



NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 3, 2018

You are receiving this notification because Denison Mines Corp. (the “**Company**”) has opted to use the “notice and access” model for the delivery of its information circular (the “**Circular**”) to its shareholders in respect of its annual and special meeting of shareholders to be held on May 3, 2018 (the “**Meeting**”).

Under “notice and access”, instead of receiving paper copies of the Circular, shareholders are receiving this notice with information on how to access the Circular electronically. Shareholders will also be receiving a proxy or voting instruction form, as applicable, together with this notification to use to vote at the Meeting. The use of electronic delivery is more environmentally friendly and more economical. It reduces the Company’s paper and printing use and the Company’s printing and mailing costs.

MEETING DATE AND LOCATION:

WHEN: May 3, 2018
9:30 a.m. (Toronto Time)

WHERE: Offices of Blake, Cassels & Graydon LLP
199 Bay Street, Suite 4000
Commerce Court West
Toronto, Ontario, Canada

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS AT THE MEETING:

- **ELECTION OF DIRECTORS:** To elect seven directors of the Company for the ensuing year. See the sections entitled “The Election of Directors” in the Circular.
- **APPOINTMENT OF AUDITORS:** To reappoint PricewaterhouseCoopers LLP as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration. See the section entitled “The Reappointment of the Auditor” in the Circular.
- **APPROVAL OF SHARE UNIT PLAN:** To consider an ordinary resolution ratifying and confirming the Company’s new Share Unit Plan. See the sections entitled “Ratification and Confirmation of Share Unit Plan” in the Circular.
- **APPROVAL OF PREVIOUS GRANTS UNDER SHARE UNIT PLAN:** To consider an ordinary resolution ratifying and confirming the previous grant of performance share units and restricted share units under the Company’s new Share Unit Plan. See the sections entitled “Ratification and Confirmation of Previous Grants Under the Share Unit Plan” in the Circular.
- **ADVISORY SAY ON EXECUTIVE COMPENSATION:** To consider a non-binding advisory resolution on the Company’s approach to executive compensation. See the section entitled “Advisory Vote on the Company’s Approach to Executive Compensation” in the Circular.
- **OTHER BUSINESS:** To transact such other business as may properly come before the Meeting or any adjournment thereof.

SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR PRIOR TO VOTING.

WEBSITES WHERE THE CIRCULAR IS POSTED:

The Circular for the Meeting can be viewed online under the Company’s profile at **www.sedar.com** or on the United States Securities and Exchange Commission website at **www.sec.gov** or on the Company’s website at **www.denisonmines.com**.

The Financial Statement Request Card is included with the proxy and voting instruction form.

HOW TO OBTAIN PAPER COPIES OF THE CIRCULAR:

Shareholders may request paper copies of the Circular and other meeting materials, including the audited consolidated financial statements of the Company for the year ended December 31, 2017 and the report of the auditors thereon and related Management's Discussion and Analysis, by first class mail, courier or the equivalent at no cost to the shareholder. Requests by email to info@denisonmines.com or by calling toll-free at 1-888-689-7842 may be made up to one year from the date the Circular was filed on SEDAR.

For shareholders who wish to receive paper copies of the Circular in advance of the voting deadline, requests must be received **no later than April 24, 2018**. The Circular will be sent to such shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Circular will be sent to such shareholders within ten days of their request. **Requests must be made by email to info@denisonmines.com or by calling toll-free at 1-888-689-7842.**

Those shareholders with existing instructions on their account to receive a paper copy of meeting materials will receive a paper copy of the Circular with this notification.

VOTING:

YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered Holders are asked to return their proxies using the following methods by the proxy deposit date noted on your proxy, which is by 9:30 a.m. (Toronto Time) on May 1, 2018:

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| INTERNET: | Go to www.investorvote.com and follow the instructions. |
| TELEPHONE: | You may enter your voting instructions by telephone at:
1-866-732-8683 (toll free within North America), or
312-588-4290 (international direct dial) |
| FACSIMILE: | Fax to Computershare at 1-866-249-7775 or 416-263-9524. |
| MAIL: | Complete the form of proxy or any other proper form of proxy, sign it and mail it to Computershare at:

Computershare Investor Services Inc.
Toronto Office, Proxy Department
100 University Avenue
8th Floor
Toronto, Ontario,
Canada M5J 2Y1 |

Beneficial Holders are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

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| INTERNET: | Go to www.proxyvote.com and follow the instructions. |
| TELEPHONE: | You may enter your voting instructions by telephone at:
1-800-474-7493 (English) or 1-800-474-7501 (French). |
| MAIL: | Complete the voting instruction form, sign it and mail it in the envelope provided. |

Shareholders with questions about notice and access can call toll free at 1-888-689-7842.