

DENISON MINES CORP.
Form F-8/A
October 30, 2013

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As filed with the United States Securities and Exchange Commission on October 30, 2013

Registration No. 333-191254

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

**AMENDMENT NO. 2
TO
FORM F-8**

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

DENISON MINES CORP.

(Exact Name of Registrant as Specified in its Charter)

Ontario, Canada
(Province or other jurisdiction of
incorporation or organization)

1090
(Primary Standard Industrial
Classification Code Number)
Atrium on Bay, 595 Bay Street, Suite 402
Toronto, Ontario
M5G 2C2
(416) 979-1991

98-0622284
(I.R.S. Employer Identification No.,
if applicable)

(Address, including zip code, and telephone number of Registrant's principal executive offices)

CT Corporation System
111 Eighth Avenue
New York, New York 10011
(212) 894-8940

(Name, address (including zip code) and telephone number (including area code) of agent for service in the United States)

Copies to:

Ronald F. Hochstein
David D. Cates
Sheila Colman
Denison Mines Corp.
Atrium on Bay, 595 Bay Street
Suite 402
Toronto, Ontario
Canada M5G 2C2

Gordon R. Chambers
Cassels, Brock & Blackwell LLP
Suite 2200, HSBC Building
885 West Georgia Street
Vancouver, British Columbia
Canada V6C 3E8
Tel: (604) 691-6100

Edwin S. Maynard
Paul, Weiss, Rifkind,
Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York
10019-6064
(212) 373-3000

Tel: (416) 979-1991

Approximate date of commencement of proposed sale of the securities to the public:

As soon as practicable after this Registration Statement becomes effective.

This registration statement and any amendment thereto shall become effective upon filing with the Commission in accordance with Rule 467(a).

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to the home jurisdiction's shelf prospectus offering procedures, check the following box. o

Explanatory Note

The Registrant hereby amends its Registration Statement on Form F-8, as originally filed with the U.S. Securities and Exchange Commission on September 19, 2013 (as amended, the "Registration Statement"), to include the Notice of Extension and Variation, dated October 30, 2013, which the Registrant filed in its home jurisdiction as a supplement to the Offer to Purchase and Circular, dated September 19, 2013, including the Letter of Transmittal and Notice of Guaranteed Delivery, which were previously filed with the Registration Statement.

The Registrant previously paid a registration fee of US\$724.05 with its filing of the Registration Statement in relation to its registration of 22,473,114 of its common shares, which represent the maximum number of common shares of the Registrant estimated to be issuable to holders upon consummation of the exchange offer for all of the issued and outstanding common shares of Rockgate Capital Corp.

PART I

**INFORMATION REQUIRED TO BE DELIVERED
TO OFFEREEES OR PURCHASERS**

1. Home Jurisdiction Document.

Offer to Purchase and Circular dated September 19, 2013, including the Letter of Transmittal and Notice of Guaranteed Delivery.*

Notice of Extension dated October 25, 2013.**

Notice of Extension and Variation dated October 30, 2013.

2. Informational Legends.

See the outside front cover page and the inside front cover page of the Offer to Purchase and Circular dated September 19, 2013.*

See the outside front cover page and the inside front cover page of the Notice of Extension dated October 25, 2013.**

See the outside front cover page and the inside front cover page of the Notice of Extension and Variation dated October 30, 2013.

3. Incorporation of Certain Information by Reference.

As required by this Item, the Offer to Purchase and Circular provides that copies of the documents incorporated by reference therein may be obtained on request without charge from the Corporate Secretary of the Registrant, Atrium on Bay, 595 Bay Street, Suite 402, Toronto, Ontario, M5G 2C2.

4. List of Documents Filed with the Commission.

See the heading "Registration Statement Filed with the SEC" in the Offer to Purchase and Circular dated September 19, 2013.*

*

Previously filed with the Registrant's Form F-8 (Commission File No. 333-191254), filed with the Commission on September 19, 2013.

**

Previously filed with the Registrant's Form F-8/A (Commission File No. 333-191254), filed with the Commission on October 25, 2013.

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This document is important and requires your immediate attention. It should be read in conjunction with the Offer and Circular. If you are in doubt as to how to deal with it, you should consult your investment advisor, stockbroker, bank manager, trust company manager, accountant, lawyer or other professional advisor. Inquiries concerning the information in this document should be directed to Laurel Hill Advisory Group, the Information Agent retained by Denison, toll free 1-877-452-7184 from anywhere in Canada or the United States (416-304-0211 collect) or via email at assistance@laurelhill.com

Neither this document nor the Offer and Circular constitutes an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer is not being made to, nor will deposits be accepted from or on behalf of, Shareholders in any jurisdiction in which the making or acceptance of the Offer would not be in compliance with the laws of such jurisdiction. However, Denison may, in Denison's sole discretion, take such action as Denison may deem necessary to extend the Offer to Shareholders in any such jurisdiction.

Neither this document nor the Offer and Circular has been approved or disapproved by any securities regulatory authority, nor has any securities regulatory authority passed upon the fairness or merits of the Offer or upon the adequacy of the information contained in this document. Any representation to the contrary is an offence.

Information has been incorporated by reference in the Offer and Circular from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Denison at 595 Bay Street, Suite 402, Toronto, Ontario M5G 2C2, telephone (416) 979-1991, extension 366, and are also available electronically on SEDAR at www.sedar.com.

