrying values may exceed their estimated recoverable amounts determined by reference to estimated future operating results, discounted net cash flows and current market valuations of similar properties. An impairment loss is recognized when the carrying value of those assets is not recoverable. In undertaking this review, management of the Company is required to make significant estimates of, amongst other things: reserve and resource amounts, future production and sale volumes, forecast commodity prices, future operating, capital and reclamation costs to the end of the mine's life and current market valuations from observable market data which may not be directly comparable. These estimates are subject to various risks and uncertainties, which may ultimately have an effect on the expected recoverability of the carrying values of the mineral properties and related expenditures. Changes in these estimates could have a material impact on the carrying value of the mineral property amounts.

(c) Deferred Tax Assets and Liabilities

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The Company computes deferred tax assets and liabilities in respect of taxes that are based on taxable profit. Taxable profit is understood to be a net, rather than gross, taxable amount that gives effect to both revenues and expenses. Taxable profit will often differ from accounting profit and management may need to exercise judgment to determine whether some taxes are income taxes (subject to deferred tax accounting) or operating expenses.

Deferred tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to apply when the differences are expected to be recovered or settled. The determination of the ability of the Company to utilize tax loss carry forwards to offset deferred tax liabilities requires management to exercise judgment and make certain assumptions about the future performance of the Company. Management is required to assess whether it is "probable" that the Company will benefit from these prior losses and other deferred tax assets. Changes in economic conditions, commodity prices and other factors could result in revisions to the estimates of the benefits to be realized or the timing of utilizing the losses.

(d) Reclamation Obligations

Asset retirement obligations are recorded as a liability when the asset is initially constructed. Denison has accrued its best estimate of the ongoing reclamation liability in connection with the decommissioned Elliot Lake mine site and is currently accruing its best estimate of its share of the cost to decommission its other mining and milling properties in accordance with existing laws, contracts and other policies. The estimate of future costs involves a number of estimates relating to timing, type of costs, mine closure plans, and review of potential methods and technical advancements. Furthermore, due to uncertainties concerning environmental remediation, the ultimate cost of the Company's decommissioning liability could differ from amounts provided. The estimate of the Company's obligation is subject to change due to amendments to applicable laws and regulations and as new information concerning the Company's operations becomes available. The Company is not able to determine the impact on its financial position, if any, of environmental laws and regulations that may be enacted in the future.

NEW ACCOUNTING PRONOUNCEMENTS

The Company has adopted the following new and revised accounting standards, along with any consequential amendments, effective January 1, 2014. These changes were made in accordance with the applicable transitional provisions.

International Accounting Standard 36, Impairment of Assets ("IAS 36")

IAS 36 was amended in May 2013 to make small changes to the disclosures required by IAS 36 when an impairment loss is recognized or reversed. The amendments require the disclosure of the recoverable amount of an asset or cash generating unit ("CGU") at the time an impairment loss has been recognized or reversed and detailed disclosure of how the associated fair value less costs of disposal has been determined.

The amendments are effective for accounting periods beginning on or after January 1, 2014 with earlier adoption permitted. The Company has adopted the amended disclosure requirements of IAS 36 effective January 1, 2014.

Accounting Standards Issued But Not Yet Applied

The Company has not yet adopted the following new accounting pronouncements which are effective for fiscal periods of the Company beginning on or after January 1, 2015:

International Financial Reporting Standard 9, Financial Instruments ("IFRS 9")

IFRS 9 was issued in October 2010 by the IASB to replace IAS 39, Financial Instruments – Recognition and Measurement. The replacement standard has the following significant components: it establishes two primary measurement categories for financial assets – amortized cost and fair value; it establishes criteria for the classification of financial assets within the measurement category based on business model and cash flow characteristics; and it eliminates existing held to maturity, available-for-sale, and loans and receivable categories.

In November 2013, the IASB issued an amendment to IFRS 9 which includes a new hedge model that aligns accounting more closely with risk management and enhances disclosure about hedge accounting and risk management. Additionally, as the impairment guidance and certain limited amendments to the classification and measurement requirements of IFRS 9 are not yet complete, the previously mandated effective date of IFRS 9 of January 1, 2015 has been removed. Entities may apply IFRS 9 before the IASB completes the amendments but are not required to do so.

The Company has not evaluated the impact of adopting this standard.

International Financial Reporting Standard 15, Revenue from Contracts with Customers ("IFRS 15")

IFRS 15 deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when a customer obtains control of a good or service. The standard replaces IAS 18 "Revenue" and IAS 11"Construction Contracts" and related interpretations. The standard is effective for annual periods beginning on or after January 1, 2017 and earlier application is permitted.

The Company has not evaluated the impact of adopting this standard.

ENVIRONMENTAL RESPONSIBILITY

The Company is committed to the operation of its facilities that puts the safety of its workers, its contractors, its community, the environment and the principles of sustainable development above all else. The Company is committed to the following principles:

- It will build and operate its facilities in compliance with all applicable laws and regulations of the jurisdictions in which it operates;
- It will adopt and adhere to standards that are protective of both human health and the environment at all of its facilities;
- It will establish goals and objectives that would encourage the ongoing development of a sound program of sustainability in the communities that it operates in; and
- It will keep radiation, health and safety hazards and environmental risks as low as reasonably achievable.

RISK FACTORS

There are a number of factors that could negatively affect Denison's business and the value of Denison's common shares, including the factors listed below. The following information pertains to the outlook and conditions currently known to Denison that could have a material impact on the financial condition of Denison. Other factors may arise in the future that are currently not foreseen by management of Denison that may present additional risks in the future. Current and prospective security holders of Denison should carefully consider these risk factors.

Nature of Exploration and Development

Exploration for and development of mineral properties is speculative, and involves significant uncertainties and financial risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are commercially mineable or ultimately developed into producing mines. Major expenses may be required to establish mineral reserves by drilling, constructing mining and processing facilities at a site, developing metallurgical processes and extracting uranium from ore. It is impossible to ensure that the current exploration and development programs of Denison will result in profitable commercial mining operations.

Denison's current and future uranium production is dependent in part on the successful development of new ore bodies and/or expansion of existing mining operations. The economic feasibility of development projects is based upon many factors, including, among others: the accuracy of mineral reserve and resource estimates; metallurgical recoveries; capital and operating costs of such projects; government regulations relating to prices, taxes, royalties, infrastructure, land tenure, land use, importing and exporting, and environmental protection; and uranium prices, which are historically cyclical. Development projects are also subject to the successful completion of engineering studies, issuance of necessary governmental permits and availability of adequate financing.

Development projects have no operating history upon which to base estimates of future cash flow. Denison's estimates of mineral reserves and resources and cash operating costs are, to a large extent, based upon detailed geological and engineering analysis. Denison also conducts feasibility studies which derive estimates of capital and operating costs based upon many factors, including, among others: anticipated tonnage and grades of ore to be mined and processed; the configuration of the ore body; ground and mining conditions; expected recovery rates of the uranium from the ore; and alternate mining methods.

It is possible that actual costs and economic returns of current and new mining operations may differ materially from Denison's best estimates. It is not unusual in the mining industry for new mining operations to experience unexpected problems during the start-up phase, take much longer than originally anticipated to bring into a producing phase, and to require more capital than anticipated.

Benefits Not Realized From Transactions

Denison has completed a number of transactions over the last several years, including without limitation the acquisition of IEC, the Rockgate takeover bid, the acquisition of Fission Energy Corp., the acquisition of JNR Resources Inc. and the sale of the its mining assets and operations located in the United States to Energy Fuels Inc. Despite Denison's belief that these transactions, and others which may be completed in the future, will be in Denison's best interest and benefit the Company and Denison's shareholders, Denison may not realize the anticipated benefits of such transactions or realize the full value of the consideration paid to complete the transactions. This could result in significant accounting impairments or write-downs of the carrying values of mineral properties and could adversely impact the Company and the price of its common shares.

Inability to Expand and Replace Mineral Reserves and Resources

Denison's mineral reserves and resources at its McClean Lake, Midwest, Wheeler River, Waterbury Lake, GSJV and Mutanga projects are Denison's future sources of uranium concentrates. Unless other mineral reserves or resources are discovered, Denison's sources of future production for uranium concentrates will decrease over time when its current mineral reserves and resources are depleted. There can be no assurance that Denison's future exploration, development and acquisition efforts will be successful in replenishing its mineral reserves and resources. In addition, while Denison believes that many of its properties will eventually be put into production, there can be no assurance that they will be or that they will be able to replace production.

Imprecision of Mineral Reserve and Resource Estimates

Mineral reserve and resource figures are estimates, and no assurances can be given that the estimated levels of uranium will be produced or that Denison will receive the prices assumed in determining its mineral reserves and resources. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. While Denison believes that the mineral reserve and resource estimates included are well established and reflect management's best estimates, by their nature, mineral reserve and resource estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. Furthermore, market price fluctuations, as well as increased capital or production costs or reduced recovery rates, may render mineral reserves and resources containing lower grades of mineralization uneconomic and may ultimately result in a restatement of mineral reserves and resources. The evaluation of mineral reserves or resources is always influenced by economic and technological factors, which may change over time.

Volatility and Sensitivity to Market Prices

The long and short term market prices of U_3O_8 affect the value of Denison's mineral resources and the market price of Denison's common shares. Historically, these prices have fluctuated and have been and will continue to be affected by numerous factors beyond Denison's control.

Such factors include, among others: demand for nuclear power, political and economic conditions in uranium producing and consuming countries, public and political response to a nuclear incident, reprocessing of used reactor fuel and the re-enrichment of depleted uranium tails, sales of excess civilian and military inventories (including from the dismantling of nuclear weapons) by governments and industry participants, uranium supply, including the supply from other secondary sources and production levels and costs of production.

Public Acceptance of Nuclear Energy and Competition from Other Energy Sources

Growth of the uranium and nuclear power industry will depend upon continued and increased acceptance of nuclear technology as a means of generating electricity. Because of unique political, technological and environmental factors that affect the nuclear industry, including the risk of a nuclear incident, the industry is subject to public opinion risks that could have an adverse impact on the demand for nuclear power and increase the regulation of the nuclear power industry. Nuclear energy competes with other sources of energy, including oil, natural gas, coal and hydro-electricity. These other energy sources are to some extent interchangeable with nuclear energy, particularly over the longer term. Sustained lower prices of oil, natural gas, coal and hydroelectricity may result in lower demand for uranium concentrates. Technical advancements in renewable and other alternate forms of energy, such as wind and solar power, could make these forms of energy more commercially viable and put additional pressure on the demand for uranium concentrates.

Market Price of Shares

Securities of mining companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic conditions in North America and globally, and market perceptions of the attractiveness of particular industries. The price of Denison's securities is also likely to be significantly affected by short-term changes in commodity prices, other mineral prices, currency exchange fluctuation, or changes in its financial condition or results of operations as reflected in its periodic earnings reports. Other factors unrelated to the performance of Denison that may have an effect on the price of the securities of Denison include the following: the extent of analytical coverage available to investors concerning the business of Denison; lessening in trading volume and general market interest in Denison's securities; the size of Denison's public float and its inclusion in market indices may limit the ability of some institutions to invest in Denison's securities; and a substantial decline in the price of the securities of Denison that persists for a significant period of time could cause Denison's securities to be delisted from an exchange. If an active market for the securities of Denison does not continue, the liquidity of an investor's investment may be limited and the price of the securities of the Company may decline, such that investors may lose their entire investment in the Company. As a result of any of these factors, the market price of the securities of Denison at any given point in time may not accurately reflect the long-term value of Denison. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. Denison may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Dilution from Further Equity Financing

If Denison raises additional funding by issuing additional equity securities, such financing may substantially dilute the interests of shareholders of Denison and reduce the value of their investment.

Reliance on Other Operators

At some of its properties, Denison is not the operator and therefore is not in control of all of the activities and operations at the site. As a result, Denison is and will be, to a certain extent, dependent on the operators for the nature and timing of activities related to these properties and may be unable to direct or control such activities.

As an example, AREVA is the operator and majority owner of the McClean Lake and Midwest properties in Saskatchewan, Canada. The McClean Lake mill employs unionized workers who work under collective agreements. AREVA, as the operator, is responsible for all dealings with unionized employees. AREVA may not be successful in its attempts to renegotiate the collective agreements, which may impact mill and mining operations. Any lengthy work stoppages may have a material adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

Ore from the CLJV is currently being processed by the MLJV at the McClean Lake mill pursuant to a toll milling agreement, which is expected to generate revenue for the Company for several years. Any delays or stoppages in the delivery of ores by the operator of the CLJV or in processing by the operator of the MLJV may have an adverse impact on the Company's expected cash flows, earnings or profit from toll milling.

Operations in Foreign Jurisdictions

The Company owns uranium properties directly and through joint venture interests and is undertaking uranium exploration and development programs in Zambia, Mali, Namibia and Mongolia. As with any foreign operation, these international properties and interests are subject to certain risks, such as the possibility of adverse political and economic developments, foreign currency controls and fluctuations, as well as risks of war and civil disturbances. Other events may limit or disrupt activities on these properties, restrict the movement of funds, result in a deprivation of contract rights or the taking of property or an interest therein by nationalization or expropriation without fair compensation, increases in taxation or the placing of limits on repatriations of earnings. No assurance can be given that current policies of Zambia, Mali, Namibia and Mongolia, or the political situations within these countries will not change so as to adversely affect the value or continued viability of the Company's interest in these assets.

In addition, the Company may become involved in a dispute with respect to one of its foreign operations and may become subject to the exclusive jurisdiction of a foreign court or may find that it is not successful in subjecting foreign persons to the jurisdiction of the courts in Canada. The Company may also be precluded from enforcing its rights with respect to a government entity because of the doctrine of sovereign immunity.

Property Title Risk

The Company has investigated its rights to explore and exploit all of its material properties and, to the best of its knowledge, those rights are in good standing. However, no assurance can be given that such rights will not be revoked, or significantly altered, to its detriment. There can also be no assurance that the Company's rights will not be challenged or impugned by third parties, including the local governments, and in Canada, by First Nations and Métis.

There is also a risk that Denison's title to, or interest in, its properties may be subject to defects or challenges. This may be true particularly in countries where there may be less developed legal systems or where ownership interests may become subject to political interference or changes in laws. If such defects cover a material portion of Denison's property, they could materially and adversely affect Denison's results of operations and financial condition, its reported mineral reserves and resources or its long term business prospects.

Competition for Properties

Significant competition exists for the limited supply of mineral lands available for acquisition. Many participants in the mining business include large, established companies with long operating histories. The Company may be at a disadvantage in acquiring new properties as many mining companies have greater financial resources and more technical staff. Accordingly, there can be no assurance that the Company will be able to compete successfully to acquire new properties or that any such acquired assets would yield reserves or result in commercial mining operations.

Global Financial Conditions

Global financial conditions have been subject to increased volatility and numerous financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. Access to public financing has been negatively impacted by both sub-prime mortgages and the liquidity crisis affecting the asset-backed commercial paper market and the effect of these events on Canadian and global credit markets. These factors may impact the ability of Denison to obtain equity or debt financing in the future and, if obtained, on terms favourable to Denison. These increased levels of volatility and market turmoil could adversely impact Denison's operations and the trading price of the common shares.

Ability to Maintain Obligations under Credit Facility and Other Debt

Denison is required to satisfy certain financial covenants in order to maintain its good standing under the 2015 Credit Facility. Denison may from time to time enter into other arrangements to borrow money in order to fund its operations and expansion plans, and such arrangements may include covenants that have similar obligations or that restrict its business in some way. Events may occur in the future, including events out of Denison's control that would cause Denison to fail to satisfy its obligations under the 2015 Credit Facility or other debt instruments. In such circumstances, the amounts drawn under Denison's debt agreements may become due and payable before the agreed maturity date, and Denison may not have the financial resources to repay such amounts when due. The 2015 Credit Facility is secured by DMI's main properties by a pledge of the shares of DMI. If Denison were to default on its obligations under the 2015 Credit Facility or other secured debt instruments in the future, the lender(s) under such debt instruments could enforce their security and seize significant portions of Denison's assets.

Capital Intensive Industry; Uncertainty of Funding

The exploration and development of mineral properties and the ongoing operation of mines requires a substantial amount of capital and may depend on Denison's ability to obtain financing through joint ventures, debt financing, equity financing or other means. General market conditions, volatile uranium markets, a claim against the Company, a significant disruption to the Company's business or operations or other factors may make it difficult to secure financing necessary for the expansion of mining activities or to take advantage of opportunities for acquisitions. There is no assurance that the Company will be successful in obtaining required financing as and when needed on acceptable terms.

Decommissioning and Reclamation

As owner of the Elliot Lake decommissioned sites and part owner of the McClean Lake mill, McClean Lake mines, the Midwest uranium project and certain exploration properties, and for so long as the Company remains an owner thereof, the Company is obligated to eventually reclaim or participate in the reclamation of such properties. Most, but not all, of the Company's reclamation obligations are bonded, and cash and other assets of the Company have been reserved to secure this obligation. Although the Company's financial statements record a liability for the asset retirement obligation, and the bonding requirements are generally periodically reviewed by applicable regulatory authorities, there can be no assurance or guarantee that the ultimate cost of such reclamation obligations will not exceed the estimated liability contained on the Company's financial statements.

As Denison's properties approach or go into decommissioning, regulatory review of the Company's decommissioning plans may result in additional decommissioning requirements, associated costs and the requirement to provide additional financial assurances. It is not possible to predict what level of decommissioning and reclamation (and financial assurances relating thereto) may be required in the future from Denison by regulatory authorities.

Technical Innovation and Obsolescence

Requirements for Denison's products and services may be affected by technological changes in nuclear reactors, enrichment and used uranium fuel reprocessing. These technological changes could reduce the demand for uranium or reduce the value of Denison's environmental services to potential customers. In addition, Denison's competitors may adopt technological advancements that give them an advantage over Denison.

Mining and Insurance

Denison's business is capital intensive and subject to a number of risks and hazards, including environmental pollution, accidents or spills, industrial and transportation accidents, labour disputes, changes in the regulatory environment, natural phenomena (such as inclement weather conditions earthquakes, pit wall failures and cave-ins) and encountering unusual or unexpected geological conditions. Many of the foregoing risks and hazards could result in damage to, or destruction of, Denison's mineral properties or processing facilities, personal injury or death, environmental damage, delays in or interruption of or cessation of production from Denison's mines or processing facilities or in its exploration or development activities, delay in or inability to receive regulatory approvals to transport its uranium concentrates, or costs, monetary losses and potential legal liability and adverse governmental action. In addition, due to the radioactive nature of the materials handled in uranium mining and processing, additional costs and risks are incurred by Denison on a regular and ongoing basis.

