

*Approved as amended by the Board of Directors on March 9, 2016*



## **ENVIRONMENT, HEALTH AND SAFETY COMMITTEE**

### **TERMS OF REFERENCE/MANDATE**

The Board of Directors of Denison Mines Corp. (the "Corporation") has established an Environment, Health and Safety Committee (the "Committee") to assist the Board in fulfilling its oversight responsibilities for environment, health and safety matters. The mandate of the Committee is to oversee the development and implementation of policies and best practices relating to environment, health and safety issues in order to ensure compliance with applicable laws, regulations and policies in the jurisdictions in which the Corporation carries on business around the world.

The following responsibilities of the Board are delegated to the Committee:

- to periodically review environment, health and safety policies for the Corporation;
- to review and monitor the management of the implementation of systems necessary for compliance with environment, health and safety policies, with the specific direction to bring any material non-compliance with the policies to the attention of the Board in a timely fashion;
- to monitor the effectiveness of the policies, systems and monitoring processes in place to manage the safety and health of employees, contractors, visitors and the general public and to manage environmental impacts;
- to receive reports from management on significant environment, health and safety issues;
- to review and monitor the environment, health and safety performance of the Corporation through updates by management;
- to receive regular updates from management regarding compliance with environment, health and safety legislation, licences, the policies and systems in place to monitor such compliance; and
- to report and, where appropriate, make recommendations to the Board.

#### **1. Appointment of Committee Members**

The members of the Committee shall be appointed by the Board of Directors on the recommendation of the Corporate Governance and Nominating Committee. The members of the Committee shall be appointed annually at the time of each annual meeting of shareholders, and shall hold office until the next annual meeting, or until they are removed by the Board of Directors or until their successors are earlier appointed, or until they cease to be directors of the Corporation.

#### **2. Composition of Committee**

The Committee shall consist of as many members as the Board of Directors shall determine, but in any event not fewer than two directors. All members should have skills and/or experience which are relevant to the mandate of the Committee.

#### **3. Vacancies**

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board of Directors on the recommendation of the Corporate Governance and Nominating Committee, and shall be filled by the Board of Directors on such recommendation if the

membership of the Committee is fewer than two directors. The Board of Directors may remove and replace any member of the Committee.

**4. Committee Chair**

The Committee shall appoint a Chair (the "Chair") for the Committee. The Chair may be removed and replaced by the Committee members. If the Chair is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.

**5. Secretary of Committee**

At the start of each meeting, the Committee shall appoint a secretary who need not be a director of the Corporation for the purposes of recording the minutes of the meeting.

**6. Meetings**

The Chair, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least twice per year.

The Chair, any two members of the Committee or Chief Executive Officer of the Corporation may call a special meeting of the Committee.

**7. Quorum**

Two members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to each other, shall constitute a quorum.

**8. Notice of Meetings**

Notice of the time and place of every meeting shall be given in writing or by e-mail or facsimile communication to each member of the Committee at least 48 hours prior to the time fixed for such meeting; provided, however, that a member may waive notice of a meeting, and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**9. Agenda**

The Chair shall approve the Committee's agenda. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

**10. Delegation**

The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it considers appropriate.

**11. Attendance of Officers at a Meeting**

At the invitation of the Chair, one or more officers or employees of the Corporation may, and if required by the Committee shall, attend a meeting of the Committee.

**12. Procedure, Records and Reporting**

The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board of Directors when the Committee may deem appropriate (but not later than the next meeting of the Board of Directors).

**13. Outside Consultants or Advisors**

The Committee, when it considers it necessary or advisable, may retain, at the Corporation's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate.

**14. Evaluation of Mandate**

On at least an annual basis, the Committee shall review and assess the adequacy of this mandate and recommend any proposed changes to the Board of Directors.