October 30, 2013

NOTICE OF EXTENSION AND VARIATION by

DENISON MINES CORP.

of its

OFFER TO PURCHASE all of the outstanding common shares of ROCKGATE CAPITAL CORP.

on the basis of 0.192 of a common share of Denison Mines Corp.,
for each common share of Rockgate Capital Corp.
as set out in the Offer and Circular

Denison Mines Corp. ("**Denison**") hereby gives notice that it is amending its offer dated September 19, 2013, as extended (the "**Offer**"), upon and subject to the terms and conditions set out in the Offer, to purchase all of the issued and outstanding common shares ("**Shares**") of Rockgate Capital Corp. ("**Rockgate**") together with any associated rights issued under Rockgate's shareholder rights plan ("**SRP Rights**"), including all Shares that may become issued and outstanding after the date of the Offer but before the Expiry Time (as defined below) upon the exercise, exchange or conversion of the Options (as such terms are defined in the Offer and Circular (as defined below)) or any other outstanding rights, on the basis of, 0.192 of a common share of Denison (a "**Denison Share**"), for each Share as set out in the Offer and Circular. The Offer is being amended to extend the expiry time of the Offer to 4:00 p.m. (Toronto time) on November 18, 2013 (the "**Expiry Time**") and to reflect the satisfaction, waiver or addition of certain conditions.

**Certain conditions to the Offer have been satisfied or waived. Please see Section 3 "Amendment to Conditions of the Offer".
The Offer has been extended and is now open for acceptance until 4:00 p.m. (Toronto time)
on November 18, 2013, unless the Offer is further extended by Denison.**

This Notice of Extension and Variation should be read in conjunction with the Offer and the accompanying take-over bid circular dated September 19, 2013 and the Notice of Extension dated October 25, 2013 (together, the "**Offer and Circular**") and the letter of transmittal and election form (the "**Letter of Transmittal**") and notice of guaranteed delivery (the "**Notice of Guaranteed Delivery**") that accompanied the Offer and Circular, all of the provisions of which are incorporated herein by reference (subject to the amendments thereto contained in this

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Notice of Extension and Variation). Unless the context requires otherwise, capitalized terms used in this Notice of Extension and Variation and not defined herein that are defined in the Offer and Circular have the respective meanings ascribed thereto in the Offer and Circular.

Shareholders who have validly deposited and not withdrawn their Shares need take no further action to accept the Offer. Shareholders who wish to accept the Offer must properly complete and duly execute the Letter of Transmittal (printed on YELLOW paper) that accompanied the Offer and Circular, or a manually executed facsimile thereof, and deposit it, at or prior to the Expiry Time, together with certificate(s) or DRS Advice(s) representing their Shares and all other required documents, with the Depositary at its office in Toronto, Ontario specified in the Letter of Transmittal, in accordance with the instructions in the Letter of Transmittal. Shareholders may also accept the Offer by following the procedure for guaranteed delivery set forth in Section 3 of the Offer, "Manner of Acceptance Procedure for Guaranteed Delivery", using the Notice of Guaranteed Delivery (printed on PINK paper) that accompanied the Offer and Circular. Alternatively, Shareholders may accept the Offer by following the procedures for book-entry transfer of Shares set forth in Section 3 of the Offer, "Manner of Acceptance Acceptance by Book-Entry Transfer". The Letter of Transmittal and the Notice of Guaranteed Delivery that accompanied the Offer and Circular are deemed to be amended to reflect the terms and conditions of this Notice of Extension and Variation.

Persons whose Shares are registered in the name of an investment advisor, stockbroker, bank, trust company or other nominee should contact such nominee for assistance if they wish to accept the Offer in order to take the necessary steps to be able to deposit such Shares under the Offer. Intermediaries likely have established tendering cut-off times that are up to 48 hours prior to the Expiry Time. Shareholders must instruct their brokers or other intermediaries promptly if they wish to tender.

Shareholders will not be required to pay any fee or commission if they accept the Offer by depositing their Shares directly with the Depositary.

Questions and requests for assistance may be directed to the Depositary or to the Information Agent for the Offer, Laurel Hill Advisory Group. The Information Agent can be contacted at 1-877-452-7184 toll free or 1-416-304-0211 outside of North America or by e-mail at assistance@laurelhill.com. **Additional copies of this document, the Offer and Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery may be obtained without charge on request from the Information Agent and are accessible on the Canadian Securities Administrators' website at www.sedar.com and the SEC's website at www.sec.gov.** The foregoing website addresses are provided for informational purposes only and no information contained on, or accessible from, the foregoing websites is incorporated by reference herein, except where specifically stated.

No broker, dealer, salesperson or other person has been authorized to give any information or make any representation other than those contained in this document, and, if given or made, such information or representation must not be relied upon as having been authorized by Denison, the Depositary or the Information Agent.

The Offer and Circular does not generally address tax consequences of the Offer to Shareholders in any jurisdiction outside of Canada or the United States. Shareholders in a jurisdiction outside of Canada or the United States should be aware that the disposition of Shares may have tax consequences which may not be described in the Offer and Circular. Accordingly, Shareholders outside of Canada and the United States should consult their own tax advisors with respect to tax considerations applicable to them.

The Offer is made by a Canadian issuer that is permitted, under a multijurisdictional disclosure system adopted by the United States, to prepare the Offer and Circular in accordance with the disclosure requirements of Canada. Shareholders should be aware that such requirements are different from those of the United States. Financial statements incorporated by reference in the Offer and Circular have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. They may not be comparable to financial statements of United States companies.

Shareholders should be aware that the disposition of Shares and the acquisition of Denison Shares by them as described in the Offer and Circular may have tax consequences in the United States, Canada and other jurisdictions. Such consequences may not be fully described in the Offer and Circular and such Shareholders are urged to consult their tax advisors. See Section 19 of the Circular, "Certain Canadian Federal Income Tax Considerations", and Section 20 of the Circular, "Certain United States Federal Income Tax Considerations".

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that Denison exists under the laws of Ontario, that some or all of its officers and directors may reside outside the United States, that some or all of the experts named in the Offer and Circular may reside outside the United States and that a substantial portion of the assets of Denison and the above-mentioned persons are located outside the United States.