Although Denison maintains insurance to cover some of these risks and hazards in amounts it believes to be reasonable, such insurance may not provide adequate coverage in the event of certain circumstances. No assurance can be given that such insurance will continue to be available or it will be available at economically feasible premiums or that it will provide sufficient coverage for losses related to these or other risks and hazards.

Denison may be subject to liability or sustain loss for certain risks and hazards against which it cannot insure or which it may reasonably elect not to insure because of the cost. This lack of insurance coverage could result in material economic harm to Denison.

Dependence on Issuance of Licence Amendments and Renewals

The Company maintains regulatory licences in order to operate its mill at McClean Lake, all of which are subject to renewal from time to time and are required in order for the Company to operate in compliance with applicable laws and regulations. In addition, depending on the Company's business requirements, it may be necessary or desirable to seek amendments to one or more of its licences from time to time. While the Company has been successful in renewing its licences on a timely basis in the past and in obtaining such amendments as have been necessary or desirable, there can be no assurance that such licence renewals and amendments will be issued by applicable regulatory authorities on a timely basis or at all in the future.

Governmental Regulation and Policy Risks

Uranium mining and milling operations and exploration activities, as well as the transportation and handling of the products produced are subject to extensive regulation by state, provincial and federal governments. Such regulations relate to production, development, exploration, exports, imports, taxes and royalties, labour standards, occupational health, waste disposal, protection and remediation of the environment, mine decommissioning and reclamation, mine safety, toxic substances, transportation safety and emergency response, and other matters. Compliance with such laws and regulations has increased the costs of exploring, drilling, developing, constructing, operating and closing Denison's mines and processing facilities. It is possible that, in the future, the costs, delays and other effects associated with such laws and regulations may impact Denison's decision with respect to exploration and development properties, whether to proceed with exploration or development, or that such laws and regulations may result in Denison incurring significant costs to remediate or decommission properties that do not comply with applicable environmental standards at such time. Denison expends significant financial and managerial resources to comply with such laws and regulations. Denison anticipates it will have to continue to do so as the historic trend toward stricter government regulation may continue. Because legal requirements are frequently changing and subject to interpretation, Denison is unable to predict the ultimate cost of compliance with these requirements or their effect on operations. Furthermore, future changes in governments, regulations and policies, such as those affecting Denison's mining operations and uranium transport could materially and adversely affect Denison's results of operations and financial condition in a particular period or its long term business prospects.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions. These actions may result in orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Companies engaged in uranium exploration operations may be required to compensate others who suffer loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Worldwide demand for uranium is directly tied to the demand for electricity produced by the nuclear power industry, which is also subject to extensive government regulation and policies. The development of mines and related facilities is contingent upon governmental approvals that are complex and time consuming to obtain and which, depending upon the location of the project, involve multiple governmental agencies. The duration and success of such approvals are subject to many variables outside Denison's control. Any significant delays in obtaining or renewing such permits or licences in the future could have a material adverse effect on Denison. In addition, the international marketing of uranium is subject to governmental policies and certain trade restrictions. Changes in these policies and restrictions may adversely impact Denison's business.

Aboriginal Title and Consultation Issues

First Nations and Métis title claims as well as related consultation issues may impact Denison's ability and that of its joint venture partners to pursue exploration, development and mining at its Saskatchewan properties. Pursuant to historical treaties, First Nations bands in Northern Saskatchewan ceded title to most traditional lands but continue to assert title to the minerals within the lands. Managing relations with the local native bands is a matter of paramount importance to Denison. There may be no assurance however that title claims as well as related consultation issues will not arise on or with respect to the Company's properties.

Environmental, Health and Safety Risks

Denison has expended significant financial and managerial resources to comply with environmental protection laws, regulations and permitting requirements in each jurisdiction where it operates, and anticipates that it will be required to continue to do so in the future as the historical trend toward stricter environmental regulation may continue. The uranium industry is subject to, not only the worker health, safety and environmental risks associated with all mining businesses, including potential liabilities to third parties for environmental damage, but also to additional risks uniquely associated with uranium mining and processing. The possibility of more stringent regulations exists in the areas of worker health and safety, the disposition of wastes, the decommissioning and reclamation of mining and processing sites, and other environmental matters each of which could have a material adverse effect on the costs or the viability of a particular project.

Denison's facilities operate under various operating and environmental permits, licences and approvals that contain conditions that must be met, and Denison's right to continue operating its facilities is, in a number of instances, dependent upon compliance with such conditions. Failure to meet any such condition could have a material adverse effect on Denison's financial condition or results of operations.

Although the Company believes its operations are in compliance, in all material respects, with all relevant permits, licences and regulations involving worker health and safety as well as the environment, there can be no assurance regarding continued compliance or ability of the Company to meet stricter environmental regulation, which may also require the expenditure of significant additional financial and managerial resources.

Mining companies are often targets of actions by non-governmental organizations and environmental groups in the countries in which they operate. Such organizations and groups may take actions in the future to disrupt Denison's operations. They may also apply pressure to local, regional and national government officials to take actions which are adverse to Denison's operations. Such actions could have an adverse effect on Denison's ability to produce and sell its products, and on its financial position and results.

Dependence on Key Personnel and Qualified and Experienced Employees

Denison's success depends on the efforts and abilities of certain senior officers and key employees. Certain of Denison's employees have significant experience in the uranium industry, and the number of individuals with significant experience in this industry is small. While Denison does not foresee any reason why such officers and key employees will not remain with Denison, if for any reason they do not, Denison could be adversely affected. Denison has not purchased key man life insurance for any of these individuals.

Denison's success also depends on the availability of qualified and experienced employees to work in Denison's operations and Denison's ability to attract and retain such employees.

Conflicts of Interest

Some of the directors of Denison are also directors of other companies that are similarly engaged in the business of acquiring, exploring and developing natural resource properties. Such associations may give rise to conflicts of interest from time to time. In particular, one of the consequences will be that corporate opportunities presented to a director of Denison may be offered to another company or companies with which the director is associated, and may not be presented or made available to Denison. The directors of Denison are required by law to act honestly and in good faith with a view to the best interests of Denison, to disclose any interest which they may have in any project or opportunity of Denison, and to abstain from voting on such matter. Conflicts of interest that arise will be subject to and governed by the procedures prescribed in the Company's Code of Ethics and by the OBCA.

Disclosure and Internal Controls

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. Disclosure controls and procedures are designed to ensure that information required to be disclosed by a company in reports filed with securities regulatory agencies is recorded, processed, summarized and reported on a timely basis and is accumulated and communicated to company's management, including its chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of reporting, including financial reporting and financial statement preparation.

Potential Influence of KEPCO

As at the date hereof, KEPCO holds indirectly a large shareholding in Denison and is contractually entitled to Board representation. Provided KEPCO holds over 5% of Denison's common shares, it is entitled to nominate one director for election to the Board at any shareholder meeting.

KEPCO's shareholding level gives it significant influence on decisions to be made by shareholders of Denison, and its right to nominate a director may give KEPCO influence on decisions made by Denison's Board. Although KEPCO's director nominee will be subject to duties under the OBCA to act in the best interests of Denison as a whole, KEPCO's director nominee is likely to be an employee of KEPCO and he or she may give special attention to KEPCO's interests as an indirect shareholder. The interests of KEPCO as an indirect shareholder of Denison may not always be consistent with the interests of Denison's other shareholders.

The KEPCO strategic relationship agreement also includes provisions that will provide KEPCO with a right of first offer for certain asset sales and the right to be approached to participate in certain potential acquisitions. The right of first offer and participation right of KEPCO may negatively affect Denison's ability or willingness to entertain certain business opportunities, or the attractiveness of Denison as a potential party for certain business transactions. KEPCO's large shareholding block may also make Denison less attractive to third parties considering an acquisition of Denison if those third parties are not able to negotiate terms with KEPCO to support such an acquisition.

QUALIFIED PERSON

The disclosure of scientific and technical information regarding Denison's properties in the MD&A was prepared by or reviewed by Steve Blower, P. Geo., the Company's Vice President, Exploration, and Terry Wetz, P.E., the Executive Director of the GSJV, who are Qualified Persons in accordance with the requirements of NI 43-101. For a description of the quality assurance program and quality control measures applied by Denison, please see Denison's 2013 Annual Information Form dated March 14, 2014 available at www.sedar.com, and its Form 40-F available at www.sec.gov/edgar.shtml.

Exhibit 99.3



DENISON MINES CORP.

Financial Statements
for the years ended
December 31, 2014 and 2013

Responsibility for Financial Statements

The Company's management is responsible for the integrity and fairness of presentation of these consolidated financial statements. The consolidated financial statements have been prepared by management, in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, for review by the Audit Committee and approval by the Board of Directors.

The preparation of financial statements requires the selection of appropriate accounting policies in accordance with International Financial Reporting Standards and the use of estimates and judgements by management to present fairly and consistently the consolidated financial position of the Company. Estimates are necessary when transactions affecting the current period cannot be finalized with certainty until future information becomes available. In making certain material estimates, the Company's management has relied on the judgement of independent specialists.

The Company's management has developed and maintains a system of internal accounting controls to ensure, on a reasonable and cost-effective basis, that the financial information is timely reported and is accurate and reliable in all material respects and that the Company's assets are appropriately accounted for and adequately safeguarded.

The consolidated financial statements have been audited by PricewaterhouseCoopers LLP, our independent auditor. Its report outlines the scope of its examination and expresses its opinions on the consolidated financial statements and internal control over financial reporting.

Original signed by *"Ron F. Hochstein"*

Ron F. Hochstein
Chief Executive Officer
March 5, 2015

Original signed by *"David D. Cates"*

David D. Cates
President and Chief Financial Officer

Management's Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining an adequate system of internal control over financial reporting. Management conducted an evaluation of the effectiveness of internal control over financial reporting based on the *Internal Control – Integrated Framework, 2013* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2014.

The effectiveness of the Company's internal control over financial reporting as at December 31, 2014 has been audited by PricewaterhouseCoopers LLP, our independent auditor, as stated in its report which appears herein.

Changes to Internal Control over Financial Reporting

There has not been any change in the Company's internal control over financial reporting that occurred during 2014 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

March 5, 2015

Independent Auditor's Report

To the Shareholders of
Denison Mines Corp.

We have completed integrated audits of Denison Mines Corp. and its subsidiaries' current year and prior year consolidated financial statements and their internal control over financial reporting as at December 31, 2014. Our opinions, based on our audits are presented below.

Report on the consolidated financial statements
We have audited the accompanying consolidated financial statements of Denison Mines Corp. and its subsidiaries, which comprise the consolidated statements of financial position as at December 31, 2014 and 2013 and the consolidated statements of income (loss) and comprehensive income (loss), changes in equity and cash flow for the years then ended, and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements
Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility
Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. Canadian generally accepted auditing standards also require that we comply with ethical requirements.

An audit involves performing procedures to obtain audit evidence, on a test basis, about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting principles and policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion
In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Denison Mines Corp. and its subsidiaries as at December 31, 2014 and 2013 and their financial performance and their cash flows for the years then ended in accordance with IFRS as issued by the IASB.

Report on internal control over financial reporting
We have also audited Denison Mines Corp. and its subsidiaries' internal control over financial reporting as at December 31, 2014, based on criteria established in Internal Control - Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Management's responsibility for internal control over financial reporting
Management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal control over Financial Reporting.

Auditor's responsibility
Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We conducted our audit of internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

An audit of internal control over financial reporting includes obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control, based on the assessed risk, and performing such other procedures as we consider necessary in the circumstances.

We believe that our audit provides a reasonable basis for our audit opinion on the Company's internal control over financial reporting.

Definition of internal control over financial reporting
A Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent limitations
Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion
In our opinion, Denison Mines Corp. and its subsidiaries maintained, in all material respects, effective internal control over financial reporting as at December 31, 2014, based on criteria established in Internal Control - Integrated Framework (2013) issued by COSO.

(Signed) "PricewaterhouseCoopers LLP"

Chartered Professional Accountants, Licensed Public Accountants
Toronto, Ontario, Canada

DENISON MINES CORP.

Consolidated Statements of Financial Position
(Expressed in thousands of U.S. dollars except for share amounts)

	At December 31 2014	At December 31 2013
ASSETS		
Current		
Cash and cash equivalents (note 6)	$ 18,640	$ 21,786
Investments (note 9)	4,381	10,040
Trade and other receivables (note 7)	9,411	4,148
Inventories (note 8)	2,240	2,123
Prepaid expenses and other	850	749
	35,522	38,846
Non-Current		
Inventories – ore in stockpiles (note 8)	1,760	1,661
Investments (note 9)	954	5,901
Restricted cash and investments (note 10)	2,068	2,299
Property, plant and equipment (note 11)	270,388	281,010
Intangibles (note 12)	638	1,252
Total assets	$ 311,330	$ 330,969
LIABILITIES		
Current		
Accounts payable and accrued liabilities	$ 10,050	$ 7,992
Current portion of long-term liabilities:		
Post-employment benefits (note 13)	259	376
Reclamation obligations (note 14)	706	699
Debt obligations (note 15)	30	55
Other liabilities (note 16)	1,935	333
	12,980	9,455
Non-Current		
Post-employment benefits (note 13)	2,662	2,945
Reclamation obligations (note 14)	16,953	11,509
Debt obligations (note 15)	9	42
Other liabilities (note 16)	841	940
Deferred income tax liability (note 17)	21,826	25,847
Total liabilities	55,271	50,738
EQUITY		
Share capital (note 18)	1,120,758	1,092,144
Share purchase warrants (note 19)	376	616
Contributed surplus (note 20)	53,321	52,943
Deficit	(892,537)	(860,834)
Accumulated other comprehensive income (loss) (note 21)	(25,859)	(7,729)
Total equity	256,059	277,140
Non-controlling interest (note 5)	-	3,091
Total liabilities and equity	$ 311,330	$ 330,969
Issued and outstanding common shares (note 18)	505,868,894	482,003,444
Commitments and contingencies (note 26)		
Subsequent events (note 28)		

The accompanying notes are an integral part of the consolidated financial statements

On behalf of the Board of Directors:

(Signed) "*Ron F. Hochstein*"
Director

(Signed) "*Catherine J.G. Stefan*"
Director

DENISON MINES CORP.

Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)
(Expressed in thousands of U.S. dollars except for share and per share amounts)

	Year Ended	
	December 31 2014	December 31 2013
REVENUES (note 23)	$ 9,619	$ 10,407
EXPENSES		
Operating expenses (note 22, 23)	(11,651)	(8,811)
Mineral property exploration (note 23)	(14,795)	(13,682)
General and administrative (note 23)	(7,590)	(8,167)
Impairment of mineral properties (note 11)	(1,745)	(47,099)
Other income (expense) (note 22)	(7,558)	(529)
	(43,339)	(78,288)
Income (loss) before finance charges	(33,720)	(67,881)
Finance income (expense) (note 22)	(282)	(532)
Income (loss) before taxes	(34,002)	(68,413)
Income tax recovery (expense) (note 17):		
Current	(5)	51
Deferred	2,304	(15,473)
Net income (loss) for the period	$ (31,703)	$ (83,835)
Items that may be reclassified to income (loss):		
Unrealized gain (loss) on investments-net of tax	7	286
Foreign currency translation change	(18,137)	(18,942)
Comprehensive income (loss) for the period	$ (49,833)	$ (102,491)
Net income (loss) per share:		
Basic and diluted	$ (0.06)	$ (0.19)
Weighted-average number of shares outstanding (in thousands):		
Basic and diluted	494,510	440,895

The accompanying notes are an integral part of the consolidated financial statements

DENISON MINES CORP.

Consolidated Statements of Changes in Equity
(Expressed in thousands of U.S. dollars)

	Year Ended	
	December 31 2014	December 31 2013
Share capital		
Balance–beginning of period	$ 1,092,144	$ 979,124
Share issues-net of issue costs	12,845	13,627
Flow-through share premium	(2,030)	(332)
Shares issued on acquisition of JNR Resources (note 5)	-	10,956
Shares issued on acquisition of Fission Energy Corp (note 5)	-	66,259
Shares issued on acquisition of Rockgate Capital Corp (note 5)	3,034	21,760
Shares issued on acquisition of International Enexco Limited (note 5)	11,979	-
Shares issued to settle payable and accrued liability obligations (note 18)	610	-
Share options exercised-cash	946	111
Share options exercised-non cash	525	98
Share purchase warrants exercised-cash	405	330
Share purchase warrants exercised–non-cash	300	211
Balance–end of period	1,120,758	1,092,144
Share purchase warrants		
Balance–beginning of period	616	-
Warrants issued on acquisition of JNR Resources (note 5)	-	17
Warrants assumed on acquisition of Fission Energy Corp (note 5)	-	827
Warrants issued on acquisition of International Enexco Limited (note 5)	61	-
Warrants exercised	(300)	(211)
Warrants expired	(1)	(17)
Balance–end of period	376	616
Contributed surplus		
Balance–beginning of period	52,943	50,671
Stock-based compensation expense	800	903
Share options issued on acquisition of JNR Resources (note 5)	-	131
Share options issued on acquisition of Fission Energy Corp (note 5)	-	1,321
Share options issued on acquisition of International Enexco Limited (note 5)	102	-
Share options exercised-non-cash	(525)	(98)
Warrants expired	1	17
Warrants expired–tax effect	-	(2)
Balance–end of period	53,321	52,943
Deficit		
Balance–beginning of period	(860,834)	(776,999)
Net loss	(31,703)	(83,835)
Balance-end of period	(892,537)	(860,834)
Accumulated other comprehensive income		
Balance–beginning of period	(7,729)	10,927
Unrealized gain (loss) on investments	7	286
Foreign currency translation	(18,137)	(18,119)
Foreign currency translation realized in net income	-	(823)
Balance–end of period	(25,859)	(7,729)
Total Equity		
Balance–beginning of period	$ 277,140	$ -263,723
Balance–end of period	$ 256,059	$ -277,140

The accompanying notes are an integral part of the consolidated financial statements

DENISON MINES CORP.

