



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are invited to Denison's Annual General Meeting of Shareholders.

When

Wednesday, May 3, 2017
9:00 a.m. Reception
9:30 a.m. Meeting

Where

The offices of Blake, Cassels & Graydon LLP
199 Bay Street Suite 4000
Commerce Court West
Toronto, Ontario M5L 1A9

The purpose of the Meeting is:

- (a) to receive the consolidated financial statements of Denison Mines Corp. for the year ended December 31, 2016, along with the auditor's report on the statements;
- (b) to elect seven directors to the Board for the upcoming year;
- (c) to reappoint the auditor for the upcoming year and to authorize the directors to fix the remuneration of the auditor;
- (d) to consider a non-binding advisory resolution on the Company's approach to executive compensation; and
- (e) to transact such other business as may properly come before the Meeting.

Your vote is important. If you held shares in Denison Mines Corp. on March 15, 2017, you are entitled to receive notice of and vote at this Meeting or any postponement or adjournment of it.

This notice is accompanied by the Management Information Circular which describes who can vote, how to vote, and what the Meeting will cover.

The 2016 Annual Report, including the audited consolidated financial statements and related management's discussion and analysis for the year ended December 31, 2016, has been mailed to those shareholders who requested a copy. This information is also available on Denison's website at www.denisonmines.com, on SEDAR at www.sedar.com, on EDGAR at www.sec.gov or by request to the Corporate Secretary of the Company at 1100 - 40 University Avenue, Toronto, Ontario M5J 1T1.

As described in the "notice and access" notification mailed to shareholders of the Company, Denison has opted to deliver its Meeting materials to shareholders by posting them on its website at www.denisonmines.com. The use of this alternative means of delivery is more environmentally friendly and more economical as it reduces the Company's paper and printing use and thus reduces the Company's printing and mailing costs.

The Meeting materials will be available on the Company's website on March 28, 2017 and will remain on the website for one full year. The Meeting materials will also be available on SEDAR

at www.sedar.com and on the United States Securities and Exchange Commission website at www.sec.gov on March 28, 2017.

Shareholders who wish to receive paper copies of the Meeting materials prior to the meeting may request copies from the Company by calling 1-888-689-7842 or by sending an email to info@denisonmines.com no later than **April 24, 2017**.

If you are not able to attend the Meeting, please vote by using the proxy form or voting instruction form included with the “notice and access” notification and return it according to the instructions provided before 9:30 a.m. (Eastern Time) on May 1, 2017.

Yours truly,

Lukas Lundin
Executive Chairman
Dated March 22, 2017