THE SECURITIES TO BE DELIVERED IN CONNECTION WITH THE OFFER HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SEC OR ANY STATE SECURITIES COMMISSION NOR HAS THE SEC OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THE OFFER AND CIRCULAR. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

CURRENCY

All dollar references herein and in the Offer and Circular are in Canadian dollars, except where otherwise indicated. Canadian dollars are referred to as "Canadian dollars", "C\$" or "\$" and United States dollars are referred to as "U.S. dollars" or "US\$". On October 29, 2013, the Bank of Canada noon rate of exchange for U.S. dollars was C\$1.00 = US\$0.9574

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Notice of Extension and Variation and the Offer and Circular, including the summary thereof, and in the documents incorporated by reference therein, that are referred to herein and therein as "forward looking statements", constitute "forward looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 and the rules and releases made by the SEC, all as amended from time to time, and "forward looking information" under the provisions of Canadian provincial securities laws. When used in such documents, the words "anticipate", "believe", "could", "expect", "estimate", "forecast", "intend", "may", "outlook", "planned", "project", "should", "will", "would" and similar expressions are intended to identify such forward looking statements.

Forward looking statements in this Notice of Extension and Variation and the Offer and Circular, including the summary thereof, and in the documents incorporated by reference therein, include, but are not limited to statements regarding: Denison's outlook for 2013 and future periods; expectations as to the anticipated timing, mechanics, completion and settlement of the Offer; the market for and listing of Shares and Rockgate's status as a reporting issuer after completion of the Offer; the value of the Denison Shares received as consideration under the Offer; the ability of Denison to complete the transactions contemplated by the Offer; future earnings, and the sensitivity of earnings to uranium and other metal prices; Denison's expectations regarding toll milling of Cigar Lake ores; future royalty and tax payments and rates; anticipated levels or trends for prices of uranium and byproduct metals mined by Denison or for exchange rates between currencies in which capital is raised, revenue is generated or expenses are incurred by Denison; estimates of future mineral production and sales; estimates of future costs, including mining costs and other expenses; estimates of future capital expenditures and exploration expenditure and development expenditures and other cash needs, and expectations as to the funding thereof; the projected exploration, development and exploitation of certain ore deposits, including estimates of exploration, development and production and other capital costs and estimates of the timing of such exploration, development and production or decisions with respect thereto; Denison's expectations regarding additions to its mineral reserves and resources through acquisitions; estimates of mineral reserves, mineral resources and ore grades and statements regarding anticipated future exploration results; estimates of cash flow; estimates of mine life; anticipated timing of events with respect to Denison's mine sites, mine construction projects and exploration projects; estimates of future costs and other liabilities for environmental remediation and reclamation obligations; anticipated legislation and regulation regarding climate change and estimates of the impact on Denison; and other anticipated trends with respect to Denison's capital resources and results of operations.

Forward looking statements are necessarily based upon a number of factors and assumptions that, while considered reasonable by Denison as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. The factors and assumptions of Denison upon which the forward looking statements in this Notice of Extension and Variation and the Offer and Circular, including the summary thereof, and in the documents incorporated by reference therein, are based and which may prove to be incorrect, include, but are not limited to, the factors and assumptions set out in the Notice of Extension and Variation and the Offer and Circular, including the summary thereof, as well as: global financial conditions; the ability of Denison to meet its obligations to its creditors and the uncertainty of funding; volatility in the market price of Denison's shares and the risk of dilution from future equity financings; the impact of volatility in uranium prices on the valuation of Denison's mineral reserves and resources and the market price of its shares; public acceptance of nuclear energy and competition from other energy sources; failure to realize benefits from transactions; competition for properties; the imprecision of mineral reserves and resources estimation; Denison's ability to expand and replace its mineral reserves and resources; uncertainty as to reclamation and decommissioning liabilities; reliance on other operators; technical innovation rendering Denison's products and services obsolete; property title risk; liabilities inherent in mining operations and the adequacy of insurance coverage; delays in obtaining permits and licences for development properties; the

speculative nature of exploration and development projects; difficulty complying with changing government regulations and policy, including without limitation, compliance with environment, health and safety regulations; uncertainty surrounding Denison's operations in foreign jurisdictions; potential claims of Canada's First Nations people; dependence on key personnel; the potential influence of Denison's largest Shareholder, Korea Electric Power Corporation; potential conflicts of interest for Denison's directors who are engaged in similar businesses; and limitations of disclosure and internal controls.

The forward looking statements in this Notice of Extension and Variation and the Offer and Circular, including the summary thereof, reflect Denison's views as at the date of the Offer and involve known and unknown risks, uncertainties and other factors which could cause the actual results, performance or achievements of Denison or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. These risks include risks relating to Offer, including, without limitation, that Denison may be unable to complete the Offer or the completion of the Offer may be more costly than expected because, among other reasons, conditions to the completion of the Offer may not be satisfied; problems may arise with the ability to successfully integrate the businesses of Denison and Rockgate; the parties may be unable to obtain regulatory approvals required for the Offer; Denison may not be able to achieve the benefits from the acquisition or it may take longer than expected to achieve those benefits; and the acquisition may involve unexpected costs or unexpected liabilities. For a further discussion of risks and material factors or assumptions underlying the forward looking statements in this Notice of Extension and Variation and the Offer and Circular, see Section 17 of the Circular, "Risk Factors", and Denison's Annual Information Form filed on SEDAR dated March 13, 2013 for the financial year ended December 31, 2012 and incorporated by reference in the Offer and Circular. Given these uncertainties, investors are cautioned not to place undue reliance on these forward looking statements, which speak only as of the date made. Except as otherwise required by law, Denison expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any such statements to reflect any change in Denison's expectations or any change in events, conditions or circumstances on which any such statement is based. The Offer and Circular and documents incorporated by reference therein contain information regarding anticipated total cash costs per pound of uranium at certain of Denison's mines and mine development projects. Denison believes that this generally accepted industry measure is a realistic indicator of operating performance and is useful in allowing year over year comparisons. Investors are cautioned that this information may not be suitable for other purposes.