Consolidated Statements of Cash Flow
(Expressed in thousands of U.S. dollars)

CASH PROVIDED BY (USED IN):	Year Ended December 31 2014	Year Ended December 31 2013
OPERATING ACTIVITIES		
Net income (loss) for the period	$ (31,703)	$ (83,835)
Items not affecting cash:		
Depletion, depreciation, amortization and accretion	2,095	2,296
Impairment – mineral properties (note 5)	1,745	47,099
Impairment – investments	22	39
Stock-based compensation	800	903
Losses (gains) on reclamation obligation revisions	2,086	(1,645)
Losses (gains) on asset disposals	(449)	12
Losses (gains) on investments and restricted investments	59	1,298
Deferred income tax expense (recovery)	(2,304)	15,473
Foreign exchange	7,983	(17)
Change in non-cash working capital items (note 22)	(3,834)	(2,766)
Net cash provided by (used in) operating activities	(23,500)	(21,143)
INVESTING ACTIVITIES		
Acquisition of assets, net of cash and cash equivalents acquired:		
JNR Resources (note 5)	-	(715)
Fission Energy Corp (note 5)	-	(4,058)
Rockgate Capital Corp (note 5)	(57)	(989)
International Enexco Limited (note 5)	(141)	-
Decrease (increase) in notes receivable	-	298
Sale of investments	9,529	-
Purchase of investments	(569)	-
Expenditures on property, plant and equipment	(859)	(2,262)
Proceeds on sale of property, plant and equipment	265	58
Decrease (increase) in restricted cash and investments	44	(210)
Net cash provided by (used in) investing activities	8,212	(7,878)
FINANCING ACTIVITIES		
Increase (decrease) in debt obligations	(53)	(121)
Issuance of common shares for:		
New share issues-net of issue costs (note 18)	12,845	13,627
Share options exercised (note 18)	946	111
Share purchase warrants exercised (note 18)	405	330
Net cash provided by (used in) financing activities	14,143	13,947
Increase (decrease) in cash and cash equivalents	(1,145)	(15,074)
Foreign exchange effect on cash and cash equivalents	(2,001)	(1,328)
Cash and cash equivalents, beginning of period	21,786	38,188
Cash and cash equivalents, end of period	$ 18,640	$ 21,786
Supplemental cash flow disclosure:		
Interest paid	$ 2	$ 3
Income taxes paid (recovered)	-	(51)

The accompanying notes are an integral part of the consolidated financial statements

1. NATURE OF OPERATIONS

Denison Mines Corp. and its subsidiary companies and joint arrangements (collectively, the "Company") are engaged in uranium mining and related activities, including acquisition, exploration and development of uranium properties, extraction, processing and selling of uranium.

The Company has a 22.5% interest in the McClean Lake Joint Venture ("MLJV") (which includes the McClean Lake mill) and a 25.17% interest in the Midwest Joint Venture ("MWJV"), both of which are located in the Athabasca Basin of Saskatchewan, Canada. The McClean Lake mill provides toll milling services to the Cigar Lake Joint Venture ("CLJV") under the terms of a toll milling agreement between the parties. In addition, the Company has varying ownership interests in a number of development and exploration projects located in Canada, Mali, Namibia, Zambia and Mongolia.

The Company provides mine decommissioning and decommissioned site monitoring services to third parties through its environmental services division and is also the manager of Uranium Participation Corporation ("UPC"), a publicly-listed investment holding company formed to invest substantially all of its assets in uranium oxide concentrates ("U_3O_8") and uranium hexafluoride ("UF6"). The Company has no ownership interest in UPC but receives fees for management services and commissions from the purchase and sale of U_3O_8 and UF6 by UPC.

Denison Mines Corp. ("DMC") is incorporated under the Business Corporations Act (Ontario) and domiciled in Canada. The address of its registered head office is 595 Bay Street, Suite 402, Toronto, Ontario, Canada, M5G 2C2.

References to "2014" and "2013" refer to the year ended December 31, 2014 and the year ended December 31, 2013 respectively.

2. BASIS OF PRESENTATION

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The Company's presentation currency is U.S dollars.

These financial statements were approved by the board of directors for issue on March 5, 2015.

3. ACCOUNTING POLICIES AND RESTATEMENT OF COMPARATIVE NUMBERS

Significant Accounting Policies

The significant accounting policies used in the preparation of these consolidated financial statements are described below:

(a) Consolidation

The financial statements of the Company include the accounts of DMC and its subsidiaries. Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity where the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group and are deconsolidated from the date that control ceases. Intercompany transactions, balances and unrealized gains and losses from intercompany transactions are eliminated.

Non-controlling interests represent equity interests in subsidiaries owned by outside parties. The share of net assets of subsidiaries attributable to non-controlling interests is presented as a component of equity. Their share of net income and comprehensive income is recognized directly in equity. Changes in the parent company's ownership interest in subsidiaries that do not result in a loss of control are accounted for as equity transactions.

The financial statements of the Company also include various interests in development and exploration projects which are held through option or contractual agreements. These have been classified as joint ownership interests under IFRS. These joint ownership interests have been accounted for using the undivided interest method.

(b) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each entity in the DMC group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). Primary and secondary indicators are used to determine the functional currency (primary indicators have priority over secondary indicators). Primary indicators include the currency that mainly influences sales prices and the currency that mainly influences labour, material and other costs. Secondary indicators include the currency in which funds from financing activities are generated and the currency in which receipts from operating activities are usually retained. For our entities located in Canada, Mongolia, Mali, Namibia, Niger and Zambia, the local currency has been determined to be the functional currency.

The consolidated financial statements are presented in U.S. dollars, unless otherwise stated.

The financial statements of entities that have a functional currency different from the presentation currency of DMC ("foreign operations") are translated into U.S. dollars as follows: assets and liabilities – at the closing rate at the date of the statement of financial position, and income and expenses – at the average rate of the period (as this is considered a reasonable approximation to actual rates). All resulting changes are recognized in other comprehensive income as cumulative foreign currency translation adjustments.

When an entity disposes of its entire interest in a foreign operation, or loses control, joint control, or significant influence over a foreign operation, the foreign currency gains or losses accumulated in other comprehensive income related to the foreign operation are recognized in profit or loss. If an entity disposes of part of an interest in another entity which remains a subsidiary, a proportionate amount of foreign currency gains or losses accumulated in other comprehensive income related to the subsidiary is reallocated between controlling and non-controlling interests.

(ii) Transactions and balances

Foreign currency transactions are translated into an entity's functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in currencies other than an operation's functional currency are recognized in the statement of income.

(c) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held with banks, and other short-term highly liquid investments with original maturities of three months or less which are subject to an insignificant risk of changes in value.

(d) Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial liabilities are derecognized when the obligations specified in the contract is discharged, cancelled or expires.

At initial recognition, the Company classifies its financial instruments in the following categories:

(i) Financial assets and liabilities at fair value through profit or loss ("FVPL")

A financial asset or liability is classified in this category if acquired principally for the purpose of selling or repurchasing in the short-term. Financial instruments in this category are recognized initially and subsequently at fair value. Transaction costs are expensed in the consolidated statement of income. Gains and losses arising from changes in fair value are presented in the consolidated statement of income in the period in which they arise.

(ii) Available-for-sale investments

Available-for-sale investments are recognized initially at fair value plus transaction costs and are subsequently carried at fair value. Gains or losses arising from re-measurement are recognized in other comprehensive income. When an available-for-sale investment is sold or impaired, the accumulated gains or losses are moved from accumulated other comprehensive income to the statement of income.

(iii) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that are intended to be held to maturity. Held-to-maturity investments are initially recognized at fair value plus transaction costs and subsequently measured at amortized cost using the effective interest method less a provision for impairment.

(iv) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are initially recognized at the amount expected to be received, less a discount (when material) to reduce the loans and receivables to fair value. Subsequently, loans and receivables are measured at amortized cost using the effective interest method less a provision for impairment.

(v) Financial liabilities at amortized cost

Financial liabilities are initially recognized at the amount required to be paid, less a discount (when material) to reduce the financial liabilities to fair value. Subsequently, financial liabilities are measured at amortized cost using the effective interest method.

The Company has designated its financial assets and liabilities as follows:

(i) “Cash and cash equivalents” and “Trade and other receivables” are classified as loans and receivables and are measured at amortized cost using the effective interest rate method. Interest income is recorded in net income through finance income (expense), as applicable;
(ii) A portion of “Investments” are classified as FVPL and any period change in fair value is recorded in net income through other income (expense). The remaining amount is classified as available-for-sale and any period change in fair value is recorded in other comprehensive income. When the investment’s value becomes impaired, the loss is recognized in net income through other income (expense) in the period of impairment;
(iii) “Restricted cash and investments” is classified as held-to-maturity investments; and
(iv) “Accounts payable and accrued liabilities” and “Debt obligations” are classified as other financial liabilities and are measured at amortized cost using the effective interest rate method. Interest expense is recorded in net income through finance income (expense), as applicable.

(e) Impairment of financial assets

At each reporting date, the Company assesses whether there is objective evidence that a financial asset (other than a financial asset classified as fair value through profit and loss) is impaired. Objective evidence of an impairment loss includes: i) significant financial difficulty of the debtor; ii) delinquencies in interest or principal payments; iii) increased probability that the borrower will enter bankruptcy or other financial reorganization; and (iv) in the case of equity investments, a significant or prolonged decline in the fair value of the security below its cost.

If such evidence exists, the Company recognizes an impairment loss, as follows:

(i) Financial assets carried at amortized cost: The loss is the difference between the amortized cost of the loan or receivable and the present value of the estimated future cash flows, discounted using the instrument’s original effective interest rate. The carrying amount of the asset is reduced by this amount either directly or indirectly through the use of an allowance account.

(ii) Available-for-sale financial assets: The impairment loss is the difference between the original cost of the asset and its fair value at the measurement date, less any impairment losses previously recognized in the statement of income. This amount represents the cumulative loss in accumulated other comprehensive income that is reclassified to net income.

(f) Inventories

Expenditures, including depreciation, depletion and amortization of production assets, incurred in the mining and processing activities that will result in the future concentrate production are deferred and accumulated as ore in stockpiles and in-process and concentrate inventories. These amounts are carried at the lower of average costs or net realizable value ("NRV"). NRV is the difference between the estimated future concentrate price (net of selling costs) and estimated costs to complete production into a saleable form.

Stockpiles are comprised of coarse ore that has been extracted from the mine and is available for further processing. Mining production costs are added to the stockpile as incurred and removed from the stockpile based upon the average cost per tonne of ore produced from mines considered to be in commercial production. The current portion of ore in stockpiles represents the amount expected to be processed in the next twelve months.

In-process and concentrate inventories include the cost of the ore removed from the stockpile, a pro-rata share of the amortization of the associated mineral property, as well as production costs incurred to process the ore into a saleable product. Processing costs typically include labor, chemical reagents and directly attributable mill overhead expenditures. Items are valued at weighted average cost.

Materials and other supplies held for use in the production of inventories are carried at average cost and are not written down below that cost if the finished products in which they will be incorporated are expected to be sold at or above cost. However, when a decline in the price of concentrates indicates that the cost of the finished products exceeds net realizable value, the materials are written down to net realizable value. In such circumstances, the replacement cost of the materials may be the best available measure of their net realizable value.

(g) Property, plant and equipment

Property, plant and equipment are recorded at acquisition or production cost and carried net of depreciation and impairments. Cost includes expenditures incurred by the Company that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. The carrying amount of a replaced asset is derecognized when replaced. Repairs and maintenance costs are charged to the statement of income during the period in which they are incurred.

Depreciation is calculated on a straight line or unit of production basis as appropriate. Where a straight line methodology is used, the assets are depreciated to their estimated residual value over an estimated useful life which ranges from three to twenty years depending upon the asset type. Where a unit of production methodology is used, the assets are depreciated to their estimated residual value over the useful life defined by management's best estimate of recoverable reserves and resources in the current mine plan. When assets are retired or sold, the resulting gains or losses are reflected in current earnings as a component of other income or expense. The Company allocates the amount initially recognized in respect of an item of property, plant and equipment to its significant parts and depreciates separately each such part. Residual values, method of depreciation and useful lives of the assets are reviewed at least annually and adjusted if appropriate.

Where straight-line depreciation is utilized, the range of useful lives for various asset classes is generally as follows:

Buildings	15 - 20 years;
Production machinery and equipment	5 - 7 years;
Other	3 - 5 years;

(h) Mineral property acquisition, exploration and development costs

Costs relating to the acquisition of acquired mineral rights and acquired exploration rights are capitalized.

Exploration and evaluation expenditures are expensed as incurred on mineral properties not sufficiently advanced. At the point in time that a mineral property is considered to be sufficiently advanced, it is classified as a development mineral property and all further expenditures for the current year and subsequent years are capitalized as incurred. These costs will include costs of maintaining the site until commercial production, costs to initially delineate the ore body, costs for shaft sinking and access, lateral development, drift development and infrastructure development. Such costs represent the net expenditures incurred and capitalized as at the balance sheet date and do not necessarily reflect present or future values.

Once a development mineral property goes into commercial production, the property is classified as “Producing” and the accumulated costs are amortized over the estimated recoverable resources in the current mine plan using a unit of production basis. Commercial production occurs when a property is substantially complete and ready for its intended use.

(i) Identifiable Intangible assets

The Company’s identifiable intangible assets are stated at cost less accumulated amortization. These assets are capitalized and amortized on a straight-line basis in the statement of income over the period of their expected useful lives. The useful lives of the assets are reviewed at least annually and adjusted if appropriate.

(j) Impairment of non-financial assets

Property, plant and equipment and intangible assets are tested for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. For the purpose of measuring recoverable amounts, assets are grouped at the lowest levels for which there are separately identifiable cash inflows or CGUs. The recoverable amount is the higher of an asset’s fair value less costs of disposal and value in use (being the present value of the expected future cash flows of the relevant asset or CGU, as determined by management). An impairment loss is recognized for the amount by which the CGU’s carrying amount exceeds its recoverable amount.

(k) Employee benefits

(i) Post-employment benefit obligations

The Company assumed the obligation of a predecessor company to provide life insurance, supplemental health care and dental benefits, excluding pensions, to its former Canadian employees who retired from active service prior to 1997. The estimated cost of providing these benefits is actuarially determined using the projected benefits method and is recorded on the balance sheet at its estimated present value. The interest cost on this unfunded liability is being accreted over the remaining lives of this retiree group. Experience gains and losses are being deferred as a component of accumulated other comprehensive income and are adjusted, as required, on the obligations re- measurement date.

(ii) Stock-based compensation

The Company uses a fair value-based method of accounting for stock options to employees and to non-employees. The fair value is determined using the Black-Scholes option pricing model on the date of the grant. The cost is recognized on a graded method basis, adjusted for expected forfeitures, over the applicable vesting period as an increase in stock-based compensation expense and the contributed surplus account. When such stock options are exercised, the proceeds received by the Company, together with the respective amount from contributed surplus, are credited to share capital.

(iii) Termination benefits

The Company recognizes termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal, or providing benefits as a result of an offer made to encourage voluntary termination. Benefits falling due more than twelve months after the end of the reporting period are discounted to their present value.

(l) Reclamation provisions

Reclamation provisions, any legal and constructive obligation related to the retirement of tangible long-lived assets, are recognized when such obligations are incurred, if a reasonable estimate of the value can be determined. These obligations are measured initially at the present value of expected cash flows using a pre-tax discount rate reflecting risks specific to the liability and the resulting costs are capitalized and added to the carrying value of the related assets. In subsequent periods, the liability is adjusted for the accretion of the discount and the expense is recorded in the income statement. Changes in the amount or timing of the underlying future cash flows or changes in the discount rate are immediately recognized as an increase or decrease in the carrying amounts of the related asset and liability. These costs are amortized to the results of operations over the life of the asset. Reductions in the amount of the liability are first applied against the amount of the net reclamation asset on the books with any excess value being recorded in the statement of operations.

The Company's activities are subject to numerous governmental laws and regulations. Estimates of future reclamation liabilities for asset decommissioning and site restoration are recognized in the period when such liabilities are incurred. These estimates are updated on a periodic basis and are subject to changing laws, regulatory requirements, changing technology and other factors which will be recognized when appropriate. Liabilities related to site restoration include long-term treatment and monitoring costs and incorporate total expected costs net of recoveries. Expenditures incurred to dismantle facilities, restore and monitor closed resource properties are charged against the related reclamation and remediation liability.

(m) Provisions

Provisions for restructuring costs and legal claims, where applicable, are recognized in liabilities when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the end of the reporting period, and are discounted to present value where the effect is material. The Company performs evaluations to identify onerous contracts and, where applicable, records provisions for such contracts.

(n) Current and Deferred Income tax

Income taxes are accounted for using the liability method of accounting for deferred income taxes. Under this method, the tax currently payable is based on taxable income for the period. Taxable income differs from income as reported in the consolidated statement of income (loss) because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred income tax assets and liabilities are recognized based on temporary differences between the financial statement carrying values of the existing assets and liabilities and their respective income tax bases used in the computation of taxable income. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable income will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable income nor the accounting income. Deferred tax liabilities are recognized for taxable temporary differences arising on investments in subsidiaries and investments, and interests in joint ventures, except where the Company is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax assets are recognized to the extent that taxable income will be available against which the deductible temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realized, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is charged or credited to income, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also recorded within equity.

Income tax assets and liabilities are offset when there is a legally enforceable right to offset the assets and liabilities and when they relate to income taxes levied by the same tax authority on either the same taxable entity or different taxable entities where there is an intention to settle the balance on a net basis.

(o) Flow-Through Common Shares

The Company's Canadian exploration activities have been financed in part through the issuance of flow- through common shares whereby the tax benefits of the eligible exploration expenditures incurred under this arrangement are renounced to the subscribers. The proceeds from issuing flow-through shares are allocated between the offering of shares and the sale of tax benefits. The allocation is based on the difference ("premium") between the quoted price of the Company's existing shares and the amount the investor pays for the actual flow-through shares. A liability is recognized for the premium, and is extinguished when the tax effect of the temporary differences, resulting from the renunciation, is recorded – with the difference between the liability and the value of the tax assets renounced being recorded as a deferred tax expense. The tax effect of the renunciation is recorded at the time the Company makes the renunciation – which may differ from the effective date of renunciation. If the flow-through shares are not issued at a premium, a liability is not established, and on renunciation the full value of the tax assets renounced is recorded as a deferred tax expense.

(p) Revenue recognition

Revenue from the sale of mineral concentrates is recognized when it is probable that the economic benefits will flow to the Company. This is generally the case once delivery has occurred, the sales price and costs incurred with respect to the transaction can be measured reliably and collectability is reasonably assured. For uranium, revenue is typically recognized when delivery is evidenced by book transfer at the applicable uranium storage facility.

Revenue from toll milling services is recognized as material is processed in accordance with the specifics of the applicable toll milling agreement. Revenue and unbilled accounts receivable are recorded as related costs are incurred using billing formulas included in the applicable toll milling agreement.

