

## NOTICE OF SPECIAL MEETING

NOTICE IS HEREBY GIVEN that a special meeting (the “**Meeting**”) of the holders of common shares (“**Fission Shareholders**”) of Fission Uranium Corp. (“**Fission**”) will be held at the offices of Blake, Cassels & Graydon LLP, Suite 2600, 595 Burrard Street, Vancouver, British Columbia, V7X 1L3, on October 14, 2015 at 10:00 a.m. (Vancouver time) for the following purposes:

- (a) to consider pursuant to an interim order of the Supreme Court of British Columbia dated September 14, 2015 (the “**Interim Order**”) and, if thought advisable, to pass, with or without amendment, a special resolution (the “**Arrangement Resolution**”) approving an arrangement (the “**Arrangement**”) under section 192 of the *Canada Business Corporations Act*, the full text of which resolution is set forth in Appendix “A” to the accompanying Management Information Circular (the “**Circular**”); and
- (b) to transact such further or other business as may properly come before the Meeting or any adjournments thereof.

The Circular provides additional information relating to the matters to be addressed at the Meeting, including the Arrangement, and is deemed to form part of this Notice.

Registered Fission Shareholders are entitled to vote at the Meeting either in person or by proxy. Registered Fission Shareholders who are unable to attend the Meeting in person are encouraged to read, complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Circular. In order to be valid for use at the Meeting, proxies must be received by Computershare Trust Company of Canada, at its office at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax number 1-866-249-7775, or by international fax number 1-416-263-9524 at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting. Please advise Fission of any change in your mailing address. The time limit for deposit of proxies may be waived or extended by the Chairman of the Meeting at his discretion, without notice.

If you are a non-registered shareholder, please refer to the section in the Circular entitled “*General Proxy Information — Non-Registered Holders*” for information on how to vote your Fission Shares.

Take notice that, pursuant to the Interim Order, each Registered Fission Shareholder, has been granted the right to dissent in respect of the Arrangement Resolution and, if the Arrangement becomes effective, to be paid the fair value of the Fission Shares in respect of which such Registered Fission Shareholder dissents by Denison Mines Corp., in accordance with the dissent procedures contained in the Interim Order. To exercise such right, (a) a written notice of dissent with respect to the Arrangement Resolution from the Registered Fission Shareholder must be received by Fission at its address for such purpose, Blake, Cassels & Graydon LLP, 2600 – 595 Burrard Street, Vancouver, British Columbia, V7X 1L3, Attention: Sean Boyle, by not later than 4:00 p.m. (Vancouver time) on October 9, 2015, or two Business days prior to any adjournment of the Meeting, and (b) the Registered Fission Shareholder must have otherwise complied with the dissent procedures in the Interim Order. The right to dissent is described in the Circular and the text of the Interim Order is set forth in Appendix “D” to the Circular.

Failure to strictly comply with the requirements set forth in the Interim Order may result in the loss of any right of dissent.

DATED at Vancouver, British Columbia this 15<sup>th</sup> day of September, 2015.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
FISSION URANIUM CORP.**

*“Ross McElroy”*

President, COO & Director