NOTICE OF EXTENSION AND VARIATION

This Notice of Extension and Variation amends, varies and supplements the Offer and Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery pursuant to which Denison is offering to purchase all of the outstanding Shares upon and subject to the terms and conditions set out in the Offer and Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery, each as may be amended, varied and supplemented from time to time.

Except as otherwise set forth in this Notice of Extension and Variation, the information, terms and conditions previously set forth in the Offer and Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery continue to be applicable in all respects and this Notice of Extension and Variation should be read in conjunction with the Offer and Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery, all of the provisions of which are incorporated herein by reference, subject to the amendments thereto contained in this Notice of Extension and Variation.

October 30, 2013

TO: THE HOLDERS OF SHARES OF ROCKGATE

1. Recent Developments

On September 30, 2013, after the commencement of the Offer, Rockgate announced that it had granted options to acquire an additional 11,000,000 Shares (the "**2013 Options**"). Rockgate also announced that it had entered into new retention agreements and had amended certain existing consulting agreements, to provide new or enhanced change of control protections for certain employees of and consultants to Rockgate (the "**Retention Agreements**"). On October 24, 2013 Denison announced that it had extended the term of its bid for Rockgate to November 1, 2013 and subsequently filed a notice of extension in respect of the Offer with applicable regulatory authorities. With effect from October 30, 2013 all holders of 2013 Options voluntarily undertook to Denison and to Rockgate not to exercise such 2013 Options unless another take-over bid, merger, amalgamation, arrangement, reorganization, business combination or similar transaction is announced by Rockgate or a third party that the Rockgate Board has determined is superior to the Offer, prior to the Expiry Time. The undertakings cease to apply if Denison does not, within 10 days after the Expiry Time, take up and pay for at least 66²/₃% of the issued and outstanding Shares.

On October 29, 2013, the closing price of the Shares on the TSX was C\$0.205 and the closing price of the Denison Shares on the TSX was C\$1.14 and on the NYSE MKT was US\$1.08.

Denison has extended the Offer in order to give Shareholders further opportunity to deposit their Shares.

2. Extension of Offer

By notice to the Depositary given on October 30, 2013, Denison has extended the time for acceptance of the Offer until 4:00 p.m. (Toronto time) on November 18, 2013, unless the Offer is further extended by Denison. Accordingly, the definition of "Expiry Time" in the Offer and Circular, is deleted in its entirety and replaced with the following definition:

"Expiry Time" means 4:00 p.m. (Toronto time) on November 18, 2013, or such later time or times and date or dates as may be fixed by Denison from time to time pursuant to Section 5 of the Offer, "Extension, Variation or Change in the Offer";

In addition, all references to November 1, 2013 in the Offer and Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery (to the extent that they relate to the Expiry Time) are amended to refer to November 18, 2013.

3. Amendment to Conditions of the Offer

Denison has amended the conditions of the Offer in response to events which have occurred subsequent to September 19, 2013, the date of the Offer and Circular:

1. Sub-paragraph (a)(i) of Section 4 of the Offer, "Conditions of the Offer", relating to the Minimum Tender Condition has been amended to require 66²/₃% of the Shares outstanding at the Expiry Time on a fully-diluted basis be validly deposited under the Offer and not withdrawn at the Expiry Time in order to meet the Minimum Tender Condition.
2. Paragraph (b) of Section 4 of the Offer, "Conditions of the Offer", relating to the Mega Uranium Arrangement has been deleted as in Denison's view that condition has been satisfied;
3. Paragraph (h) of Section 4 of the Offer, "Conditions of the Offer" has been amended to include the words "there shall not have occurred" at the start of that paragraph; and
4. The definition of "Restricted Event" in Section 4 of the Offer, "Conditions of the Offer", has been modified to remove the issuance of the 2013 Options and the entering into of the Retention Agreements from the scope of the definition.

Accordingly, section 4 of the Offer, "Conditions of the Offer", is deleted and replaced by the following:

Notwithstanding any other provision of the Offer and subject to applicable Laws, and in addition to (and not in limitation of) Denison's right to vary or change the Offer at any time prior to the Expiry Time pursuant to Section 5 of the Offer, "Extension, Variation or Change in the Offer", Denison will have the right to withdraw or terminate the Offer and not take up and pay for any Shares deposited under the Offer, and will have the right to extend the period of time during which the Offer is open for acceptance and postpone taking up and paying for any Shares deposited under the Offer, if any of the following conditions are not satisfied or waived by Denison at or prior to the Expiry Time:

- (a) there shall have been validly deposited under the Offer and not withdrawn at the Expiry Time such number of Shares which constitutes (i) at least 66²/₃% of the Shares outstanding at the Expiry Time on a fully-diluted basis and (ii) at least a majority of the outstanding Shares, the votes of which would be included in any minority approval of a Subsequent Acquisition Transaction pursuant to MI 61-101 (the "**Minimum Tender Condition**");
- (b) Denison shall have determined, acting reasonably, that:
 - (i) no act, action, suit or proceeding shall have been threatened in writing or taken before or by any Governmental Entity or by any elected or appointed public official or private person (including, without limitation, any individual, corporation, firm, group or other entity) in Canada or elsewhere, whether or not having the force of law; and
 - (ii) no Law shall have been proposed, enacted, promulgated or applied, in any case:
 - (A) to cease trade, enjoin, prohibit or impose material limitations or conditions on the purchase by or the sale to Denison of Shares, the right of Denison to own or exercise full rights of ownership of Shares or the consummation of a Compulsory Acquisition or a Subsequent Acquisition Transaction;
 - (B) which, if the Offer, any Compulsory Acquisition or any Subsequent Acquisition Transaction were consummated, could in Denison's reasonable judgement constitute a Material Adverse Effect in respect of Rockgate; or
 - (C) which would materially and adversely affect (i) the value of Shares to Denison, or (ii) the ability of Denison to proceed with the Offer, any Compulsory Acquisition or any Subsequent Acquisition