Revenue on environmental service contracts is recognized using the percentage of completion method, whereby sales, earnings and unbilled accounts receivable are recorded as related costs are incurred. Earnings rates are adjusted periodically as a result of revisions to projected contract revenues and estimated costs of completion. Losses, if any, are recognized fully when first anticipated. Revenues from engineering services are recognized as the services are provided in accordance with customer agreements.

Management fees from UPC are recognized as management services are provided under the contract on a monthly basis. Commission revenue earned on acquisition or sale of U_3O_8 and UF6 on behalf of UPC (or other parties where Denison acts as an agent) is recognized on the date when title passes.

(q) Earnings (loss) per share

Basic earnings per share ("EPS") is calculated by dividing the net income (loss) for the period attributable to equity owners of DMC by the weighted average number of common shares outstanding during the period.

Diluted EPS is calculated by adjusting the weighted average number of common shares outstanding for dilutive instruments. The number of shares included with respect to options, warrants and similar instruments is computed using the treasury stock method.

Accounting Standards Adopted

The Company has adopted the following new and revised accounting standards, along with any consequential amendments, effective January 1, 2014. These changes were made in accordance with the applicable transitional provisions.

International Accounting Standard 36, Impairment of Assets ("IAS 36")

IAS 36 was amended in May 2013 to make small changes to the disclosures required by IAS 36 when an impairment loss is recognized or reversed. The amendments require the disclosure of the recoverable amount of an asset or cash generating unit ("CGU") at the time an impairment loss has been recognized or reversed and detailed disclosure of how the associated fair value less costs of disposal has been determined.

The amendments are effective for accounting periods beginning on or after January 1, 2014 with earlier adoption permitted. The Company has adopted the amended disclosure requirements of IAS 36 effective January 1, 2014.

Accounting Standards Issued But Not Yet Applied

The Company has not yet adopted the following new accounting pronouncements which are effective for fiscal periods of the Company beginning on or after January 1, 2015:

International Financial Reporting Standard 9, Financial Instruments ("IFRS 9")

IFRS 9 was issued in October 2010 by the IASB to replace IAS 39, Financial Instruments – Recognition and Measurement. The replacement standard has the following significant components: it establishes two primary measurement categories for financial assets – amortized cost and fair value; it establishes criteria for the classification of financial assets within the measurement category based on business model and cash flow characteristics; and it eliminates existing held to maturity, available-for-sale, and loans and receivable categories.

In November 2013, the IASB issued an amendment to IFRS 9 which includes a new hedge model that aligns accounting more closely with risk management and enhances disclosure about hedge accounting and risk management. Additionally, as the impairment guidance and certain limited amendments to the classification and measurement requirements of IFRS 9 are not yet complete, the previously mandated effective date of IFRS 9 of January 1, 2015 has been removed. Entities may apply IFRS 9 before the IASB completes the amendments but are not required to do so.

The Company has not evaluated the impact of adopting this standard.

International Financial Reporting Standard 15, Revenue from Contracts with Customers ("IFRS 15")

IFRS 15 deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognized when a customer obtains control of a good or service. The standard replaces IAS 18 "Revenue" and IAS 11"Construction Contracts" and related interpretations. The standard is effective for annual periods beginning on or after January 1, 2017 and earlier application is permitted.

The Company has not evaluated the impact of adopting this standard.

Comparative Numbers

Certain classifications of the comparative figures have been changed to conform to those used in the current period.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates and judgements that affect the amounts reported. It also requires management to exercise judgement in applying the Company's accounting policies. These judgements and estimates are based on management's best knowledge of the relevant facts and circumstances taking into account previous experience. Although the Company regularly reviews the estimates and judgements made that affect these financial statements, actual results may be materially different.

Significant estimates and judgements made by management relate to:

(a) Determination of a Mineral Property being Sufficiently Advanced

The Company follows a policy of capitalizing non-exploration related expenditures on properties it considers to be sufficiently advanced. Once a mineral property is determined to be sufficiently advanced, that determination is irrevocable and the capitalization policy continues to apply over the life of the property. In determining whether or not a mineral property is sufficiently advanced, management considers a number of factors including, but not limited to: current uranium market conditions, the quality of resources identified, access to the resource and the suitability of the resources to current mining methods, ease of permitting, confidence in the jurisdiction in which the resource is located and milling complexity.

Many of these factors are subject to risks and uncertainties that can support a "sufficiently advanced" determination as at one point in time but not support it at another. The final determination requires significant judgment on the part of the Company's management and directly impacts the carrying value of the Company's mineral properties.

(b) Valuation of Mineral Properties

The Company undertakes a review of the carrying values of mineral properties and related expenditures whenever events or changes in circumstances indicate that their carrying values may exceed their estimated recoverable amounts determined by reference to estimated future operating results, discounted net cash flows and current market valuations of similar properties. An impairment loss is recognized when the carrying value of those assets is not recoverable. In undertaking this review, management of the Company is required to make significant estimates of, amongst other things: reserve and resource amounts, future production and sale volumes, forecast commodity prices, future operating, capital and reclamation costs to the end of the mine's life and current market valuations from observable market data which may not be directly comparable. These estimates are subject to various risks and uncertainties, which may ultimately have an effect on the expected recoverability of the carrying values of the mineral properties and related expenditures. Changes in these estimates could have a material impact on the carrying value of the mineral property amounts.

(c) Deferred Tax Assets and Liabilities

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The Company computes deferred tax assets and liabilities in respect of taxes that are based on taxable profit. Taxable profit is understood to be a net, rather than gross, taxable amount that gives effect to both revenues and expenses. Taxable profit will often differ from accounting profit and management may need to exercise judgment to determine whether some taxes are income taxes (subject to deferred tax accounting) or operating expenses.

Deferred tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to apply when the differences are expected to be recovered or settled. The determination of the ability of the Company to utilize tax loss carry forwards to offset deferred tax liabilities requires management to exercise judgment and make certain assumptions about the future performance of the Company. Management is required to assess whether it is "probable" that the Company will benefit from these prior losses and other deferred tax assets. Changes in economic conditions, commodity prices and other factors could result in revisions to the estimates of the benefits to be realized or the timing of utilizing the losses.

(d) Reclamation Obligations

Asset retirement obligations are recorded as a liability when the asset is initially constructed. Denison has accrued its best estimate of the ongoing reclamation liability in connection with the decommissioned Elliot Lake mine site and is currently accruing its best estimate of its share of the cost to decommission its other mining and milling properties in accordance with existing laws, contracts and other policies. The estimate of future costs involves a number of estimates relating to timing, type of costs, mine closure plans, and review of potential methods and technical advancements. Furthermore, due to uncertainties concerning environmental remediation, the ultimate cost of the Company's decommissioning liability could differ from amounts provided. The estimate of the Company's obligation is subject to change due to amendments to applicable laws and regulations and as new information concerning the Company's operations becomes available. The Company is not able to determine the impact on its financial position, if any, of environmental laws and regulations that may be enacted in the future.

5. ACQUISITIONS AND DIVESTITURES

Acquisition of International Enexco Limited

On June 6, 2014, Denison completed a plan of arrangement (the "IEC Arrangement") to acquire all of the outstanding shares, options and warrants of International Enexco Limited ("IEC"). IEC's principal uranium assets include a 30% interest in the Mann Lake exploration project and a 20% interest in the Bachman Lake Joint Venture, both located in Saskatchewan, Canada. Prior to completing the IEC Arrangment, IEC also owned a subsidiary holding an indirect interest in IEC's Contact Copper project and its other US properties ("Spinco").

Pursuant to the IEC Arrangement, the former shareholders of IEC ultimately exchanged each IEC common share held for 0.26 of a Denison common share (the "Exchange Ratio"). Outstanding warrants and options of IEC were exchanged for options and warrants of Denison adjusted by the Exchange Ratio. The Denison options received on exchange expired 90 days after the IEC Arrangement completion date while the Denison warrants received on exchange retained the expiry dates of the originally issued IEC warrants.

As part of the IEC Arrangement, IEC's shareholders also received a pro rata distribution of Spinco shares on a one-for-one basis and one-half of a warrant to acquire an additional Spinco share, exercisable for 6 months, at a price of CAD$5.00 for each whole share to be acquired. Each holder of IEC options and warrants also received replacement options and warrants, as the case may be, from Spinco with the same terms and conditions as the IEC options and warrants being replaced.

For accounting purposes, IEC is not considered a business under IFRS 3 "Business Combinations" as at the time of the acquisition it is not capable of generating outputs that can provide a return to Denison. As a result, the IEC Arrangement has been accounted for as an asset acquisition with share based consideration. Transaction costs incurred by Denison related to the IEC Arrangement have been capitalized as part of the consideration amount. Denison is including the results of IEC as part of its Canadian mining segment for reporting purposes.

The following table summarizes the fair value of the IEC assets acquired and the liabilities assumed at the acquisition date of June 6, 2014:

(in thousands)		IEC Fair Value
Cash and cash equivalents	$	206
Trade and other receivables		421
Prepaid expenses and other		15
Property, plant and equipment		
Mineral properties - Canada		14,120
Total assets		14,762
Accounts payable and accrued liabilities		1,319
Reclamation obligations		20
Net assets	$	13,423

The total consideration relating to the IEC Arrangement is summarized below:

(in thousands except for share amounts)		
Fair value of 10,229,035 common shares issued by Denison	$	11,979
Fair value of 660,127 common share purchase warrants issued by Denison		61
Fair value of 902,200 common share options issued by Denison		102
Fair value of IEC shares held by Denison prior to acquisition		934
Costs incurred by the Company pursuant to arrangement:		
Transaction costs		347
Fair value of total consideration	$	13,423

The fair value of the common shares was determined using Denison's closing share price on June 6, 2014 of CAD$1.28 converted to USD$ using the June 6, 2014 foreign exchange rate of 0.9149.

The fair value of the common share purchase warrants issued by Denison to replace those of IEC totaled $61,000 or $0.0924 per warrant. The fair value was determined using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate of 1.06%, expected stock price volatility between 38.56% and 48.62%, expected life between 0.50 years and 1.25 years and expected dividend yield of nil%.

The fair value of the common share options issued by Denison to replace those of IEC totaled $102,000 or $0.1131 per option. The fair value was determined using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate of 1.06%, expected stock price volatility of 34.85%, expected life of 0.25 years and expected dividend yield of nil%. As at June 6, 2014, all of the options issued to replace the IEC options were fully-vested.

Acquisition of Rockgate Capital Corp

In September 2013, Denison formally commenced a takeover bid to acquire all of the outstanding shares of Rockgate Capital Corp. ("Rockgate"). Rockgate's key mining asset is its Falea uranium-copper-silver project located in Mali.

Under the terms of the takeover bid, Rockgate shareholders received 0.192 of a common share of Denison for each Rockgate share held. As at December 6, 2013, Denison had acquired 104,852,532 shares of Rockgate, equivalent to an initial 89.72% ownership amount and valued the remaining 12,014,561 shares of Rockgate (or 10.28%) owned by non-controlling interests at $3,091,000. On January 17, 2014, pursuant to a plan of arrangement with the same terms as the takeover bid, Denison acquired the remaining 10.28% non-controlling interest of Rockgate it had not previously acquired under its takeover bid in 2013.

For accounting purposes, Rockgate is not considered a business under IFRS 3 "Business Combinations" as at the time of the acquisition it is not capable of generating outputs that can provide a return to Denison. As a result, the Rockgate transaction has been accounted for as an asset acquisition with share based consideration. Transaction costs incurred by Denison related to the Rockgate transaction have been capitalized as part of the consideration amount. Denison is including the results of Rockgate as part of its African mining segment for reporting purposes.

For accounting purposes, Denison has used a cut-off date of November 30, 2013 to fair value the acquisition. The following table summarizes the fair value of the Rockgate assets acquired and the liabilities assumed as at November 30, 2013. The fair values have been adjusted to reflect the acquisition of the non-controlling interest noted above as if it had occurred on November 30, 2013:

(in thousands)		Rockgate Fair Value
Cash and cash equivalents	$	512
Trade and other receivables		173
Prepaid expenses and other		54
Investments-debt instruments		14,810
Investments-equity instruments		11
Property, plant and equipment		
Plant and equipment		523
Mineral properties – Mali		11,996
Mineral properties - Niger		94
Total assets		28,173
Account payable and accrued liabilities		1,821
Net assets	$	26,352

The total consideration relating to the acquisition of Rockgate is summarized below:

(in thousands except for share amounts)		
Fair value of 20,131,665 common shares issued by Denison under takeover bid	$	21,760
Fair value of 2,312,622 common shares issued by Denison under plan of arrangement		3,034
Costs incurred by the Company pursuant to the acquisition:		
Takeover bid transaction costs		1,501
Plan of arrangement transaction costs		57
Fair value of total consideration	$	26,352

The fair value of the common shares issued by Denison under the takeover bid totaled $21,760,000. The fair value of the common shares was determined using Denison's closing share price on the dates shares were issued pursuant to the takeover bid converted to USD on the applicable day's closing rate. Under the bid, shares were issued between November 19, 2013 and December 6, 2013 and the fair value has been determined using closing share prices ranging from CAD$1.13 to CAD$1.20 per share and foreign exchange rates ranging from 0.9384 to 0.9550.

The fair value of the common shares issued by Denison under the plan of arrangement to acquire the non-controlling interest totaled $3,034,000. The fair value of the common shares was determined using Denison's closing share price on January 17, 2014 of CAD$1.44 converted to USD$ using the January 17, 2014 foreign exchange rate of 0.9111.

Acquisition of Fission Energy Corp

On April 26, 2013, Denison completed an arrangement agreement (the "Fission Arrangement") to acquire Fission Energy Corp. ("Fission") whose assets included its 60% interest in the Waterbury Lake uranium project, its interests in all other properties in the eastern part of the Athabasca Basin, Quebec and Nunavut, as well as its interests in two joint ventures in Namibia (collectively, the "Assets").

Under the terms of the Fission Arrangement, Fission shareholders received 0.355 of a common share of Denison, a nominal cash payment of CAD$0.0001 and one common share of a newly-formed publicly traded company, Fission Uranium Corp., for each Fission share held. All of the outstanding options of Fission were exchanged for options to purchase common shares of Denison with a number and exercise price determined by reference to the 0.355 exchange ratio and a volume adjusted market value factor. Share purchase warrants in Fission ("Fission Warrant") that were outstanding on completion of the Fission Arrangement survived the transaction and may still be exercised in accordance with their terms, so that the holder of a Fission Warrant will receive the number of Denison shares, shares of Fission Uranium Corp and nominal cash consideration which the warrant holder would have received had the Fission Warrants been exercised immediately prior to the Fission Arrangement. The proceeds from the Fission Warrant exercise will be split between Denison and Fission Uranium Corp. and each company will be responsible for issuing its respective shares on the exercise of a Fission Warrant. Cash consideration was also advanced to Fission prior to closing (the "Fission Loan") and included an amount of CAD$2,437,000 in respect of the expenditures incurred and paid by Fission between January 16, 2013 and April 25, 2013 on properties that were ultimately acquired by Denison.

For accounting purposes, Fission is not considered a business under IFRS 3 “Business Combinations” as at the time of the acquisition it is not capable of generating outputs that can provide a return to Denison. As a result, the Fission Arrangement has been accounted for as an asset acquisition with share based consideration. Transaction costs incurred by Denison related to the Fission Arrangement have been capitalized as part of the consideration amount. Denison is including the results of Fission as part of its Canadian and African mining segments for reporting purposes.

The following table summarizes the fair value of the Fission assets acquired and the liabilities assumed at the acquisition date of April 26, 2013:

(in thousands)		Fission Fair Value
Cash and cash equivalents	$	930
Trade and other receivables		82
Property, plant and equipment		
Mineral properties – Canada		66,945
Mineral properties - Namibia		5,949
Total assets		73,906
Account payable and accrued liabilities		511
Net assets	$	73,395

The total consideration relating to the Fission Arrangement is summarized below:

(in thousands except for share amounts)		
Fair value of 53,053,284 common shares issued by Denison	$	66,259
Fair value of 1,500,854 common share purchase warrants assumed by Denison		827
Fair value of 1,985,035 common share options issued by Denison		1,321
Costs incurred by the Company pursuant to arrangement:		
Fission Loan		3,321
Transaction costs		1,667
Fair value of total consideration	$	73,395

The fair value of the common shares was determined using Denison’s closing share price on April 26, 2013 of CAD$1.27 converted to USD$ using the April 26, 2013 foreign exchange rate of 0.9834.

The fair value of the common share purchase warrants assumed by Denison totaled $827,000 or $0.55 per warrant, on average. The fair value was determined using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate of 0.98%, expected stock price volatility between 40.23% and 56.06%, expected life between 0.60 years and 1.70 years and expected dividend yield of nil%.

The fair value of the common share options issued by Denison to replace those of Fission totaled $1,321,000 or $0.67 per option, on average. The fair value was determined using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate between 0.98% and 1.12%, expected stock price volatility between 39.87% and 84.93%, expected life between 0.20 years and 4.70 years and expected dividend yield of nil%. As at April 26, 2013, all of the options issued by Denison to replace the Fission options are fully-vested.

Acquisition of JNR Resources Inc.

On January 31, 2013, Denison completed a plan of arrangement (the “JNR Arrangement”) to acquire all of the outstanding common shares of JNR Resources Inc. (“JNR”). Pursuant to the JNR Arrangement, the former shareholders of JNR received, for each JNR common share held, 0.073 of a Denison common share (the “Exchange Ratio”). No fractional shares were issued. All of the outstanding options and common share purchase warrants of JNR were exchanged for options and warrants to purchase common shares of Denison with a number and exercise price determined by reference to the Exchange Ratio.

For accounting purposes, JNR Resources is not considered a business under IFRS 3 “Business Combinations” as at the time of the acquisition it is not capable of generating outputs that can provide a return to Denison. As a result, the JNR Arrangement has been accounted for as an asset acquisition with share based consideration.

Transaction costs incurred by Denison related to the JNR Arrangement have been capitalized as part of the consideration amount. Denison is including the results of JNR as part of its Canadian mining segment for reporting purposes.

The following table summarizes the fair value of the JNR assets acquired and the liabilities assumed at the acquisition date of January 31, 2013:

(in thousands)		JNR Fair Value
Cash and cash equivalents	$	39
Trade and other receivables		50
Prepaid expenses and other		7
Investments		22
Property, plant and equipment		
Plant and equipment		62
Mineral properties - Canada		13,012
Total assets		13,192
Account payable and accrued liabilities		767
Net assets	$	12,425

The total consideration relating to the JNR Arrangement is summarized below:

(in thousands except for share amounts)		
Fair value of 7,975,479 common shares issued by Denison	$	10,956
Fair value of 272,290 common share purchase warrants issued by Denison		17
Fair value of 579,255 common share options issued by Denison		131
Fair value of JNR shares held by Denison prior to acquisition		567
Costs incurred by the Company pursuant to arrangement:		
JNR loan		351
Transaction costs		403
Fair value of total consideration	$	12,425

The fair value of the common shares was determined using Denison's closing share price on January 31, 2013 of CAD$1.37 converted to USD$ using the January 31, 2013 foreign exchange rate of 1.0027.

