



DENISON MINES CORP.

TECHNICAL COMMITTEE

TERMS OF REFERENCE/MANDATE

The Board of Directors (the “Board”) of Denison Mines Corp. (the “Corporation”) has established a Technical Committee (the “Committee”) in accordance with the following terms of reference (the “Mandate”).

1. Mandate

The Technical Committee will be an ad hoc advisory committee of the Board, to assist the Board in fulfilling its oversight responsibilities for significant technical and operational matters, policies and programs of the Corporation.

The Committee's responsibilities may include:

- reviewing the technical aspects of the Corporation's project development, permitting, construction and mining programs, which may include reviewing (as applicable):
 - (i) the significant technical risks, mitigation strategies and opportunities associated with the Corporation's projects; and
 - (ii) mining, metallurgical and other technical issues of significant concern;
- making visits, as deemed necessary or advisable, as the Committee or individually, to project sites in order to become familiar with the nature of the operations and to review objectives, procedures and performances with respect to technical, operational and sustainability matters relevant to project development, permitting, construction and mining or as otherwise may be delegated by the Board;
- reviewing the scope of potential liabilities in the areas of focus of the Committee and the adequacy of the systems that are in place to manage those liabilities; and
- reporting and, where appropriate, making recommendations to the Board with respect to matters within its mandate.

At any time, the Board, management of the Corporation and/or the Technical Committee may recommend specific matters for the consideration of the Technical Committee. Prior to commencing any work under this Mandate, the Technical Committee will prepare a proposed program and scope of work, for approval by the Lead Director and/or Chair of the Board.

2. Appointment of Committee Members

The members of the Committee shall be appointed, by the Board of Directors with the recommendation of the Corporate Governance and Nominating Committee, 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 or officers of the Corporation, as applicable.

3. Composition of Committee

The Committee shall consist of as many members of the Board and management of the Corporation 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.

4. Vacancies

Where a vacancy occurs at any time in the membership of the Committee, prior to the next annual meeting of the Corporation's shareholders, such vacancy may be filled by the Chair of the Committee.

5. Committee Chair

The Committee shall appoint a Chair for the Committee (the "Chair"). The Chair shall be a director of the Corporation. The Chair may be removed and replaced by majority vote of 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.

6. Secretary of Committee

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

7. Meetings

Once a proposed program and scope of work has been approved, the Chair, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings necessary to fulfil their mandate. The Chair, any two members of the Committee or Chief Executive Officer of the Corporation may call a special meeting of the Committee.

8. Quorum

Two members of the Committee, with at least one member being a director of the Corporation, 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.

9. 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.

10. Agenda

The Chair shall approve the Committee's agenda for each meeting. 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.

11. 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.

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. Compensation

The compensation to be paid to the members of the Committee shall be determined by the Chair of the Corporate Governance and Nominating Committee of the Board, with the recommendation of the Compensation Committee, at the time the program and scope of work is approved.

14. Access to Information

The Committee will be granted unrestricted access to all information regarding the Corporation and all directors, officers, employees, consultants and contractors will be directed to cooperate as requested by members of the Committee.

15. 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.

16. Evaluation of Mandate

Upon commencement of any work under this Mandate (but not more frequently than once per calendar year), the Committee shall review and assess the adequacy of this mandate and recommend any proposed changes to the Board of Directors.