Transaction and/or taking up and paying for any Shares deposited under the Offer;

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- (c) there shall not exist any prohibition at Law against Denison making or maintaining the Offer or taking up and paying for any Shares deposited under the Offer or completing any Compulsory Acquisition or any Subsequent Acquisition Transaction;
- (d) all government and regulatory approvals, waiting or suspensory periods, waivers, permits, consents, reviews, investigations, orders, certificates, rulings, decisions, statements of no objection and exemptions, that are required by Law to complete the Offer or any Compulsory Acquisition or Subsequent Acquisition Transaction, shall have been obtained or concluded or, in the case of waiting or suspensory periods, expired or been terminated, each on terms and conditions satisfactory to Denison;
- (e) there shall not exist any Law, nor shall any Law have been proposed, enacted, entered, promulgated, amended or applied, nor shall there be in effect, pending or threatened any temporary restraining order, preliminary or permanent injunction or other order or decree issued by any Governmental Entity or other legal restraint or prohibition which would have the effect of prohibiting, restricting, making illegal or imposing material limitations or conditions on the ownership or operation or effective control by Denison of any material portion of the business or assets of Rockgate or its affiliates or subsidiaries or to compel Denison or its affiliates or subsidiaries to dispose of or hold separate any material portion of the business or assets of Rockgate or any of its affiliates or subsidiaries as a result of the Offer or the completion of the Offer or any Compulsory Acquisition or Subsequent Acquisition Transaction;
- (f) Denison shall have determined, acting reasonably, that there shall not exist or have occurred (or, if there does exist or shall have occurred prior to the commencement of the Offer, there shall not have been disclosed generally or to Denison in writing) any change (or any condition, event or development involving a prospective change) in the business, operations, assets, capitalization, properties, financial condition, prospects, licences, permits, rights, privileges or liabilities of Rockgate or any subsidiary of Rockgate that, when considered either individually or in the aggregate, constitutes a Material Adverse Effect in respect of Rockgate;
- (g) there shall not have occurred a nuclear accident or significant nuclear environmental incident at a nuclear facility should occur which, in either case, in the opinion of Denison, could reasonably be expected to have a significant adverse effect on the market price or value of the Shares;
- (h) Denison shall not have become aware of any untrue statement of a material fact, or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made and at the date it was made, (after giving effect to all subsequent filings in relation to all matters covered in earlier filings) in any document filed or released by or on behalf of Rockgate with any securities regulatory authority in Canada or elsewhere, including any annual report, financial statements, material change report, press release and management information circular, which Denison shall have determined in its reasonable judgment constitutes a Material Adverse Effect in respect of Rockgate;
- (i) there shall have not occurred, developed or come into effect or existence any effect, action, state, condition or major financial occurrence of national or international consequence or any law, regulation, action, government regulation, enquiry or other occurrence of any nature whatsoever which, in the opinion of Denison, acting reasonably, materially adversely affects and will continue to materially adversely affect the financial markets in Canada or the United States;
- (j) the Denison Shares to be issued pursuant to the Offer shall have been approved for listing on the TSX and the NYSE MKT;
- (k) the registration statement for the Denison Shares to be issued pursuant to the Offer shall have become effective under the U.S. Securities Act, and no stop order suspending the effectiveness of the registration statement shall have been issued nor shall there have been any proceeding for that purpose initiated or threatened by the SEC and we shall have received all necessary state securities law or blue sky authorizations;

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(l)

(i) the board of directors of Rockgate shall have redeemed all outstanding rights or waived the application of the Shareholder Rights Plan to the purchase of Shares by Denison under the Offer, a Compulsory Acquisition and/or any Subsequent Acquisition Transaction; or (ii) Denison shall have determined that the shareholder rights plan does not and will not materially adversely affect the Offer or have a Material Adverse Effect either before, or upon consummation of, the Offer, a Compulsory Acquisition or any Subsequent Acquisition Transaction; or (iii) a cease trading order or an injunction shall have been issued by the applicable regulatory authorities that has the effect of prohibiting or preventing the exercise of the rights or the issue of Shares upon the exercise of the rights in relation to the Offer, a Compulsory Acquisition and/or any Subsequent Acquisition Transaction, which cease trading order or injunction shall be in full force and effect; or (iv) a court of competent jurisdiction shall have made a final and non-appealable order that the rights are illegal, invalid, of no force or effect or may not be exercised in relation to the Offer, a Compulsory Acquisition or any Subsequent Acquisition Transaction; or (v) the shareholder rights plan and the rights shall otherwise have been held unexercisable or unenforceable in relation to the purchase by Denison of the Shares;

(m)

the Lock-Up Agreements between Denison and the Locked-Up Shareholders shall not have been terminated or breached by the Locked-Up Shareholders and the enforceability or performance of the Lock-Up Agreements (or any one of them) shall not have been enjoined or otherwise prevented or prohibited by any Laws, regulator or court; and

(n)

Denison shall have determined that a Restricted Event shall not have occurred.