The fair value of the common share purchase warrants issued by Denison to replace those of JNR totaled $17,000 or $0.0615 per warrant. The fair value was determined using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate of 1.16%, expected stock price volatility of 47.58%, expected life of 0.75 years and expected dividend yield of nil%.

The fair value of the common share options issued by Denison to replace those of JNR totaled $131,000 or $0.2262 per option. The fair value was determined using the Black-Scholes option pricing model with the following assumptions: risk-free interest rate between 1.16% and 1.42%, expected stock price volatility between 58.00% and 62.15%, expected life between 0.04 years and 3.70 years and expected dividend yield of nil%. As at January 31, 2013, all of the options issued to replace the JNR options are fully-vested.

6. CASH AND CASH EQUIVALENTS

The cash and cash equivalent balance consists of:

(in thousands)		At December 31 2014		At December 31 2013
Cash	$	2,265	$	2,259
Cash in MLJV and MWJV		885		3,057
Cash equivalents		15,490		16,470
	$	18,640	$	21,786

7. TRADE AND OTHER RECEIVABLES

The trade and other receivables balance consists of:

(in thousands)	At December 31 2014	At December 31 2013
Trade receivables – other	$ 2,138	$ 1,966
Receivables in MLJV and MWJV	7,127	1,794
Sales tax receivables	131	378
Sundry receivables	15	10
	$ 9,411	$ 4,148

8. INVENTORIES

The inventories balance consists of:

(in thousands)	At December 31 2014	At December 31 2013
Uranium concentrates and work-in-progress	$ 433	$ 4
Inventory of ore in stockpiles	1,834	2,058
Mine and mill supplies	1,733	1,722
	$ 4,000	$ 3,784
Inventories - by duration:		
Current	$ 2,240	$ 2,123
Long-term – ore in stockpiles	1,760	1,661
	$ 4,000	$ 3,784

Long-term ore in stockpile inventory represents an estimate of the amount of ore on the stockpile in excess of the next twelve months of planned mill production.

9. INVESTMENTS

The investments balance consists of:

(in thousands)	At December 31 2014	At December 31 2013
Investments:		
Equity instruments-fair value through profit and loss	$ 932	$ 1,106
Equity instruments-available for sale	22	17
Debt instruments-fair value through profit and loss	4,381	14,818
	$ 5,335	$ 15,941
Investments – by duration		
Current	$ 4,381	$ 10,040
Long-term	954	5,901
	$ 5,335	$ 15,941

At December 31, 2014, investments include equity instruments in publicly-traded companies with a fair value of $954,000 (December 31, 2013: $1,123,000).

At December 31, 2014, investments include debt instruments with a fair value of $4,381,000 (December 31, 2013: $14,818,000). The debt instruments at December 31, 2014 consist of guaranteed investment certificates with rates of interest ranging between 1.85% to 1.90% and maturity dates occurring in February 2015.

Investment Purchases, Impairments and Other Movements

During 2014, the Company purchased additional equity instruments at a cost of $569,000. In addition, $9,529,000 of debt instruments matured and the proceeds were transferred to cash and equivalents.

During 2014 and 2013, the Company recorded impairment charges on equity instruments of $22,000 and $39,000, respectively. The resulting loss has been included in other income (expense) in the consolidated statements of income (loss) (see note 22).

During 2014, an amount of $934,000 was transferred out of fair value through profit and loss equity instruments as part of the IEC acquisition (see note 5). During 2013, an amount of $567,000 was transferred out of available for sale equity instruments as part of the JNR acquisition (see note 5). These transfers represented the fair value of the equity instruments held by the Company on the date of acquisition of IEC and JNR.

10. RESTRICTED CASH AND INVESTMENTS

The Company has certain restricted cash and investments deposited to collateralize its reclamation obligations. The restricted cash and investments balance consists of:

(in thousands)	At December 31 2014	At December 31 2013
Cash	$ 42	$ 26
Cash equivalents	104	221
Investments	1,922	2,052
	$ 2,068	$ 2,299
Restricted cash and investments – by item:		
Elliot Lake reclamation trust fund	$ 2,068	$ 2,299
	$ 2,068	$ 2,299

Elliot Lake Reclamation Trust Fund

The Company has the obligation to maintain its decommissioned Elliot Lake uranium mine pursuant to a Reclamation Funding Agreement effective December 21, 1995 (“Agreement”) with the Governments of Canada and Ontario. The Agreement, as further amended in February 1999, requires the Company to maintain funds in the Reclamation Trust Fund equal to estimated reclamation spending for the succeeding six calendar years, less interest expected to accrue on the funds during the period. Withdrawals from this Reclamation Trust Fund can only be made with the approval of the Governments of Canada and Ontario to fund Elliot Lake monitoring and site restoration costs.

In 2014, the Company deposited an additional $545,000 (CAD$603,000) into the Elliot Lake Reclamation Trust Fund and withdrew $617,000 (CAD$680,000). In 2013, the Company deposited an additional $1,029,000 (CAD$1,047,000) into the Elliot Lake Reclamation Trust Fund and withdrew $846,000 (CAD$873,000).

11. PROPERTY, PLANT AND EQUIPMENT

The property, plant and equipment balance consists of:

(in thousands)	At December 31 2014	At December 31 2013
Plant and equipment:		
Cost	$ 82,980	$ 86,805
Construction-in-progress	6,960	7,516
Accumulated depreciation	(12,205)	(12,627)
Net book value	$ 77,735	$ 81,694
Mineral properties:		
Cost	$ 192,851	$ 199,532
Accumulated amortization	(198)	(216)
Net book value	$ 192,653	$ 199,316
Net book value	$ 270,388	$ 281,010

The plant and equipment continuity summary is as follows:

(in thousands)	Cost	Accumulated Amortization / Depreciation	Net Book Value
Plant and equipment:			
Balance – January 1, 2013	$ 99,347	$ (12,143)	$ 87,204
Additions	1,192	-	1,192
Amortization	-	(36)	(36)
Asset acquisitions (note 5)	1,536	(950)	586
Depreciation	-	(796)	(796)
Disposals	(475)	405	(70)
Reclamation adjustment	(833)	77	(756)
Foreign exchange	(6,446)	816	(5,630)
Balance – December 31, 2013	$ 94,321	$ (12,627)	$ 81,694
Additions	240	-	240
Amortization	-	(15)	(15)
Depreciation	-	(817)	(817)
Disposals	(67)	67	-
Reclamation adjustment (note 14)	3,502	14	3,516
Foreign exchange	(8,056)	1,173	(6,883)
Balance – December 31, 2014	$ 89,940	$ (12,205)	$ 77,735

The mineral property continuity summary is as follows:

(in thousands)	Cost	Accumulated Amortization	Net Book Value
Mineral properties:			
Balance – January 1, 2013	$ 160,915	$ (231)	$ 160,684
Additions	1,203	-	1,203
Asset acquisitions (note 5)	97,996	-	97,996
Impairment (note 11)	(47,099)	-	(47,099)
Foreign exchange	(13,483)	15	(13,468)
Balance – December 31, 2013	$ 199,532	$ (216)	$ 199,316
Additions	729	-	729
Asset acquisitions (note 5)	14,120	-	14,120
Impairment (note 11)	(1,745)	-	(1,745)
Foreign exchange	(19,785)	18	(19,767)
Balance – December 31, 2014	$ 192,851	$ (198)	$ 192,653

Plant and Equipment - Mining

The Company has a 22.5% interest in the McClean Lake mill located in the Athabasca Basin of Saskatchewan, Canada. A toll milling agreement has been signed with the participants in the CLJV that provides for the processing of the future output of the Cigar Lake mine at the McClean Lake mill, for which the owners of the McClean Lake mill receive a toll milling fee and other benefits. In determining the amortization rate for the McClean Lake mill, the amount to be amortized has been adjusted to reflect Denison's expected share of mill feed from future toll milling. In March 2014, the first ore from the Cigar Lake mine was received at the mill. In September 2014, after being on stand-by since August 2010, milling activities were restarted at the McClean Lake mill and uranium packaging began in October 2014.

Plant and Equipment - Services and Other

The environmental services division of the Company provides mine decommissioning and decommissioned site monitoring services for third parties.

Mineral Properties

The Company has various interests in development and exploration projects located in Canada, Mali, Namibia, Zambia and Mongolia which are held directly or through option or various contractual agreements.

Canada Mining Segment

The Company's mineral property interests in Canada with significant carrying values and their locations are:

a) McClean Lake (Saskatchewan) – the Company has a 22.5% interest in the project (includes the Sue D, Sue E, Caribou, McClean North and McClean South deposits);
b) Midwest (Saskatchewan) – the Company has a 25.17% interest in the project (includes the Midwest and Midwest A deposits);
c) Wheeler River (Saskatchewan) – the Company has a 60% interest in the project (includes the Phoenix deposit);
d) Waterbury Lake (Saskatchewan) – the Company has a 60% interest in the project (includes the J Zone deposit) and also has a 2.0% net smelter return royalty on the portion of the project it does not own;
e) Mann Lake (Saskatchewan) – the Company has a 30% interest in the project; and
f) Wolly (Saskatchewan) – the Company has a 22.5% interest in the project.

In January 2013, Denison completed the acquisition of JNR and acquired mineral property interests in Canada with a fair value of $13,022,000 (see note 5). As a result of the JNR Arrangement, Denison increased its interest in five projects it was already participating in to 100% (which includes Moore Lake) and it acquired interests in nine additional properties.

In April 2013, Denison completed the acquisition of Fission and acquired mineral property interests in Canada, including the J Zone deposit, with a fair value of $66,945,000 (see note 5). As a result of the Fission Arrangement, Denison increased its interest in one project (Johnston Lake) that it was already participating in to 100% and it acquired interests in 27 additional properties.

In December 2013, Denison signed an option agreement with Strateco Resources Inc. ("Strateco") whereby Denison granted Strateco the option to earn up to a 60% interest in Denison's Jasper Lake property in two stages (the "Jasper Option"). During the year, the Jasper Option was assigned to SeqUr Exploration Inc. ("SeqUr"). In February 2015, SeqUr notified the Company that it intends to terminate its option to earn an interest in the Jasper Lake property.

In December 2013, Denison received CAD$100,000 of cash from Strateco towards the first stage of the Jasper Option which has been reflected in other income (expense).

In December 2013, Denison recognized an impairment charge of $934,000 to reflect the abandonment of its Riou Lake property. Riou Lake was acquired as part of the Fission acquisition in April 2013.

In March 2014, Denison released its land holdings related to the Black Lake property acquired as part of the acquisition of JNR in January 2013. The Company has recognized an impairment charge of $1,658,000 in its results to reflect the abandonment of this property.

In June 2014, Denison completed the sale of its land holdings related to the Way Lake and Yurchison properties, also acquired as part of the acquisition of JNR, for cash and share consideration valued at $202,000. The sale resulted in a gain of $202,000 which has been included in other income (expense) in the consolidated statements of operations.

In June 2014, Denison received a cash payment of CAD$250,000 from Strateco towards the first stage of the Jasper Option which has been reflected in other income (expense).

In June 2014, Denison completed the acquisition of IEC and acquired mineral property interests in Canada with a fair value of $14,120,000 (see note 5). As a result of the IEC Arrangement, Denison acquired a 30% interest in the Mann Lake project and increased its interest in the Bachman Lake project from 80% to 100%.

Africa Mining Segment-Mali

In November 2013, Denison acquired control of Rockgate and acquired mineral property interests in five projects in Mali with a fair value of $11,996,000 (see note 5). The most significant of these projects is the Falea project to which all of the fair value has been allocated.

Africa Mining Segment-Namibia

In April 2013, Denison completed the acquisition of Fission and acquired mineral property interests in two projects in Namibia with a fair value of $5,949,000 (see note 5). The most significant of these projects is the Dome project to which all of the fair value has been allocated. During 2013, the Company released its interest in one of the projects so that only the Dome project remains at December 31, 2013.

When the Company acquired the Dome project, it became a party to an earn-in agreement with Rio Tinto Mining and Exploration Limited ("Rio") that was entered into prior to the Company's acquisition of Fission. Under the earn-in agreement, Rio was able to earn: a) 49% of Denison's interest in the project by incurring exploration expenditures of $5,000,000 by September 2016 (the "First Stage Earn-In"); b) an additional 15% of Denison's interest in the project by spending an additional $5,000,000 within two years of completing the First Stage Earn-In (the "Second Stage Earn-In"); and c) an additional 11% of Denison's interest in the project by funding a bankable feasibility study within five years of completing the Second Stage Earn-In. As at December 31, 2013, Rio spent approximately $1,561,000 towards the First Stage Earn-In.

In March 2014, Rio terminated its option to earn an interest in the Dome project. Rio discontinued activities at the project site in February 2014 and Denison has assumed operatorship of the project. Expenditures incurred by Rio on Denison's account also had the effect of diluting a third party with an interest in the Dome project, Manica Minerals, below 20%. As a result of the dilution, Manica opted to accept a 10% carried interest in the project and Denison now has a 90% interest in the project.

Africa Mining Segment-Niger

In November 2013, Denison acquired control of Rockgate and acquired a mineral property interest in the Telwa Gada project in Niger with a fair value of $94,000 (see note 5).

In November 2014, Denison released its land holdings related to the Telwa Gada property and recognized an impairment charge of $87,000 in its results to reflect the abandonment of this property.

At December 2014, the Company no longer has any mineral property interests in Niger.

Africa Mining Segment-Zambia

The Company has a 100% interest in the Mutanga project (includes the Mutanga, Dibwe and Dibwe East deposits) located in Zambia.

In 2013, in light of the implied valuations associated with recent market transactions involving companies with uranium projects in Africa and in conjunction with regular reviews of exploration and development plans for its projects, the Company completed an impairment test on its Mutanga project.

The Company used a fair value less costs of disposal analysis to determine the recoverable amount of the project as at December 31, 2013. In determining the recoverable amount, the Company used a valuation technique that relied on market transactions adjusted for differences in deposit grade, resource size and resource quality to make them more comparable to the Company's Mutanga project. The application of the valuation technique requires management's judgment when considering qualitative and quantitative factors specific to the Mutanga project.

Since the Mutanga project's recoverable amount was determined to be lower than its carrying amount, the Company has recognized an impairment loss of $46,165,000 in 2013 to adjust the project's carrying amount to its recoverable amount of ZMW 167,055,000 (equivalent to $30,000,000 as at December 31, 2013).

Asia Mining Segment-Mongolia

The Company currently has an 85% interest in and is the managing partner of the Gurvan Saihan Joint Venture ("GSJV") in Mongolia (includes the Hairhan and Haraat deposits). The other party to the GSJV is the Mongolian government with a 15% interest. The results of the GSJV have been 100% consolidated in these financial statements since the Company exercises control and its partner in the GSJV has a carried interest at this time.

Under the Nuclear Energy Law of Mongolia, the Mongolian participant in the GSJV is entitled to hold a 34% to 51% interest in the GSJV, depending on the amount of historic exploration that was funded by the government of Mongolia, to be acquired at no cost to the Mongolian participant. This interest will be held by Mon-Atom LLC, the Mongolian state owned uranium company.

A restructuring of the GSJV will be required to comply with the Nuclear Energy Law and is expected to result in the Company having its interest reduced to 66%. The Company and Mon-Atom continue to be engaged in discussions in respect of the Company's ownership of the GSJV. The Company is also exploring strategic alternatives for its interest in the GSJV.

12. INTANGIBLES

The intangibles balance consists of:

(in thousands)	At December 31 2014	At December 31 2013
Cost	$ 6,379	$ 6,957
Accumulated amortization	(5,741)	(5,705)
Net book value	$ 638	$ 1,252
Net book value-by item:		
UPC management services agreement	$ 638	$ 1,252
Net book value	$ 638	$ 1,252

The intangibles continuity summary is as follows:

(in thousands)	Cost	Accumulated Amortization	Net Book Value
Balance – January 1, 2013	$ 7,438	$ (5,430)	$ 2,008
Amortization	-	(648)	(648)
Foreign exchange	(481)	373	(108)
Balance – December 31, 2013	$ 6,957	$ (5,705)	$ 1,252
Amortization	-	(536)	(536)
Foreign exchange	(578)	500	(78)
Balance – December 31, 2014	$ 6,379	$ (5,741)	$ 638

UPC Management Services Agreement

The intangible from the UPC management services agreement is associated with the acquisition of Denison Mines Inc ("DMI") in 2006. The contract is being amortized over its estimated useful life (see note 24).

13. POST-EMPLOYMENT BENEFITS

The Company provides post employment benefits for former Canadian employees who retired on immediate pension prior to 1997. The post employment benefits provided include life insurance and medical and dental benefits as set out in the applicable group policies but does not include pensions. No post employment benefits are provided to employees outside the employee group referenced above. The post employment benefit plan is not funded.

