

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**1. Name and Address of Company:**

Denison Mines Corp. (the "**Corporation**")  
595 Bay Street, Suite 402  
Toronto, Ontario  
M5G 2C2

**2. Date of Material Change:**

January 5, 2009

**3. Press Release:**

A news release was disseminated on January 5, 2009 via Marketwire.

**4. Summary of Material Change:**

On January 5, 2009, the Corporation entered into an engagement letter (the "**Agreement**") with Cormark Securities Inc. on behalf of a syndicate of underwriters co-led by Cormark Securities Inc. and GMP Securities L.P. and including CIBC World Markets Inc., Raymond James Ltd., Scotia Capital Inc. and Dundee Securities Corporation (collectively, the "**Underwriters**") pursuant to which the Underwriters agreed to purchase, on a bought deal basis, 25,000,000 common shares of the Corporation ("**Common Shares**") at a price of \$1.65 per Common Share for aggregate gross proceeds to the Corporation of approximately \$41.25 million (the "**Offering**"). The Corporation also granted the Underwriters an option (the "**Over-Allotment Option**") exercisable in whole or in part for up to 30 days following the closing of the Offering to purchase up to an additional 3,750,000 Common Shares to cover over-allotments, if any, for additional gross proceeds to the Corporation of up to \$6,187,500.

**5.1 Full Description of Material Change:**

On January 5, 2009, the Corporation entered into the Agreement in respect of the Offering pursuant to which the Underwriters agreed to purchase, on a bought deal basis, 25,000,000 Common Shares. Pursuant to the Agreement, the Corporation also granted the Underwriters the Over-Allotment Option to purchase up to an additional 3,750,000 Common Shares to cover over-allotments, if any, for additional gross proceeds to the Corporation of up to \$6,187,500. The Over-Allotment Option is exercisable in whole or in part for a period of 30 days following closing of the Offering. The Agreement also provides that the Corporation will pay to the Underwriters a cash commission equal to 4.5% of the gross proceeds of the Offering and any proceeds raised upon exercise of the Over-Allotment Option.

The Common Shares issued pursuant to the Offering will be offered in all of the provinces of Canada (except Quebec) and in the Northwest Territories (the "**Offering Jurisdictions**") by way of a short form prospectus. Pursuant to the Agreement, the Corporation will prepare and file a preliminary short-form prospectus with the Ontario Securities Commission and each of the securities regulatory authorities in the Offering Jurisdictions within four days following the date of the Agreement. The Offering is scheduled to close on or about January 27, 2009 and is subject

to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the Toronto Stock Exchange.

**5.2 Disclosure for Restructuring Transactions:**

N/A

**6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102:**

N/A

**7. Omitted Information:**

N/A

**8. Executive Officer:**

The name and business number of the executive officer of the Corporation who is knowledgeable of the material change and this report is:

James Anderson  
Executive Vice-President and Chief Financial Officer  
Telephone: (416) 979-1991 Ext. 372

**9. Date of report:**

January 8, 2009

## **DENISON MINES ANNOUNCES \$41.25 MILLION “BOUGHT DEAL” FINANCING**

**Not for distribution to United States newswire services or for dissemination in the United States**

Denison Mines Corp. (TSX: DML, NYSE-A: DNN) (“Denison”) is pleased to announce that it has entered into an agreement with a syndicate of investment dealers co-led by Cormark Securities Inc. and GMP Securities L.P. (the “Underwriters”), which have agreed to purchase, on a bought deal basis, 25.0 million common shares of Denison at a purchase price of \$1.65 per common share (the “Offering Price”), for aggregate gross proceeds in the amount of \$41.25 million. In addition, the Company has granted the Underwriters an option to purchase up to an additional 3,750,000 common shares at the Offering Price exercisable within 30 days after the closing of the offering for additional gross proceeds in the amount of up to approximately \$6.2 million.

The offering is scheduled to close on or about January 27, 2009 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the Toronto Stock Exchange and the securities regulatory authorities.

This Public Offering in Canada by way of short-form prospectus to be filed in all of the provinces of Canada except Quebec. The Common Shares may also be placed privately in the United States with qualified Accredited Investors pursuant to Regulation D. These securities offered have not been registered under the *United States Securities Act of 1933*, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

The Toronto Stock Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release and the information contained herein.

**This press release shall not constitute an offer to sell or solicitation of an offer to buy the securities in any jurisdiction. The common shares will not be and have not been registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirements.**

### **About Denison**

Denison Mines Corp. is a premier intermediate uranium producer in North America, with mining assets in the Athabasca Basin region of Saskatchewan, Canada and the southwest United States including Colorado, Utah, and Arizona. Further, the Company has ownership interests in two of the four conventional uranium mills operating in North America today. The Company also has a strong exploration and development portfolio with large land positions in the United States, Canada, Mongolia and Zambia.

## **Cautionary Statements**

*This news release contains "forward-looking statements", 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.*

*Forward looking statements include, but are not limited to, statements with respect to estimated production; the development potential of Denison's properties, including those of its joint ventures; the future price of uranium; the estimation of mineral reserves and resources; the realization of mineral reserve estimates; the timing and amount of estimated future production; costs of production; capital expenditures; success of exploration activities; permitting time lines and permitting, mining or processing issues; currency exchange rate fluctuations; government regulation of mining operations; environmental risks; unanticipated reclamation expenses; title disputes or claims; and limitations on insurance coverage. 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" or "be achieved".*

*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, including but not limited to risks related to: unexpected events during construction, expansion and start-up; variations in ore grade, tonnes mined, crushed or milled; delay or failure to receive board or government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of uranium and vanadium; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in the completion of development or construction activities, as well as those factors discussed in or referred to under the heading "Risk Factors" in Denison's Annual Information Form dated March 28, 2008 available at <http://www.sedar.com/> and its Form 40-F available at <http://www.sec.gov/>. Although management of Denison has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended.*

*There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking*

*statements. Denison does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws. Mineral resources, which are not mineral reserves, do not have demonstrated economic viability. Readers should refer to the Annual Information Form and the Form 40-F of the Company for the year ended December 31, 2007 and other continuous disclosure documents filed since December 31, 2007 available at <http://www.sedar.com/>, for further information relating to their mineral resources and mineral reserves.*

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