"Restricted Event" means, with respect to Rockgate and its subsidiaries, any of the following:

the issuance, sale or authorization of any additional Shares, shares of any other class or series of capital of Rockgate, other voting securities or any securities convertible into, or options (other than the 2013 Options), rights (other than rights issued pursuant to the Shareholder Rights Plan adopted by Rockgate) or warrants, conditional or otherwise, to acquire, any of the foregoing (except upon the exercise of options in accordance with their terms), or any other securities or rights in respect of, in lieu of, or in substitution or exchange for any shares in Rockgate's capital;

declaring, paying, authorizing or making any distribution, payment or dividend on any of Rockgate's securities, except for the required payment of principal or interest on Rockgate's debt securities outstanding on the date hereof in accordance with their terms reflected in Rockgate's consolidated interim financial report as of and for the year ended June 30, 2013;

any amendment to the notice of articles or articles of Rockgate;

acquiring, disposing of, pledging or transferring any material assets or securities (except in the ordinary course of business consistent with past practice);

making any material capital expenditures (except in the ordinary course of business consistent with past practice);

other than the Retention Agreements, adopting, amending, varying, modifying or taking any other action with respect to any bonus, profit sharing, incentive, salary or other compensation, equity based award, pension, retirement, deferred compensation, severance, change in control, employment or other employee benefit plan, agreement, trust, fund or arrangement for the benefit or welfare of any officer, director or employee, or similar rights or other benefits except for (A) awards under such plans for officers, directors and employees currently in existence and publicly disclosed, which are made in the ordinary course of business consistent with past practice or (B) actions with respect to bonuses, salary or other compensation in the ordinary course of business consistent with past practice;

(A) incurring or committing to incur any material indebtedness for borrowed money or issuing any debt securities, except for borrowings in the ordinary course of business consistent with past practice under existing credit facilities, (B) incurring or committing to incur, or guaranteeing, endorsing or otherwise becoming responsible for, any other material liability, obligation or indemnity or the obligation of any

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other person, or (C) making any loans or advances to persons other than wholly-owned subsidiaries, except in the ordinary course of business consistent with past practice;

paying, discharging or satisfying any material claims, liabilities or obligations other than the payment, discharge or satisfaction, in the ordinary course of business consistent with past practice in accordance with their terms, of claims, liabilities or obligations reflected or reserved against in Rockgate's consolidated financial statements as of and for the year ended June 30, 2013 or incurred in the ordinary course of business consistent with past practice;

waiving, releasing, granting, transferring, exercising or amending any rights of material value or modifying or changing in any material respect (A) any existing material contractual rights in respect of any material joint ventures or material properties, projects or rights of any kind, or (B) any other material license, lease, permit, authorization, concession, contract or other document other than in the ordinary course of business consistent with past practice, and only if so doing would not have a Material Adverse Effect;

any default, termination, acceleration or other event under any material instrument or agreement to which Rockgate or any of its subsidiaries is a party or by which any of their respective properties or assets are bound which would have a Material Adverse Effect whether such event shall have occurred as a result of Denison making the Offer, the taking up and paying for Shares under the Offer, the completion of a Compulsory Acquisition or a Subsequent Acquisition Transaction or for any other reason (other than a default under Rockgate's term loan facility or credit agreement or any other agreement filed on Rockgate's SEDAR profile as of the date of this document which shall have occurred as a result of Denison making the Offer), taking up and paying for Rockgate Shares under the Offer or completing a Compulsory Acquisition or a Subsequent Acquisition Transaction;

entering into or completing (A) any material transaction not in the ordinary course of business, or (B) other than with Denison or any of its affiliates subsequent to the date of the Offer, any exchange offer, merger, amalgamation, plan of arrangement, reorganization, consolidation, business combination, reverse take-over, sale of all or substantially all of its assets, recapitalization, dissolution, winding up or similar transaction;

the authorization by the board of directors of Rockgate or Rockgate's shareholders or of any subsidiary of Rockgate of any of the foregoing; or

the entering into of any agreement to do any of the foregoing.

The foregoing conditions are for the exclusive benefit of Denison and may be asserted by Denison regardless of the circumstances giving rise to any such assertion, including any action or inaction by Denison.

Unless precluded from doing so by applicable Laws, Denison may, in its sole discretion, waive any of these conditions in whole or in part on our behalf, without prejudice to any other rights which Denison may have. Each of the foregoing conditions is independent of and in addition to each other and may be asserted irrespective of whether any other of such conditions may be asserted in connection with any particular event, occurrence or state of facts or otherwise. Any determination by Denison concerning any condition or relevant event shall be final and binding on all parties. The failure by Denison at any time to exercise any of the foregoing rights shall not be deemed a waiver of any right and each right shall be deemed a continuing right that may be asserted at any time and from time to time until the Expiry Time.

Any waiver of a condition or the termination or withdrawal of the Offer will be effective upon written notice (or other communication subsequently confirmed in writing, provided that such confirmation is not a condition of the effectiveness of the notice) by Denison to that effect to the Depositary at its principal office in Toronto, Ontario. Forthwith after giving any such notice, Denison will make a public announcement of such waiver, termination or withdrawal and will cause the Depositary, if required by applicable Laws, as soon as practicable thereafter to communicate such notice in the manner set forth in Section 10 of the Offer, "Notices and Delivery", to all registered Shareholders and to all holders of Options. If the Offer is withdrawn, Denison will not be obligated to take up or pay for any Shares deposited under the Offer and the Depositary will promptly return all Deposited Shares in accordance with Section 7 of the Offer, "Return of Deposited Shares".

4. Time for Acceptance

The Offer is now open for acceptance until 4:00 p.m. (Toronto time) on November 18, 2013, or such later time or times and date or dates as may be fixed by Denison from time to time pursuant to Section 5 of the Offer, "Extension, Variation or Change in the Offer".

5. Manner of Acceptance

Shares may be deposited under the Offer in accordance with the provisions set forth in Section 3 of the Offer, "Manner of Acceptance".

6. Take-Up of and Payment for Deposited Shares

Denison will take-up and pay for Shares deposited under the Offer in the manner set forth in Section 6 of the Offer, "Take-Up and Payment for Deposited Shares".

7. Withdrawal of Deposited Shares

Shareholders have the right to withdraw Shares deposited under the Offer in the circumstances and in the manner set forth in Section 8 of the Offer, "Withdrawal of Deposited Shares".

8. Amendments and Variations to Offer Documents

The Offer and Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery shall be read together with this Notice of Extension and Variation in order to give effect to the variations to the Offer and the amendments to the Offer and Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery set forth herein.