The effective date of the most recent actuarial valuation of the accrued benefit obligation is December 31, 2011. The amount accrued is based on estimates provided by the plan administrator which are based on past experience, limits on coverage as set out in the applicable group policies and assumptions about future cost trends. The significant assumptions used in the valuation are listed below:

- Discount rate of 3.65%;
- Medical cost trend rates at 7.00% per annum initially, grading down to 4.50% per annum over 20 years and remaining at 4.50% per annum thereafter; and
- Dental cost trend rates at 4.00% per annum for the first ten years, 3.50% per annum for the following ten years and 3.0% per annum thereafter;

The post-employment benefits balance consists of:

(in thousands)	At December 31 2014	At December 31 2013
Accrued benefit obligation	$ 2,921	$ 3,321
	$ 2,921	$ 3,321
Post-employment benefits liability-by duration:		
Current	$ 259	$ 376
Non-current	2,662	2,945
	$ 2,921	$ 3,321

The post-employment benefits continuity summary is as follows:

(in thousands)		
Balance - January 1, 2013	$	3,664
Benefits paid		(235)
Interest cost		125
Foreign exchange		(233)
Balance - December 31, 2013	$	3,321
Benefits paid		(244)
Interest cost		114
Foreign exchange		(270)
Balance - December 31, 2014	$	2,921

14. RECLAMATION OBLIGATIONS

The reclamation obligations balance consists of:

(in thousands)	At December 31 2014	At December 31 2013
Reclamation liability - by location:		
Elliot Lake	$ 11,234	$ 10,008
McClean and Midwest Joint Ventures	6,406	2,200
Other	19	-
	$ 17,659	$ 12,208
Reclamation and remediation liability - by duration:		
Current	$ 706	$ 699
Non-current	16,953	11,509
	$ 17,659	$ 12,208

The reclamation obligations continuity summary is as follows:

(in thousands)		
Balance - January 1, 2013	$	15,664
Accretion		796
Expenditures incurred		(877)
Liability adjustments-income statement		(1,645)
Liability adjustments-balance sheet		(755)
Foreign exchange		(975)
Balance - December 31, 2013	$	12,208
Accretion		720
Asset acquisition (note 5)		20
Expenditures incurred		(593)
Future expenditures reimbursed by CLJV		883
Liability adjustments-income statement		2,086
Liability adjustments-balance sheet		3,516
Foreign exchange		(1,181)
Balance - December 31, 2014	$	17,659

Site Restoration: Elliot Lake

The Elliot Lake uranium mine was closed in 1992 and capital works to decommission this site were completed in 1997. The remaining provision is for the estimated cost of monitoring the Tailings Management Areas at the Company and Stanrock sites and for treatment of water discharged from these areas. The Company conducts its activities at both sites pursuant to licenses issued by the Canadian Nuclear Safety Commission. The above accrual represents the Company's best estimate of the present value of the total future reclamation cost based on assumptions as to levels of treatment, which will be required in the future, discounted at 5.22% (2013: 6.13%). As at December 31, 2014, the undiscounted amount of estimated future reclamation costs is $24,818,000 (CAD$28,791,000) (December 31, 2013: $26,217,000 (CAD$27,885,000)). Revisions to the reclamation liability for Elliot Lake are recognized in the income statement as there is no net reclamation asset associated with this site.

Spending on restoration activities at the Elliot Lake site is funded from monies in the Elliot Lake Reclamation Trust fund (see note 10).

Site Restoration: McClean Lake Joint Venture and Midwest Joint Venture

The McClean Lake and Midwest operations are subject to environmental regulations as set out by the Saskatchewan government and the Canadian Nuclear Safety Commission. Cost estimates of the estimated future decommissioning and reclamation activities are prepared periodically and filed with the applicable regulatory authorities for approval. The above accrual represents the Company's best estimate of the present value of the future reclamation cost contemplated in these cost estimates discounted at 5.22% (2013: 6.13%). As at December 31, 2014, the undiscounted amount of estimated future reclamation costs is $17,529,000 (CAD$20,335,000) (December 31, 2013: $9,062,000 (CAD$9,639,000)). Reclamation costs are expected to be incurred between 2033 and 2058.

Under the Mineral Industry Environmental Protection Regulations (1996), the Company is required to provide its pro-rata share of financial assurances to the Province. As at December 31, 2014, the Company has in place irrevocable standby letters of credit, from a chartered bank, in favour of Saskatchewan Environment, totalling CAD$9,698,000 which relate to a previously filed reclamation plan. Under the preliminary updated plan submitted in November 2014 which is currently under review by the applicable regulatory authorities, the Company expects to increase its pro-rata share of financial assurances to the Province by CAD$12,748,000 to approximately CAD$22,446,000.

Under the terms of a Potentially Reactive Waste Rock Disposal Agreement ("PRWR Agreement") between the MLJV and the CLJV, the MLJV agreed to deposit certain waste rock material from the Cigar Lake mine in its mined-out Sue C pit. In return, the CLJV has agreed to reimburse the MLJV for additional site restoration costs that may reasonably occur as a result.

In 2014, triggered by the delivery of the first Cigar Lake mine ore to the McClean Lake mill in March 2014, the CLJV made payments totalling CAD$4,332,000 to the MLJV under the terms of the PRWR Agreement. Denison has recorded its proportionate share of this total amount of $883,000 (CAD$974,700) as a component of its "Reclamation obligations".

15. DEBT OBLIGATIONS

The debt obligations balance consists of:

(in thousands)	At December 31 2014	At December 31 2013
Notes payable and other financing	$ 39	$ 97
	$ 39	$ 97
Debt obligations, by duration:		
Current	$ 30	$ 55
Non-current	9	42
	$ 39	$ 97

Letters of Credit Facility

In 2014, the Company had a facility in place with the Bank of Nova Scotia for credit of up to CAD$15,000,000 with a 1 year term and a maturity date of January 31, 2015 (the "2014 facility"). Use of the 2014 facility was restricted to non-financial letters of credit in support of reclamation obligations.

The 2014 facility contained a covenant to maintain a level of tangible net worth greater than or equal to the sum of $150,000,000. As security for the 2014 facility, DMC has provided an unlimited full recourse guarantee and a pledge of all of the shares of DMI. DMI has provided a first-priority security interest in all present and future personal property and an assignment of its rights and interests under all material agreements relative to the McClean Lake and Midwest projects. The 2014 facility is subject to letter of credit and standby fees of 2.00% and 0.75% respectively.

At December 31, 2014, the Company has no outstanding borrowings under the 2014 facility (December 31, 2013 - $nil). At December 31, 2014, the Company is in compliance with its 2014 facility covenants and CAD$9,698,000 of the 2014 facility is being utilized as collateral for certain letters of credit (December 31, 2013 - CAD$9,698,000). During 2014 and 2013, the Company incurred letter of credit and standby fees of $221,000 and $339,000, respectively.

On January 30, 2015, the Company entered into an amended agreement (the "2015 facility") with the Bank of Nova Scotia to amend the terms of the 2014 facility and extend the maturity date to January 31, 2016 (see note 28).

Scheduled Debt Obligation Maturities

The table below represents scheduled maturities of the Company's debt obligations over the next 2 years after which its debt obligations will be paid in full:

(in thousands)	
2015	$ 30
2016	9
	$ 39

16. OTHER LIABILITIES

The other liabilities balance consists of:

(in thousands)	At December 31 2014	At December 31 2013
Unamortized fair value of toll milling contracts	$ 861	$ 940
Flow-through share premium obligation	1,915	324
Other	-	9
	$ 2,776	$ 1,273
Other long-term liabilities - by duration:		
Current	$ 1,935	$ 333
Non-current	841	940
	$ 2,776	$ 1,273

Unamortized fair values of toll milling contracts are amortized to revenue on a pro-rata basis over the estimated volume of the applicable contract. Flow-through share premium obligations are extinguished when the tax benefits of the related exploration expenditures are renounced to subscribers and the tax impact is recorded in the Company's deferred tax provision.

17. INCOME TAXES

The income tax recovery (expense) balance from continuing operations consists of:

(in thousands)	2014	2013
Current income tax:		
Based on taxable income for the period	$ -	$ -
Prior period (under) over provision	(5)	51
	(5)	51
Deferred income tax:		
Origination/reversal of temporary differences	(972)	960
Tax benefit-previously unrecognized tax assets	3,588	1,729
Change in tax rates / legislation	-	(18,410)
Prior year (under) over provision	(312)	248
	2,304	(15,473)
Income tax recovery (expense)	$ 2,299	$ (15,422)

The Company operates in multiple industries and jurisdictions, and the related income is subject to varying rates of taxation. The combined Canadian tax rate reflects the federal and provincial tax rates in effect in Ontario, Canada for each applicable year. A reconciliation of the combined Canadian tax rate to the Company's effective rate of income tax is as follows:

(in thousands)	2014	2013
Income (loss) before taxes	$ (34,002)	$ (68,413)
Combined Canadian tax rate	26.50%	26.50%
Income tax recovery (expense) at combined rate	9,010	18,129
Difference in foreign tax rates	(513)	2,912
Non-deductible amounts	(3,323)	(15,810)
Non-taxable amounts	2,451	1,538
Previously unrecognized future tax assets (1)	3,588	1,729
Renunciation of tax attributes-flow through shares	(1,071)	(1,101)
Change in deferred tax assets not recognized	(1,711)	(9,334)
Change in tax rates / legislation (2)	-	(18,410)
Prior year (under) over provision	(317)	299
Other	(5,815)	4,626
Income tax recovery (expense)	$ 2,299	$ (15,422)

(1) The Company has recognized certain previously unrecognized Canadian tax assets in 2014 and 2013 as a result of the renunciation of certain tax benefits to subscribers pursuant to its May 2013 CAD$14,950,000 and October 2012 CAD$7,005,000 flow-through share offerings; and

(2) In December 2013, a new uranium mining royalty system became substantively enacted in the province of Saskatchewan, Canada. The Company has concluded that a component of the new royalty system constitutes an income-based tax and is within the scope of IAS 12. The tax basis available to the Company under the new system is significantly less than the carrying value associated with the assets that will be subject to the royalty in future years. Accordingly, a deferred tax liability has been recorded by way of a corresponding charge to deferred tax expense in Q4-2013.

The deferred income tax assets (liabilities) balance reported on the balance sheet is comprised of the temporary differences as presented below:

(in thousands)	At December 31 2014	At December 31 2013
Deferred income tax assets:		
Property, plant and equipment, net	$ 1,865	$ 636
Post-employment benefits	767	887
Reclamation and remediation obligations	5,102	3,392
Other long-term liabilities	226	249
Tax loss carry forwards	8,875	8,061
Other	5,295	5,531
Deferred income tax assets-gross	22,130	18,756
Set-off against deferred income tax liabilities	(22,130)	(18,756)
Deferred income tax assets-per balance sheet	$ -	$ -
Deferred income tax liabilities:		
Inventory	$ (620)	$ (696)
Property, plant and equipment, net	(40,591)	(42,237)
Intangibles	(167)	(331)
Other	(2,578)	(1,339)
Deferred income tax liabilities-gross	(43,956)	(44,603)
Set-off of deferred income tax assets	22,130	18,756
Deferred income tax liabilities-per balance sheet	$ (21,826)	$ (25,847)

The deferred income tax liability continuity summary is as follows:

(in thousands)	
Balance - January 1, 2013	$ (9,443)
Recognized in income (loss)	(15,473)
Recognized in other liabilities (flow-through shares)	(1,727)
Recognized in equity (warrant expiries)	(2)
Other, including foreign exchange gain (loss)	798
Balance - December 31, 2013	$ (25,847)
Recognized in income (loss)	2,304
Recognized in other liabilities (flow-through shares)	(313)
Other, including foreign exchange gain (loss)	2,030
Balance - December 31, 2014	$ (21,826)

Management believes that it is not probable that sufficient taxable profit will be available in future years to allow the benefit of the following deferred tax assets to be utilized:

(in thousands)	At December 31 2014	At December 31 2013
Deferred income tax assets not recognized		
Investments	$ 64	$ 118
Property, plant and equipment	18,317	26,750
Tax losses – capital	26,895	29,141
Tax losses – operating	22,650	27,903
Tax credits	983	1,131
Other deductible temporary differences	2,922	2,852
Deferred income tax assets not recognized	$ 71,831	$ 87,895

A geographic split of the Company's tax losses and tax credits not recognized and the associated expiry dates of those losses and credits is as follows:

(in thousands)	Expiry Date	At December 31 2014	At December 31 2013
Tax losses - gross			
Canada	2025-2034	$ 115,088	$ 116,113
Mongolia	2018-2022	4,296	4,547
Zambia (1)		-	12,284
Other	Unlimited	12	378
Tax losses - gross		119,396	133,322
Tax benefit at tax rate of 25% - 37.5%		31,525	35,964
Set-off against deferred tax liabilities		(8,875)	(8,061)
Total tax loss assets not recognized		$ 22,650	$ 27,903
Tax credits			
Canada	2025-2034	983	1,131
Total tax credit assets not recognized		$ 983	$ 1,131

(1) In December 2014, the Zambian government passed into law amendments to the Income Tax and Mine and Minerals Development Act which have the effect of eliminating corporate tax on profits from certain mining activities effective January 1, 2015. For the Company, the amendments reduce the corporate tax rate to 0% but increase the mineral royalty rate from 6% for all mining methods to 8% for underground mining and 20% for open pit mining. As a result of these amendments, the Company is no longer subject to income tax in Zambia and any tax attributes accumulated prior to December 31, 2014 have effectively expired or been reduced to nil.;

18. SHARE CAPITAL

Denison is authorized to issue an unlimited number of common shares without par value. A continuity summary of the issued and outstanding common shares and the associated dollar amounts is presented below:

(in thousands except share amounts)	Number of Common Shares	
Balance at January 1, 2013	388,805,915	$ 979,124
Issued for cash:		
New issue gross proceeds	11,500,000	14,382
New issue gross issue costs	-	(755)
Share options exercised	134,972	111
Share purchase warrants exercised	402,129	330
Acquisition of JNR (note 5)	7,975,479	10,956
Acquisition of Fission (note 5)	53,053,284	66,259
Acquisition of Rockgate (note 5)	20,131,665	21,760
Share options exercised-fair value adjustment	-	98
Share purchase warrants exercised-fair value adjustment	-	211
Flow-through share premium liability	-	(332)
	93,197,529	113,020
Balance at December 31, 2013	482,003,444	$ 1,092,144
Issued for cash:		
New issue gross proceeds	9,257,500	13,704
New issue gross issue costs	-	(859)
Share options exercised	1,025,449	946
Share purchase warrants exercised	536,050	405
Acquisition of Rockgate (note 5)	2,312,622	3,034
Acquisition of IEC (note 5)	10,229,035	11,979
Settlement of liabilities associated with IEC Arrangement	504,794	610
Share options exercised-fair value adjustment	-	525
Share purchase warrants exercised-fair value adjustment	-	300
Flow-through share premium liability	-	(2,030)
	23,865,450	28,614
Balance at December 31, 2014	505,868,894	$ 1,120,758

New Issues

In May 2013, the Company completed a private placement of 11,500,000 flow-through common shares at a price of CAD$1.30 per share for gross proceeds of $14,382,000 (CAD$14,950,000). The related flow-through share premium liability was included as a component of other liabilities on the balance sheet at December 31, 2013 and was extinguished during 2014.

In August 2014, the Company completed a private placement of 9,257,500 flow-through common shares at a price of CAD$1.62 per share for gross proceeds of $13,704,000 (CAD$14,997,000). The income tax benefits of this issue will be renounced to subscribers with an effective date of December 31, 2014. The related flow-through share premium liability is included as a component of other liabilities at December 31, 2014.

Acquisition Related Issues

In January 2013, the Company issued 7,975,479 shares at a value of $10,956,000 (CAD$10,926,000) as part of the acquisition of JNR (see note 5).

In April 2013, the Company issued 53,053,284 shares at a value of $66,259,000 (CAD$67,378,000) as part of the acquisition of Fission (see note 5).

In November and early December 2013, the Company issued 20,131,665 shares at a value of $21,760,000 (CAD$22,800,000) as part of the acquisition of a controlling interest in Rockgate. In January 2014, the Company issued 2,312,622 shares at a value of $3,034,000 (CAD$3,330,000) to acquire the remaining non-controlling interest in Rockgate (see note 5).

In June 2014, the Company issued 10,229,035 shares at a value of $11,979,000 (CAD$13,093,000) as part of the acquisition of IEC (see note 5).

Flow-Through Share Issues

The Company finances a portion of its exploration programs through the use of flow-through share issuances. Canadian income tax deductions relating to these expenditures are claimable by the investors and not by the Company.

As at December 31, 2014, the Company estimates that it has satisfied its obligation to spend CAD$14,950,000 on eligible exploration expenditures as a result of the issuance of flow through shares in May 2013. The Company renounced the income tax benefits of this issue to its subscribers in February 2014. In conjunction with the renunciation, the flow-through share premium liability has been reversed and recognized as part of the deferred tax recovery (see note 17).

As at December 31, 2014, the Company estimates that it has incurred CAD$1,222,000 of its obligation to spend CAD$14,997,000 on eligible exploration expenditures as a result of the issuance of flow through shares in August 2014. The Company renounced the income tax benefits of this issue to its subscribers in February 2015.

19. SHARE PURCHASE WARRANTS

A continuity summary of the issued and outstanding share purchase warrants in terms of common shares of the Company and the associated dollar amounts is presented below:

(in thousands except share amounts)	Weighted Average Exercise Price Per Share (CAD$)	Number of Common Shares Issuable	Fair Value Amount
Balance outstanding at January 1, 2013	$ -	-	$ -
Warrants issued on acquisition of JNR (note 5)	2.05	272,290	17
Warrants assumed on acquisition of Fission (note 5)	0.84	1,500,854	827
Warrants exercised	0.85	(402,129)	(211)
Warrants expired	2.05	(272,290)	(17)
Balance outstanding at December 31, 2013	$ 0.84	1,098,725	$ 616
Warrants issued on acquisition of IEC (note 5)	1.71	660,127	61
Warrants exercised	0.84	(536,050)	(300)
Warrants expired	2.31	(143,000)	(1)
Balance outstanding at December 31, 2014	$ 1.17	1,079,802	$ 376
Balance of common shares issuable by warrant series:			
Fission January 2013 series (1)	$ 0.84	562,675	$ 316
IEC December 2013 series (2)	1.54	329,061	36
IEC February 2014 series (3)	1.54	188,066	24
Balance outstanding at December 31, 2014	$ 1.17	1,079,802	$ 376

(1) The Fission January 2013 series has an effective exercise price of CAD$0.84 per issuable share and expires on January 21, 2015.
(2) The IEC December 2013 series has an effective exercise price of CAD$1.54 per issuable share and expires on June 5, 2015.
(3) The IEC February 2014 series has an effective exercise price of CAD$1.54 per issuable share and expires on August 20, 2015.

20. STOCK OPTIONS

The Company's stock-based compensation plan (the "Plan") provides for the granting of stock options up to 10% of the issued and outstanding common shares at the time of grant, subject to a maximum of 39,670,000 common shares. As at December 31, 2014, an aggregate of 12,160,800 options have been granted (less cancellations) since the Plan's inception in 1997.

Under the Plan, all stock options are granted at the discretion of the Company's board of directors, including any vesting provisions if applicable. The term of any stock option granted may not exceed ten years and the exercise price may not be lower than the closing price of the Company's shares on the last trading day immediately preceding the date of grant. In general, stock options granted under the Plan have five year terms and vesting periods up to thirty months.

A continuity summary of the stock options of the Company granted under the Plan is presented below:

	Number of Common Shares	Weighted-Average Exercise Price per Share (CAD$)
Stock options outstanding - beginning of period	8,431,138	$ 1.91
Issued on acquisition of IEC (note 5)	902,200	1.48
Granted	1,311,000	1.81
Exercised (1)	(1,025,449)	1.00
Forfeitures	(327,239)	2.93
Expiries	(3,112,076)	2.16
Stock options outstanding - end of period	6,179,574	$ 1.80
Stock options exercisable - end of period	4,370,074	$ 1.86

(1) The weighted average share price at the date of exercise was CAD$1.51.

