

State of Idaho

Department of State

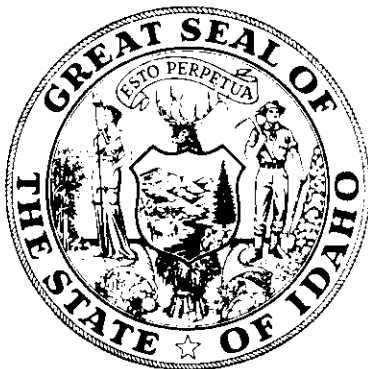
CERTIFICATE OF WITHDRAWAL OF

DENISON MINES (U.S.) INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of DENISON MINES (U.S.) INCORPORATED for a Certificate of Withdrawal from this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated June 9, 19 89.



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

A handwritten signature in cursive script, likely belonging to the Corporation Clerk.

Corporation Clerk

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, Idaho Code, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement: 44 AM '89

1. The name of the corporation is Denison Mines (U.S.) Incorporated STATE
_____. The name which it used in Idaho is Denison Mines
(U.S.) Incorporated
2. It is incorporated under the laws of the State of Delaware
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation that may be mailed is P.O. Box 40,
Royal Bank Plaza, Toronto, Ontario, Canada M5J 2K2, Attn: Denison
Mines Limited
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

Denison Mines (U.S.) Incorporated

By _____

Its _____ President

And _____

Its _____ Secretary

PROVINCE _____
STATE OF ONTARIO)
COUNTY OF METROPOLITAN) ss:
MUNICIPALITY TORONTO)

I, P. Jane Gavan, a notary public, do hereby certify that on this
17th day of March, 19 89, personally appeared
before me J.D. Fowler and E.P. Farmer respectively, who being by me first duly sworn,
they are
declared that he is the President and Secretary of Denison Mines (U.S.) Incorporated

they are
that he signed as President and Secretary respectively
that the statement is true.

Notary Public