9. Statutory Rights

Securities legislation of the provinces and territories of Canada provides Shareholders with, in addition to any other rights they may have at law, one or more rights of rescission, price revision or to damages if there is a misrepresentation in a circular or notice that is required to be delivered to the Shareholders. However, such rights must be exercised within prescribed time limits. Shareholders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult a lawyer.

10. Directors' Approval

The contents of this Notice of Extension and Variation have been approved, and the sending, communication or delivery thereof to the Shareholders has been authorized, by the board of directors of Denison.

CERTIFICATE OF DENISON MINES CORP.

The foregoing, together with the Offer and Circular dated September 19, 2013, and the Notice of Extension dated October 25, 2013 contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

DATED: October 30, 2013

(Signed) RON F. HOCHSTEIN
President and Chief Executive Officer

On Behalf of the Board of Directors

(Signed) WILLIAM A. RAND
Director

(Signed) DAVID CATES
Vice President, Finance and Tax and Chief Financial Officer

(Signed) JOHN CRAIG
Director

The Depositary for the Offer is:

Computershare Investor Services Inc.

By Mail

Computershare Investor Services Inc.
PO Box 7021
31 Adelaide Street E.
Toronto ON
M5C 3H2
Attention: Corporate Actions

By Registered Mail, by Hand or by Courier

Computershare Investor Services Inc.
100 University Ave., 8th Floor
Toronto ON
M5J 2Y1
Attention: Corporate Actions

The Information Agent for the Offer is:

Laurel Hill Advisory Group
Toll-Free Phone: 1-877-452-7184
Outside of North America Phone: 1-416-304-0211
Facsimile: 1-416-646-2415
E-mail: assistance@laurelhill.com

Any questions or requests for assistance or additional copies of the Notice of Extension and Variation, Offer and Circular, the Letter of Transmittal or the Notice of Guaranteed Delivery may be directed to the Depositary or the Information Agent. Shareholders may also contact their investment advisor, stockbroker, bank, trust company or other nominee for assistance concerning the Offer.

PART II

**INFORMATION NOT REQUIRED TO BE DELIVERED
TO OFFEREES OR PURCHASERS**

Indemnification

As permitted by the Ontario *Business Corporations Act*, the Registrant's Bylaws provide that the Registrant will indemnify its directors and officers and any former directors or officers of the Registrant or persons who act or acted at the Registrant's request as a director or officer of a body corporate of which the Registrant is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Registrant or such body corporate, if,

- (a) he or she acted honestly and in good faith with a view to the best interests of the Registrant; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The Ontario *Business Corporations Act* also provides, and the Registrant's Bylaws permit, that, with the approval of the court, such persons may also be indemnified by the Registrant in respect of an action by or on behalf of the Registrant or any such body corporate to procure a judgment in its favor, to which the person is made a party by reason of being or having been a director or officer of the Registrant or such body corporate. Generally, any director or officer who is entitled to an indemnity may also be indemnified by the Registrant for all of his or her costs, charges and expenses reasonably incurred in defending his or her position, if he or she was substantially successful in his or her defense and fulfills the conditions in clauses (a) and (b) above.

The Registrant maintains liability insurance for its directors and officers acting in their respective capacities in an aggregate amount of Cdn\$20,000,000, subject to the following deductibles: (a) Cdn\$250,000 per occurrence; (b) Cdn\$250,000 for a loss due to a claim under applicable Canadian securities laws; and (c) \$250,000 for a loss due to a claim under applicable U.S. securities laws. The premium paid by the Registrant in 2012 for this coverage was Cdn\$155,530 for the period from November 1, 2012 to November 1, 2013. No amounts were paid by individual directors and officers for this coverage.

In addition, the Registrant has entered into separate Indemnity Agreements with each of its officers and directors, which Agreements provide for indemnification of the director or officer against certain judgments, penalties, fines and expenses incurred by each such officer or director in connection with certain threatened, pending or completed investigations, inquiries, hearings, actions or proceedings.

Insofar as indemnification for liabilities arising under the *Securities Act of 1933*, as amended, may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the U.S. Securities and Exchange Commission such indemnification is against public policy as expressed in the *Securities Act of 1933*, as amended, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the *Securities Act of 1933*, as amended, and will be governed by the final adjudication of such issue.

The above discussion of the Registrant's Bylaws and Ontario law is not intended to be exhaustive and is qualified in its entirety by such Bylaws, the Registrant's Certificate of Incorporation and Ontario Law.

EXHIBITS

Exhibit Number	Description
2.1*	Letter of Transmittal dated September 19, 2013
2.2*	Notice of Guaranteed Delivery dated September 19, 2013
2.3*	Lock Up Agreement between the Registrant and JP Morgan Asset Management (UK) Limited
2.4*	Lock Up Agreement between the Registrant and New City Energy Limited
2.5*	Lock Up Agreement between the Registrant and Geiger Counter Limited
2.6*	Lock Up Agreement between the Registrant and City Natural Resources High Yield Trust plc
2.7*	Lock Up Agreement between the Registrant and Sprott Asset Management USA Inc.
2.8*	Lock Up Agreement between the Registrant and Resource Capital Investment Corp., General Partner
2.9*	Lock Up Agreement between the Registrant and Sprott Asset Management LP
3.1*	Annual Information Form for the year ended December 31, 2012 (incorporated by reference to the Registrant's Annual Report on Form 40-F, as filed with the Securities and Exchange Commission on March 15, 2013)
3.2*	Audited Consolidated Financial Statements, and the related notes thereto, as at December 31, 2012 and 2011 and for each of the years in the two year period ended December 31, 2012 and the Auditors' Report thereon (incorporated by reference to the Registrant's Annual Report on Form 40-F, as filed with the Securities and Exchange Commission on March 15, 2013)
3.3*	Management's Discussion and Analysis of Financial Position and Operating Results for the years ended December 31, 2012 and 2011 (incorporated by reference to the Registrant's Annual Report on Form 40-F, as filed with the Securities and Exchange Commission on March 15, 2013)
3.4*	Management Information Circular for the Registrant's annual meeting of shareholders held on May 9, 2013 (incorporated by reference to the Registrant's Report on Form 6-K furnished to the Securities and Exchange Commission on April 18, 2013)
3.5*	Unaudited Consolidated Interim Financial Statements and the related notes thereto for the three and six months ended June 30, 2013 and 2012 (incorporated by reference to the Registrant's Report on Form 6-K furnished to the Securities and Exchange Commission on August 20, 2013)
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3.7*	Material Change Report of the Registrant dated January 16, 2013 (incorporated by reference to the Registrant's Report on Form 6-K furnished to the Securities and Exchange Commission on January 17, 2013)
3.8*	Material Change Report of the Registrant dated January 17, 2013
3.9*	Material Change Report of the Registrant dated March 15, 2013 (incorporated by reference to the Registrant's Report on Form 6-K furnished to the Securities and Exchange Commission on March 25, 2013)
3.10*	Amended and Restated Business Acquisition Report of the Registrant regarding the acquisition, effective April 26, 2013, of Fission Energy Corp., dated September 9, 2013 (incorporated by reference to the Registrant's Report on Form 6-K furnished to the Securities and Exchange Commission on September 10, 2013)