A summary of the Company's stock options outstanding at December 31, 2014 is presented below:

Range of Exercise Prices per Share (CAD$)	Weighted Average Remaining Contractual Life (Years)	Number of Common Shares	Weighted-Average Exercise Price per Share (CAD$)
Stock options outstanding			
$ 0.38 to $ 2.49	2.73	5,074,433	$ 1.40
$ 2.50 to $ 4.99	1.08	853,181	3.23
$ 5.00 to $ 5.67	1.38	251,960	5.02
Stock options outstanding - end of period	2.45	6,179,574	$ 1.80

Options outstanding at December 31, 2014 expire between February 2015 and May 2019.

The fair value of each option granted is estimated on the date of grant using the Black-Scholes option pricing model. The following table outlines the range of assumptions used in the model to determine the fair value of options granted (excluding those granted pursuant to the JNR, Fission and IEC acquisitions – refer to note 5):

	2014	2013
Risk-free interest rate	1.42% - 1.47%	1.29%
Expected stock price volatility	55.21% - 55.56%	60.2%
Expected life	3.7 years	3.6 years
Estimated forfeiture rate	3.50% - 3.70%	4.6%
Expected dividend yield	–	–
Fair value per share under options granted	CAD$0.54 – CAD$0.74	CAD$0.58

The fair values of stock options with vesting provisions are amortized on a graded method basis as stock-based compensation expense over the applicable vesting periods. Included in the statement of income (loss) is stock-based compensation of $800,000 for 2014 and $903,000 for 2013. At December 31, 2014, the Company had an additional $338,000 in stock-based compensation expense to be recognized periodically to May 2016.

21. ACCUMULATED OTHER COMPREHENSIVE INCOME

The accumulated other comprehensive income balance consists of:

(in thousands)	At December 31 2014	At December 31 2013
Cumulative foreign currency translation	$ (26,017)	$ (7,880)
Unamortized experience gain – post employment liability		
Gross	206	206
Tax effect	(56)	(56)
Unrealized gains (losses) on investments		
Gross	8	1
	$ (25,859)	$ (7,729)

22. SUPPLEMENTAL FINANCIAL INFORMATION

The components of operating expenses are as follows:

	Year Ended	
(in thousands)	December 31 2014	December 31 2013
Cost of goods and services sold:		
Operating Overheads:		
Mining, other development expense	$ (2,587)	$ (2,739)
Milling, conversion expense	(466)	(72)
Mill feed cost:		
-Stockpile depletion	(61)	-
Less absorption:		
-Stockpiles, mineral properties	736	1,203
-Concentrates	440	-
Cost of services	(7,612)	(8,812)
Cost of goods and services sold	(9,550)	(10,420)
Reclamation asset amortization	(15)	(36)
Reclamation liability adjustments (note 14)	(2,086)	1,645
Operating expenses	$ (11,651)	$ (8,811)

The components of other income (expense) are as follows:

	Year Ended	
(in thousands)	December 31 2014	December 31 2013
Gains (losses) on:		
Foreign exchange	$ (7,983)	$ 17
Disposal of property, plant and equipment	449	(12)
Investment impairments	(22)	(39)
Investment disposals / fair value through profit (loss)	(59)	(1,328)
Other	57	833
Other income (expense)	$ (7,558)	$ (529)

The components of finance income (expense) are as follows:

(in thousands)	Year Ended December 31 2014	Year Ended December 31 2013
Interest income	$ 554	$ 392
Interest expense	(2)	(3)
Accretion expense-reclamation obligations	(720)	(796)
Accretion expense-post-employment benefits	(114)	(125)
Finance income (expense)	$ (282)	$ (532)

A summary of depreciation expense recognized in the statement of income (loss) is as follows:

(in thousands)	Year Ended December 31 2014	Year Ended December 31 2013
Operating expenses:		
Mining, other development expense	$ (303)	$ (283)
Milling, conversion expense	(79)	(11)
Cost of services	(244)	(259)
Mineral property exploration	(125)	(174)
General and administrative	(66)	(69)
Depreciation expense - gross	$ (817)	$ (796)

A summary of employee benefits expense recognized in the statement of income (loss) is as follows:

(in thousands)	Year Ended December 31 2014	Year Ended December 31 2013
Salaries and short-term employee benefits	$ (8,289)	$ (9,272)
Share-based compensation	(800)	(903)
Termination benefits	(360)	(474)
Employee benefits expense	$ (9,449)	$ (10,649)

The change in non-cash working capital items in the consolidated statements of cash flows is as follows:

(in thousands)	Year Ended December 31 2014	Year Ended December 31 2013
Change in non-cash working capital items:		
Trade and other receivables	$ (5,310)	$ (1,720)
Inventories	(520)	(187)
Prepaid expenses and other assets	(152)	(78)
Accounts payable and accrued liabilities	2,102	331
Post-employment benefits	(244)	(235)
Reclamation obligations	290	(877)
Change in non-cash working capital items	$ (3,834)	$ (2,766)

23. SEGMENTED INFORMATION

Business Segments

The Company operates in two primary segments – the Mining segment and the Services and Other segment. The Mining segment, which has been further subdivided into geographic regions, includes activities related to exploration, evaluation and development, mining, milling (including toll milling) and the sale of mineral concentrates. The Services and Other segment includes the results of the Company's environmental services business, management fees and commission income earned from UPC and other customers and general corporate expenses not allocated to the other segments.

For the year ended December 31, 2014, reportable segment results were as follows:

(in thousands)	Canada Mining	Asia Mining	Africa Mining	Services and Other	Total
Statement of Operations:					
Revenues	111	-	-	9,508	9,619
Expenses:					
Operating expenses	(2,649)	-	(1,390)	(7,612)	(11,651)
Mineral property exploration	(13,488)	(394)	(913)	-	(14,795)
General and administrative	(10)	(858)	(1,152)	(5,570)	(7,590)
Impairment-mineral properties (note 11)	(1,658)	-	(87)	-	(1,745)
	(17,805)	(1,252)	(3,542)	(13,182)	(35,781)
Segment income (loss)	(17,694)	(1,252)	(3,542)	(3,674)	(26,162)
Revenues – supplemental:					
Environmental services	-	-	-	7,327	7,327
Management fees and commissions	-	-	-	2,181	2,181
Toll milling services	111	-	-	-	111
	111	-	-	9,508	9,619
Capital additions:					
Property, plant and equipment	207	105	557	100	969
Long-lived assets:					
Plant and equipment					
Cost	83,613	340	2,288	3,699	89,940
Accumulated depreciation	(8,326)	(231)	(1,738)	(1,910)	(12,205)
Mineral properties	144,409	6,305	41,939	-	192,653
Intangibles	-	-	-	638	638
	219,696	6,414	42,489	2,427	271,026

For the year ended December 31, 2013, reportable segment results were as follows:

(in thousands)	Canada Mining	Asia Mining	Africa Mining	Services and Other	Total
Statement of Operations:					
Revenues	-	-	-	10,407	10,407
Expenses:					
Operating expenses	649	-	(648)	(8,812)	(8,811)
Mineral property exploration	(12,019)	(550)	(1,113)	-	(13,682)
General and administrative	(5)	(788)	(1,022)	(6,352)	(8,167)
Impairment-mineral properties (note 11)	(934)	-	(46,165)	-	(47,099)
	(12,309)	(1,338)	(48,948)	(15,164)	(77,759)
Segment income (loss)	(12,309)	(1,338)	(48,948)	(4,757)	(67,352)
Revenues – supplemental:					
Environmental services	-	-	-	8,763	8,763
Management fees and commissions	-	-	-	1,644	1,644
	-	-	-	10,407	10,407
Capital additions:					
Property, plant and equipment	1,188	114	1,010	83	2,395
Long-lived assets:					
Plant and equipment					
Cost	87,328	396	2,613	3,984	94,321
Accumulated depreciation	(8,792)	(253)	(1,726)	(1,856)	(12,627)
Mineral properties	144,649	7,229	47,438	-	199,316
Intangibles	-	-	-	1,252	1,252
	223,185	7,372	48,325	3,380	282,262

Revenue Concentration

The Company's business from continuing operations is such that, at any given time, it sells its environmental and other services to a relatively small number of customers. During 2014, three customers from the services and other segment accounted for approximately 86% of total revenues consisting of 53%, 23% and 10% individually. During 2013, four customers from the services and other segment accounted for approximately 87% of total revenues consisting of 50%, 16%, 11% and 10% individually.

24. RELATED PARTY TRANSACTIONS

Uranium Participation Corporation

The Company is a party to a management services agreement with UPC. The most recent agreement was entered into on April 1, 2013 and it has a three year term that may be terminated by either party upon the provision of 120 days written notice. Under the terms of the agreement, the Company receives the following fees from UPC: a) a commission of 1.5% of the gross value of any purchases or sales of uranium completed at the request of the Board of Directors of UPC; b) a minimum annual management fee of CAD$400,000 (plus reasonable out-of-pocket expenses) plus an additional fee of 0.3% per annum based upon UPC's net asset value in excess of CAD$100,000,000; and c) a fee, at the discretion of the Board, for on-going monitoring or work associated with a transaction or arrangement (other than a financing, or the purchase or sale of uranium).

The following transactions were incurred with UPC for the periods noted:

	Year Ended	
(in thousands)	December 31 2014	December 31 2013
Revenue:		
Management fees	$ 1,628	$ 1,644
Commission fees	553	-
	$ 2,181	$ 1,644

At December 31, 2014, accounts receivable includes $123,000 (December 31, 2013: $148,000) due from UPC with respect to the fees and transactions indicated above.

Korea Electric Power Corporation ("KEPCO")

In June 2009, Denison completed definitive agreements with KEPCO including a long-term offtake agreement (which has been assigned to Energy Fuels Inc. ("EFR") as part of the U.S. Mining Division transaction completed in June 2012) and a strategic relationship agreement. Pursuant to the strategic relationship agreement, KEPCO is entitled to subscribe for additional common shares in Denison's future share offerings. The strategic relationship agreement also provides KEPCO with a right of first opportunity if Denison intends to sell any of its substantial assets, a right to participate in certain purchases of substantial assets which Denison proposes to acquire and a right to nominate one director to Denison's board so long as its share interest in Denison is above 5.0% .

As at December 31, 2014, KEPCO holds 58,284,000 shares of Denison representing a share interest of approximately 11.5% .

Denison also holds a 60% interest in the Waterbury Lake Uranium Corporation ("WLUC") and Waterbury Lake Uranium Limited Partnership ("WLULP") entities whose key asset is the Waterbury Lake property. The other 40% interest in these entities is held by a consortium of investors ("KWULP") of which KEPCO is the primary holder (see note 27). When a spending program is approved by the participants, each participant is required to fund these entities based upon its respective ownership interest. Spending program approval requires 75% of the voting interest.

In January 2014, Denison agreed to allow KWULP to defer its funding obligations to WLUC and WLULP until September 30, 2015 in exchange for allowing Denison to carry out spending programs without obtaining the approval of 75% of the voting interest. As at December 31, 2014, KWULP has a funding obligation to WLUC and WLULP of CAD$802,000. Denison has recorded its proportionate share of this amount of $415,000 (CAD$481,000) as a component of trade and other receivables.

Other

During 2014, the Company incurred investor relations, administrative service fees and other expenses of $60,000 (2013: $188,000) with Namdo Management Services Ltd, which shares a common officer with Denison. These services were incurred in the normal course of operating a public company. At December 31, 2014, an amount of $nil (December 31, 2013: $nil) was due to this company.

During 2014, the Company incurred legal fees of $276,000 (2013: $1,634,000) with Cassels Brock & Blackwell, LLP, a law firm of which a member of Denison's Board of Directors is a partner. These services and associated costs were mainly related to various acquisition and internal re-organization activities done by the Company. At December 31, 2014, an amount of $1,000 (December 31, 2013: $82,000) is due to this legal firm.

During 2014, the Company provided executive services of $106,000 (2013: $nil) to Lundin Gold Inc., which shares common directors and officers with Denison. At December 31, 2014, an amount of $44,000 (December 31, 2013: $nil) is due from this company.

Compensation of Key Management Personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel includes the Company's executive officers, vice-presidents and members of its Board of Directors.

The following compensation was awarded to key management personnel:

	Year Ended	
(in thousands)	December 31 2014	December 31 2013
Salaries and short-term employee benefits	$ 1,633	$ 1,630
Share-based compensation	516	577
Termination benefits	158	-
Key management personnel compensation	$ 2,307	$ 2,207

25. CAPITAL MANAGEMENT AND FINANCIAL RISK

Capital Management

The Company's capital includes cash, cash equivalents, investments in debt instruments and debt obligations. The Company's primary objective with respect to its capital management is to ensure that it has sufficient capital to maintain its ongoing operations, to provide returns for shareholders and benefits for other stakeholders and to pursue growth opportunities.

Planning, annual budgeting and controls over major investment decisions are the primary tools used to manage the Company's capital. The Company's cash is managed centrally and disbursed to the various regions via a system of cash call requests which are reviewed by the key decision makers. Under the Company's delegation of authority guidelines, significant debt obligations require the approval of both the CEO and the CFO before they are entered into.

The Company manages its capital by review of the following measure:

(in thousands)	At December 31 2014	At December 31 2013
Net cash:		
Cash and cash equivalents	$ 18,640	$ 21,786
Investments in debt instruments (see note 9)	4,381	14,818
Debt obligations - current	(30)	(55)
Debt obligations – long term	(9)	(42)
Net cash	22,982	36,507

Financial Risk

The Company examines the various financial risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, currency risk, interest rate risk and price risk.

(a) Credit Risk

Credit risk is the risk of loss due to a counterparty's inability to meet its obligations under a financial instrument that will result in a financial loss to the Company. The Company believes that the carrying amount of its cash and cash equivalents, trade and other receivables, investments in debt instruments and restricted cash and investments represents its maximum credit exposure.

The maximum exposure to credit risk at the reporting dates is as follows:

(in thousands)	At December 31 2014	At December 31 2013
Cash and cash equivalents	$ 18,640	$ 21,786
Trade and other receivables	9,411	4,148
Investments in debt instruments	4,381	14,818
Restricted cash and investments	2,068	2,299
	$ 34,500	$ 43,051

The Company limits cash and cash equivalents, investment in debt instruments and restricted cash and investment risk by dealing with credit worthy financial institutions. The Company's trade and other receivables balance relates to a small number of customers who are credit worthy and with whom the Company has established a relationship with through its past dealings.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting obligations associated with its financial liabilities as they become due. The Company has in place a planning and budgeting process to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there is sufficient committed capital to meet its short-term business requirements, taking into account its anticipated cash flows from operations, its holdings of cash and cash equivalents and its access to credit and capital markets, if required.

The maturities of the Company's financial liabilities are as follows:

(in thousands)	Within 1 Year	1 to 5 Years
Accounts payable and accrued liabilities	$ 10,050	$ -
Debt obligations (Note 15)	30	9
	$ 10,080	$ 9

(c) Currency Risk

Foreign exchange risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company operates internationally and is exposed to foreign exchange risk arising from various currency exposures as its subsidiaries incur operating and capital costs denominated in local currencies. Foreign exchange risk also arises from assets and liabilities that are denominated in a currency that is not the functional currency for the relevant subsidiary company.

Currently, the Company does not have any foreign exchange hedge programs in place and manages its operational foreign exchange requirements through spot purchases in the foreign exchange markets. The impact of the U.S dollar strengthening (by approximately 10%) at December 31, 2014 against the Company's foreign currencies, with all other variables held constant, is as follows**:**

(in thousands except foreign exchange rates)	Dec.31'2014 Foreign Ex-Change Rate	Sensitivity Foreign Ex-Change Rate	Change in net income (loss)
Currency risk			
Canadian dollar ("CAD")	1.1601	1.2761	$ 14,526
Mongolian tugrog ("MNT")	1,881.11	2,069.23	(3,891)
West Africa French Franc ("CFA")	539.67	593.63	(6,365)
Zambian kwacha ("ZMW")	6.4297	7.0727	(4,698)
			$ (428)

(d) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its liabilities through its outstanding borrowings and on its assets through its investments in debt instruments. The Company monitors its exposure to interest rates and has not entered into any derivative contracts to manage this risk.

(e) Price Risk

The Company is exposed to equity price risk as a result of holding equity investments in other exploration and mining companies. The Company does not actively trade these investments. The sensitivity analysis below has been determined based on the exposure to equity price risk at December 31, 2014:

(in thousands)	Change in net income (loss)	Change in Comprehensive income (loss)
Equity price risk		
10% increase in equity prices	$ 93	$ 95

Fair Value of Financial Instruments

IFRS requires disclosures about the inputs to fair value measurements, including their classification within a hierarchy that prioritizes the inputs to fair value measurement. 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 fair value of financial instruments which trade in active markets (such as equity instruments) is based on quoted market prices at the balance sheet date. The quoted marked price used to value financial assets held by the Company is the current closing price.

Except as otherwise disclosed, the fair values of cash and cash equivalents, trade and other receivables, accounts payable and accrued liabilities, restricted cash and cash equivalents and debt obligations approximate their carrying values as a result of the short-term nature of the instruments, or the variable interest rate associated with the instruments, or the fixed interest rate of the instruments being similar to market rates.

The following table illustrates the classification of the Company's financial assets within the fair value hierarchy as at December 31, 2014 and December 31, 2013:

(in thousands)	Financial Instrument Category(1)	Fair Value Hierarchy	December 31, 2014 Fair Value	December 31, 2013 Fair Value
Financial Assets:				
Cash and equivalents	Category D		$ 18,640	$ 21,786
Trade and other receivables	Category D		9,411	4,148
Investments				
Equity instruments	Category A	Level 1	916	1,106
Equity instruments	Category A	Level 2	16	-
Equity instruments	Category B	Level 1	22	17
Debt instruments	Category A	Level 1	4,381	14,818
Restricted cash and equivalents				
Elliot Lake reclamation trust fund	Category C		2,068	2,299
			$ 35,454	$ 44,174
Financial Liabilities:				
Account payable and accrued liabilities	Category E		10,050	7,992
Debt obligations	Category E		39	97
			$ 10,089	$ 8,089

(1) Financial instrument designations are as follows: Category A=Financial assets and liabilities at fair value through profit and loss; Category B=Available for sale investments; Category C=Held to maturity investments; Category D=Loans and receivables; and Category E=Financial liabilities at amortized cost.

