

**AMENDMENT AGREEMENT  
MANAGEMENT SERVICES AGREEMENT**

This Amendment Agreement dated at February 17, 2010, is made between Uranium Participation Corporation, a corporation incorporated under the laws of the Province of Ontario ("UPC") and Denison Mines Inc., a corporation incorporated under the laws of the Province of Ontario (the "Manager").

WHEREAS the parties entered into a management services agreement dated as of March 30, 2005, as amended and restated as of March 27, 2006 and as further amended by agreement dated June 23, 2008 (the "Management Services Agreement");

WHEREAS the "Initial Term" (as defined in the Management Services Agreement) for the Management Services Agreement expires on March 30, 2010;

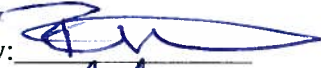
WHEREAS the parties have agreed to extend the term of the Management Services Agreement;


NOW THEREFORE for good and valuable consideration, the receipt and sufficiency of which is acknowledged and agreed the parties agree as follows:

1. The Management Services Agreement is amended to provide for the extension of the Initial Term, which shall expire on March 30, 2013.
2. All other terms and conditions of the Management Services Agreement shall remain in full force and effect unamended.

**IN WITNESS WHEREOF** the parties hereto have duly executed this Amendment Agreement.

**URANIUM PARTICIPATION CORPORATION**

By: 

By: 

**DENISON MINES INC.**

By: 

By: 