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4.1*	Consent of PricewaterhouseCoopers LLP
4.2*	Consent of Ernst & Young LLP
4.3*	Consent of Cassels, Brock & Blackwell LLP
4.4*	Consent of Steve Blower, P. Geo
4.5*	Consent of Terry V. Wetz, P.E.
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4.8*	Consent of Thomas C. Pool, P.E.
4.9*	Consent of Neil N. Gow, P.Geo.
4.10*	Consent of Richard E. Routledge, M.Sc., P.Geo.
4.11*	Consent of James W. Hendry, P.Eng.
4.12*	Consent of Luke Evans, M.Sc., P.Eng.
4.13*	Consent of Hrayr Agnerian, M.Sc. (Applied), P. Geo.
4.14*	Consent of Michel Dagbert, P.Eng.
4.15*	Consent of Malcolm Titley, B.Sc. (Geology and Chemistry), MAusIMM, MAIG
4.16*	Consent of Mark B. Mathisen, B.Sc., P.G.
4.17*	Consent of William E. Roscoe, Ph.D., Eng.
4.18*	Consent of CSA Global (UK) Ltd.
4.19*	Consent of SGS Geostat Ltd.
5.1*	Powers of Attorney (included on the signature page of this Registration Statement)

*

Previously filed with the Registrant's Form F-8 (Commission File No. 333-191254), filed with the Commission on September 19, 2013.

PART III

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

Item 1. Undertakings

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities registered pursuant to Form F-8 or to transactions in said securities.

The Registrant further undertakes to disclose in the United States, on the same basis as it is required to make such disclosure pursuant to any applicable Canadian federal and/or provincial or territorial law, regulation or policy, information regarding purchases of the Registrant's securities or of the subject issuer's securities during the exchange offer. Such information shall be set forth in amendments to this Form.

Item 2. Consent to Service of Process

The Registrant has filed with the Commission a written irrevocable consent and power of attorney on Form F-X.

Any change to the name or address of the agent for service of process of the Registrant shall be communicated promptly to the Commission by an amendment to the Form F-X referencing the file number of the relevant registration statement.

III-1

SIGNATURES

Pursuant to the requirements of the *Securities Act of 1933*, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-8 and has duly caused this Amendment No. 2 to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Toronto in the Province of Ontario, Canada, on October 30, 2013.

DENISON MINES CORP.

By: /s/ RONALD F. HOCHSTEIN

Name: Ronald F. Hochstein

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Amendment No. 2 to this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ RONALD F. HOCHSTEIN</u>	President, Chief Executive Officer and Director (Principal Executive Officer)	October 30, 2013
Ronald F. Hochstein *		
<u>David D. Cates</u>	Vice President Finance, Tax and Chief Financial Officer (Principal Financial and Accounting Officer)	October 30, 2013
Eun Ho Cheong *	Director	
<u>John H. Craig</u>	Director	October 30, 2013
John H. Craig *		
<u>W. Robert Dengler</u>	Director	October 30, 2013
W. Robert Dengler *		
<u>Brian D. Edgar</u>	Director	October 30, 2013
Brian D. Edgar *		
<u>Lukas H. Lundin</u>	Chairman of the Board of Directors	October 30, 2013
Lukas H. Lundin *		
<u>William A. Rand</u>	Director	October 30, 2013
William A. Rand *		
<u>Catherine J. G. Stefan</u>	Director	October 30, 2013

*By: /s/ RONALD F. HOCHSTEIN

Ronald F. Hochstein

Attorney-in-fact

AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, as amended, the undersigned has signed this Registration Statement, solely in the capacity of the duly authorized representative of Denison Mines Corp. in the United States, in the City of Newark, State of Delaware, on October 30, 2013.

PUGLISI & ASSOCIATES

By: /s/ DONALD J. PUGLISI

Name: Donald J. Puglisi

Title: Managing Director

III-3

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QuickLinks

Explanatory Note

PART I INFORMATION REQUIRED TO BE DELIVERED TO OFFEREES OR PURCHASERS

CURRENCY

FORWARD-LOOKING STATEMENTS

NOTICE OF EXTENSION AND VARIATION

CERTIFICATE OF DENISON MINES CORP.

The Depositary for the Offer is

The Information Agent for the Offer is

PART II INFORMATION NOT REQUIRED TO BE DELIVERED TO OFFEREES OR PURCHASERS

EXHIBITS

PART III UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

Item 1. Undertakings

Item 2. Consent to Service of Process

SIGNATURES

AUTHORIZED REPRESENTATIVE

EXHIBITS