26. COMMITMENTS AND CONTINGENCIES

General Legal Matters

The Company is involved, from time to time, in various legal actions and claims in the ordinary course of business. In the opinion of management, the aggregate amount of any potential liability is not expected to have a material adverse effect on the Company's financial position or results.

Third Party Indemnities

The Company remains a guarantor under a sales contract included in the sale of the U.S. Mining Division to Energy Fuels Inc. ("EFR") in June 2012. The sales contract requires deliveries of 200,000 pounds of U_3O_8 per year from 2013 to 2017 at a selling price of 95% of the long-term U_3O_8 price at the time of delivery. Should EFR not be able to deliver for any reason other than "force majeure" as defined under the contract, the Company may be liable to the customer for incremental costs incurred to replace the contracted quantities if the unit price of the replacement quantity is greater than the contracted unit price selling amount. EFR has agreed to indemnify the Company for any future liabilities it may incur related to this guarantee.

The Company has agreed to indemnify EFR against any future liabilities it may incur in connection with ongoing litigation between Denison Mines (USA) Corp ("DUSA") (a company acquired by EFR as part of the sale of the U.S. Mining Division) and a contractor in respect of a construction project at the White Mesa mill. In the event that the matter is decided in DUSA's favour, the Company is entitled to any proceeds that are received or recovered by EFR pursuant to its indemnity. Both parties agreed to resolve the dispute via binding arbitration and arbitration hearings for this matter were held in November 2013. In January 2014 an arbitration order was issued in DUSA's and Denison's favour. The contractor subsequently filed a motion to vacate the arbitration award. Denison filed a response in opposition and, in July 2014, the court denied the motion to vacate the arbitration award. The Company does not expect to recover a material amount of damages related to this issue.

Performance Bonds and Letters of Credit

In conjunction with various contracts, reclamation and other performance obligations, the Company may be required to issue performance bonds and letters of credit as security to creditors to guarantee the Company's performance. Any potential payments which might become due under these items would be related to the Company's non-performance under the applicable contract. As at December 31, 2014, the Company had outstanding letters of credit of $9,329,000 of which $9,329,000 (CAD$9,898,000) is collateralized by a reduction in the amount available under the Company's 2014 credit facility (see note 15).

Others

The Company has committed to payments under various operating leases and other commitments. Excluding spending amounts which may be required to maintain the Company's mineral properties in good standing, the future minimum payments are as follows**:**

(in thousands)		
2015	$	269
2016		144
2017		42
2018		11
2019 and thereafter		7
	$	473

27. INTEREST IN OTHER ENTITIES

The significant entities and contractual interests in which Denison has a non-100% voting / participating interest at December 31, 2014 are listed below.

	Place Of Business	Entity Type (1)	Denison Voting Interest (2)	Denison Participating Interest (3)	Accounting Method (4)
Non-100% Owned Entities					
Waterbury Lake Uranium Corp	Canada	JO-1	60.00%	60.00%	Proportionate Share
Waterbury Lake Uranium LP	Canada	JO-1	60.00%	60.00%	Proportionate Share
Pitchstone Namibia (Pty) Ltd	Namibia	SUB	90.00%	100.00%	Consolidation
Gurvan Saihan Joint Venture	Mongolia	SUB	85.00%	100.00%	Consolidation
Non-100% Owned Contractual Arrangements					
McClean Joint Venture Agreement	Canada	JO-2	22.50%	22.50%	Proportionate Share
Midwest Joint Venture Agreement	Canada	JO-2	25.17%	25.17%	Proportionate Share
Wheeler River	Canada	JO-2	60.00%	60.00%	Proportionate Share
Mann Lake	Canada	JO-2	30.00%	30.00%	Proportionate Share
Wolly	Canada	JO-2	22.50%	22.50%	Proportionate Share

(1) The Entity Type classifications are as follows: SUB=Subsidiary; JO-1=Joint Operations having joint control as defined by IFRS 11; and JO- 2=Joint Operations not having joint control and beyond the scope of IFRS 11;
(2) Voting Interest represents Denison's percentage voting interest in the entity or contractual arrangement;
(3) Participating interest represents Denison's percentage funding contribution to the particular arrangement. This percentage can differ from equity interest in instances where other parties to the arrangement have carried interests in the arrangement; and
(4) Proportionate share is where Denison accounts for its share of assets, liabilities, revenues and expenses of the arrangement in relation to its participating interest.

Pitchstone Namibia (Pty) Ltd ("Pitchstone Namibia") was acquired by Denison as part of the Fission arrangement (see note 5). Pitchstone Namibia's key asset is the Dome project. Denison's participating interest is larger than its voting interest at this time due to its partner's carried interest. Denison is currently funding 100% of the activities of this entity.

The Gurvan Saihan Joint Venture holds Denison's mineral property assets in Mongolia. Denison's participating interest is larger than its voting interest at this time due to its partner's carried interest (see note 11). Denison is currently funding 100% of the activities of this entity.

28. SUBSEQUENT EVENTS

Bank of Nova Scotia Credit Facility Renewal

On January 30, 2015, the Company entered into an agreement with the Bank of Nova Scotia to amend the terms of the 2014 facility and extend the maturity date to January 31, 2016 (see note 15). Under the 2015 facility, the Company has access to credit up to CAD$24,000,000. Use of the 2015 facility remains restricted to non- financial letters of credit in support of reclamation obligations (see note 14).

The 2015 facility contains a covenant to maintain a level of tangible net worth greater than or equal to the sum of $150,000,000 and a covenant to maintain a minimum balance of cash and equivalents of CAD$5,000,000 on deposit with the Bank of Nova Scotia. As security for the amended facility, DMC has provided an unlimited full recourse guarantee and a pledge of all of the shares of DMI. DMI has provided a first-priority security interest in all present and future personal property and an assignment of its rights and interests under all material agreements relative to the McClean Lake and Midwest projects.

The 2015 facility is subject to letter of credit and standby fees of 2.40% and 0.75% respectively.

March 12, 2015

Consent of independent auditor

We hereby consent to the incorporation by reference in this Annual Report on Form 40-F for the year ended 31 December 2014 of Denison Mines Corp. of our report dated March 5, 2015, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appears in the Exhibit incorporated by reference in this Annual Report.

We also consent to the incorporation by reference in the Registration Statements on Forms S-8 (No. 333-48174, No. 333-148915 and No. 333-190121) of our report dated March 5, 2015 referred to above.

(Signed) "PricewaterhouseCoopers LLP"

Chartered Professional Accountants, Licensed Public Accountants
Toronto, Ontario, Canada

PricewaterhouseCoopers LLP
PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, Canada M5J 0B2
T: +1 416 863 1133, F: +1 416 365 8215, www.pwc.com/ca

"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership,

Exhibit 99.5

CERTIFICATION
REQUIRED BY RULE 13a-14(a) OR RULE 15d-14(a)

I, Ron F. Hochstein , certify that:

1. I have reviewed this annual report on Form 40-F of Denison Mines Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

(c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 12, 2015

By: */s/ Ron F. Hochstein*

Name: Ron F. Hochstein

Title: Chief Executive Officer

CERTIFICATION
REQUIRED BY RULE 13a-14(a) OR RULE 15d-14(a)

I, David D. Cates, certify that:

1. I have reviewed this annual report on Form 40-F of Denison Mines Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

(c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 12, 2015

By: */s/ David D. Cates*

Name: David D. Cates

Title: President and Chief Financial Officer

Exhibit 99.6

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350

In connection with the Annual Report of Denison Mines Corp. (the "Company") on Form 40-F for the period ended December 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned certifies, pursuant to 18 U.S.C. 1350, and SEC Rule 13a-14(b), that to the best of my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 12, 2015

By: */s/ David D. Cates*

Name: David D. Cates

Title: President & Chief Financial Officer

By: */s/ Ron F. Hochstein*

Name: Ron F. Hochstein

Title: Chief Executive Officer

Exhibit 99.7

CONSENT OF ENGINEER

Ladies and Gentlemen:

The undersigned company hereby consents to (1) the references to the undersigned company's name included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp. in connection with (a) the report entitled "Technical Report on the Elliot Lake Property, Elliot Lake District, Ontario, Canada" dated June 29, 2007, (b) the report entitled "Technical Report on the Uranium Exploration Properties in Mongolia" dated February 27, 2007, (c) the report entitled "Technical Report on the Denison Mines Inc. Uranium Properties, Saskatchewan, Canada" dated November 21, 2005, as amended on February 16, 2006, (d) the report entitled "Technical Report on the Mineral Resource Estimate for the McClean North Uranium Deposits, Saskatchewan" dated January 31, 2007, (e) the report entitled "Technical Report on the Sue D Uranium Deposit Mineral Resource Estimate, Saskatchewan, Canada" dated March 31, 2006, (f) the report entitled "Technical Report on the Midwest Uranium Deposit Mineral Resource and Mineral Reserve Estimates, Saskatchewan, Canada" dated June 1, 2005, as amended on February 14, 2006, (g) the report entitled "Technical Report on the Hairhan Uranium Exploration Property in Mongolia" dated March 23, 2011; and (h) the report entitled the "Technical Report on a Mineral Resource Estimate Update for the Phoenix Uranium Deposits, Wheeler River Project, Eastern Athabasca Basin, Northern Saskatchewan, Canada" dated June 17, 2014 and (2) all other references to the undersigned company included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp.

Dated: March 12, 2015

ROSCOE POSTLE ASSOCIATES INC.

By: /s/ Deborah. A. McCombe
Name: Deborah. A. McCombe, P. Geo.
Title: President and CEO

Exhibit 99.8

CONSENT OF ENGINEER

Ladies and Gentlemen:

The undersigned hereby consents to (1) the references to the undersigned's name included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp. in connection with the report entitled "Technical Report on the Elliot Lake Property, Elliot Lake District, Ontario, Canada" dated June 29, 2007 and (2) all other references to the undersigned included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp.

Dated: March 12, 2015

/s/ Leo R. Hwozdyk
Leo R. Hwozdyk, P.Eng.
Roscoe Postle Associates Inc.

Exhibit 99.9

CONSENT OF ENGINEER

Ladies and Gentlemen:

The undersigned hereby consents to (1) the references to the undersigned's name included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp. in connection with the report entitled "Technical Report on the Uranium Exploration Properties in Mongolia" dated February 27, 2007 and (2) all other references to the undersigned included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp.

Dated: March 12, 2015

/s/ Thomas C. Pool
Thomas C. Pool, P.E.
Roscoe Postle Associates Inc.

Exhibit 99.10

CONSENT OF ENGINEER

Ladies and Gentlemen:

The undersigned hereby consents to (1) the references to the undersigned's name included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp. in connection with (a) the report entitled "Technical Report on the Denison Mines Inc. Uranium Properties, Saskatchewan, Canada" dated November 21, 2005, as amended on February 16, 2006, (b) the report entitled "Technical Report on the Mineral Resource Estimate for the McClean North Uranium Deposits, Saskatchewan" dated January 31, 2007, (c) the report entitled "Technical Report on the Sue D Uranium Deposit Mineral Resource Estimate, Saskatchewan, Canada" dated March 31, 2006, (d) the report entitled "Technical Report on the Midwest Uranium Deposit Mineral Resource and Mineral Reserve Estimates, Saskatchewan, Canada" dated June 1, 2005, as amended on February 14, 2006, and (2) all other references to the undersigned included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp.

Dated: March 12, 2015

/s/ Richard E. Routledge
Richard E. Routledge, M.Sc., P.Geo.
Roscoe Postle Associates Inc.

Exhibit 99.11

CONSENT OF ENGINEER

Ladies and Gentlemen:

The undersigned hereby consents to (1) the references to the undersigned's name included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp. in connection with (a) the report entitled "Technical Report on the Denison Mines Inc. Uranium Properties, Saskatchewan, Canada" dated November 21, 2005, as amended on February 16, 2006, (b) the report entitled "Technical Report on the Sue D Uranium Deposit Mineral Resource Estimate, Saskatchewan, Canada" dated March 31, 2006, (c) the report entitled "Technical Report on the Midwest Uranium Deposit Mineral Resource and Mineral Reserve Estimates, Saskatchewan, Canada" dated June 1, 2005, as amended on February 14, 2006, and (2) all other references to the undersigned included or incorporated by in the Annual Report on Form 40-F of Denison Mines Corp.

Dated: March 12, 2015

/s/ James W. Hendry
James W. Hendry, P.Eng.
Roscoe Postle Associates Inc.

Exhibit 99.12

CONSENT OF ENGINEER

Ladies and Gentlemen:

The undersigned hereby consents to (1) the references to the undersigned's name included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp. in connection with the report entitled "Technical Report on the Midwest Uranium Deposit Mineral Resource and Mineral Reserve Estimates, Saskatchewan, Canada" dated June 1, 2005, as amended on February 14, 2006, and (2) all other references to the undersigned included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp.

Dated: March 12, 2015

/s/ Luke Evans
Luke Evans, M.Sc., P.Eng.
Roscoe Postle Associates Inc.

Exhibit 99.13

CONSENT OF EXPERT

Ladies and Gentlemen:

The undersigned hereby consents to (1) the references to the undersigned's name included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp. in connection with the report entitled "Technical Report on the Hairhan Uranium Exploration Property in Mongolia" dated March 23, 2011, and (2) all other references to the undersigned included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp.

Dated: March 12, 2015

/s/ Hrayr Agnerian
Hrayr Agnerian, M.Sc. (Applied), P.Geo.
Roscoe Postle Associates Inc.

Exhibit 99.14

CONSENT OF ENGINEER

Ladies and Gentlemen:

The undersigned hereby consents to (1) the references to the undersigned's name included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp. in connection with (a) the report entitled "Technical Report on the Hairhan Uranium Exploration Property in Mongolia" dated March 23, 2011 and (b) the report entitled the "Technical Report on a Mineral Resource Estimate Update for the Phoenix Uranium Deposits, Wheeler River Project, Eastern Athabasca Basin, Northern Saskatchewan, Canada" dated June 17, 2014, and (2) all other references to the undersigned included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp.

Dated: March 12, 2015

/s/ William E. Roscoe
William E. Roscoe, Ph.D., P.Eng.
Roscoe Postle Associates Inc.

Exhibit 99.15

CONSENT OF EXPERT

Ladies and Gentlemen:

The undersigned company hereby consents to (1) the references to the undersigned company's name included or incorporated by reference in the registration statement in the Annual Report on Form 40-F of Denison Mines Corp. in connection with the report entitled "Technical Report on the Midwest A Uranium Deposit of Saskatchewan, Canada" dated January 31, 2008 and (2) all other references to the undersigned company included or incorporated by reference in the registration statement in the Annual Report on Form 40-F of Denison Mines Corp.

Dated: March 12, 2015

SGS Canada Inc.
(formerly Geostat Systems International Inc.)

By: /s/ Guy Desharnais
Name: Guy Desharnais, Ph.D., P.Geo
Title: Technical Manager of Geological Services

Exhibit 99.16

CONSENT OF ENGINEER

Ladies and Gentlemen:

The undersigned hereby consents to (1) the references to the undersigned's name included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp. in connection with the report entitled "Technical Report on the Midwest A Uranium Deposit of Saskatchewan, Canada" dated January 31, 2008, and (2) all other references to the undersigned included or incorporated by reference in the registration statement in the Annual Report on Form 40-F of Denison Mines Corp.

Dated: March 12, 2015

/s/ Michel Dagbert
Michel Dagbert (Retired)
SGS Canada Inc. (formerly Geostat Systems International Inc.)

Exhibit 99.17

CONSENT OF ENGINEER

Ladies and Gentlemen:

The undersigned company hereby consents to (1) the references to the undersigned company's name included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp. in connection with the report entitled "Mineral Resource Estimate On The J Zone Uranium Deposit, Waterbury Lake Property" dated September 6, 2013 and (2) all other references to the undersigned company included or incorporated by reference in the registration statement in the Annual Report on Form 40-F of Denison Mines Corp.

Dated: March 12, 2015

GEOVECTOR MANAGEMENT INC.

By: /s/ Alan Sexton
Name: Alan Sexton
Title: Vice-President, Project Management

Exhibit 99.18

CONSENT OF GEOLOGIST

Ladies and Gentlemen:

The undersigned hereby consents to (1) the references to the undersigned company's name included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp. in connection with the report entitled "Mineral Resource Estimate On The J Zone Uranium Deposit, Waterbury Lake Property" dated September 6, 2013 and (2) all other references to the undersigned company included or incorporated by reference in the registration statement in the Annual Report on Form 40-F of Denison Mines Corp.

Dated: March 12, 2015

/s/ Allan Armitage
Allan Armitage, Ph.D., P.Geol.

Exhibit 99.19

CONSENT OF ENGINEER

Ladies and Gentlemen:

The undersigned hereby consents to (1) the references to the undersigned company's name included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp. in connection with the report entitled "Mineral Resource Estimate On The J Zone Uranium Deposit, Waterbury Lake Property" dated September 6, 2013 and (2) all other references to the undersigned company included or incorporated by reference in the registration statement in the Annual Report on Form 40-F of Denison Mines Corp.

Dated: March 12, 2015

/s/ Alan Sexton
Alan Sexton, M.Sc., P.Geol.

Exhibit 99.20

CONSENT OF GEOLOGIST

Ladies and Gentlemen:

The undersigned company hereby consents to (1) the references to the undersigned company's name included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp. in connection with the report entitled "NI 43-101 Technical Report Mineral Resource Estimate for the Mutanga Uranium Project, Zambia, Africa" dated September 12, 2013 and (2) all other references to the undersigned company included or incorporated by reference in the registration statement in the Annual Report on Form 40-F of Denison Mines Corp.

Dated: March 12, 2015

CSA GLOBAL (UK) LTD.

By: /s/ Galen White
Name: Galen White BSc(Hons), FAusIMM, FGS
Title: Managing Director/Principal Consultant

Exhibit 99.21

CONSENT OF GEOLOGIST

Ladies and Gentlemen:

The undersigned hereby consents to (1) the references to the undersigned company's name included or incorporated by reference in the Annual Report on Form 40-F of Denison Mines Corp. in connection with the report entitled "NI 43-101 Technical Report Mineral Resource Estimate for the Mutanga Uranium Project, Zambia, Africa" dated September 12, 2013 and (2) all other references to the undersigned company included or incorporated by reference in the registration statement in the Annual Report on Form 40-F of Denison Mines Corp.

Dated: March 12, 2015

/s/ Malcolm Titley
Malcolm Titley, B.Sc., MAusIMM, MAIG
CSA Global (UK) Ltd.