

## CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Unaudited - Expressed in thousands of Canadian dollars ("CAD") except for share amounts)

	At September 30 2024	At December 31 2023
<b>ASSETS</b>		
<b>Current</b>		
Cash and cash equivalents (note 4)	\$ 105,933	\$ 131,054
Trade and other receivables	3,354	1,913
Inventories	3,644	3,580
Investments-equity instruments (note 5)	10,490	10,400
Prepaid expenses and other	816	1,594
	<u>124,237</u>	<u>148,541</u>
<b>Non-Current</b>		
Inventories-ore in stockpiles	2,098	2,098
Investments-equity instruments (note 5)	-	117
Investments-uranium (note 5)	242,780	276,815
Investments-convertible debentures (note 5)	14,440	15,565
Investments-joint venture (note 6)	18,173	17,290
Restricted cash and investments	11,799	11,231
Property, plant and equipment (note 7)	258,360	254,946
Total assets	<u>\$ 671,887</u>	<u>\$ 726,603</u>
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities (note 8)	\$ 12,912	\$ 10,822
Current portion of long-term liabilities:		
Deferred revenue (note 9)	4,501	4,535
Reclamation obligations (note 10)	2,257	2,256
Other liabilities	120	333
	<u>19,790</u>	<u>17,946</u>
<b>Non-Current</b>		
Deferred revenue (note 9)	29,914	30,423
Reclamation obligations (note 10)	31,945	32,642
Other liabilities	2,960	1,201
Deferred income tax liability	2,368	2,607
Total liabilities	<u>86,977</u>	<u>84,819</u>
<b>EQUITY</b>		
Share capital (note 11)	1,657,432	1,655,024
Contributed surplus	72,209	69,823
Deficit	(1,146,498)	(1,084,881)
Accumulated other comprehensive income	1,767	1,818
Total equity	<u>584,910</u>	<u>641,784</u>
Total liabilities and equity	<u>\$ 671,887</u>	<u>\$ 726,603</u>
Issued and outstanding common shares (note 11)	892,596,933	890,970,371
Commitments and contingencies (note 17)		

The accompanying notes are an integral part of the condensed interim consolidated financial statements

## CONDENSED INTERIM CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)

(Unaudited - Expressed in thousands of CAD dollars except for share and per share amounts)

	Three Months Ended September 30		Nine Months Ended September 30	
	2024	2023	2024	2023
<b>REVENUES</b> (note 14)	\$ 695	\$ 777	\$ 2,853	\$ 763
<b>EXPENSES</b>				
Operating expenses (note 14)	(1,030)	(797)	(3,617)	(2,567)
Exploration (note 14)	(2,834)	(2,052)	(10,002)	(7,833)
Evaluation (note 14)	(8,577)	(5,217)	(20,986)	(12,601)
General and administrative (note 14)	(3,552)	(2,999)	(10,877)	(9,462)
Other (expense) income (note 13)	(10,669)	68,064	(20,347)	90,262
	(26,662)	56,999	(65,829)	57,799
(Loss) income before net finance expense, equity accounting	(25,967)	57,776	(62,976)	58,562
Finance income (expense), net (note 13)	638	(418)	2,381	(1,706)
Equity share of loss of joint venture (note 6)	(604)	(459)	(1,732)	(3,814)
(Loss) income before taxes	(25,933)	56,899	(62,327)	53,042
Deferred income tax recovery	166	1,017	239	1,695
Net (loss) income from continuing operations	(25,767)	57,916	(62,088)	54,737
Net income from discontinued operations, net of taxes (note 14)	-	321	471	1,161
Net (loss) income for the period	\$ (25,767)	\$ 58,237	\$ (61,617)	\$ 55,898
Other comprehensive (loss) income:				
Items that are or may be subsequently reclassified to (loss) income:				
Foreign currency translation change	16	(114)	(51)	15
Comprehensive (loss) income for the period	\$ (25,751)	\$ 58,123	\$ (61,668)	\$ 55,913
Basic and diluted net (loss) income per share:				
Basic	\$ (0.03)	\$ 0.07	\$ (0.07)	\$ 0.07
Diluted	\$ (0.03)	\$ 0.07	\$ (0.07)	\$ 0.07
Weighted-average number of shares outstanding (in thousands):				
Basic	892,468	840,036	891,976	836,174
Diluted	892,468	847,684	891,976	843,306

The accompanying notes are an integral part of the condensed interim consolidated financial statements

## CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Unaudited - Expressed in thousands of CAD dollars)

	Nine Months Ended September 30	
	2024	2023
<b>Share capital (note 11)</b>		
Balance-beginning of period	\$ 1,655,024	\$ 1,539,209
Shares issued for cash, net of issue costs	-	37,042
Other shares issued, net of issue costs	95	193
Share options exercised-cash	1,274	2,362
Share options exercised-transfer from contributed surplus	599	981
Share units exercised-transfer from contributed surplus	440	1,775
Balance-end of period	1,657,432	1,581,562
<b>Contributed surplus</b>		
Balance-beginning of period	69,823	70,281
Share-based compensation expense (note 12)	3,425	2,686
Share options exercised-transfer to share capital	(599)	(981)
Share units exercised-transfer to share capital	(440)	(1,775)
Balance-end of period	72,209	70,211
<b>Deficit</b>		
Balance-beginning of period	(1,084,881)	(1,175,256)
Net (loss) income	(61,617)	55,898
Balance-end of period	(1,146,498)	(1,119,358)
<b>Accumulated other comprehensive income (note 13)</b>		
Balance-beginning of period	1,818	1,782
Foreign currency translation	(51)	15
Balance-end of period	1,767	1,797
<b>Total Equity</b>		
Balance-beginning of period	\$ 641,784	\$ 436,016
Balance-end of period	\$ 584,910	\$ 534,212

The accompanying notes are an integral part of the condensed interim consolidated financial statements

## CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOW

(Unaudited - Expressed in thousands of CAD dollars)

	Nine Months Ended September 30	
	2024	2023
<b>CASH PROVIDED BY (USED IN):</b>		
<b>OPERATING ACTIVITIES</b>		
Net loss for the period	\$ (61,617)	\$ 55,898
Adjustments and items not affecting cash and cash equivalents:		
Depletion, depreciation, amortization and accretion	7,528	6,934
Fair value change losses (gains):		
Investments-equity instruments (notes 5 and 13)	135	(2,645)
Investments-uranium (note 5 and 13)	20,437	(85,910)
Investments-convertible debentures (notes 5 and 13)	1,125	-
Joint venture-equity share of loss (note 6)	1,732	3,814
Recognition of deferred revenue (note 9)	(2,853)	(763)
Gain on property, plant and equipment disposals	(149)	(1,299)
Post-employment benefit payments	(96)	(68)
Reclamation obligation expenditures (note 10)	(2,117)	(2,138)
Reclamation liability deposit from joint venture partner	-	99
Share-based compensation (note 12)	3,425	2,686
Foreign exchange gain (note 13)	(803)	(150)
Deferred income tax recovery	(239)	(1,695)
Change in non-cash operating working capital items (note 13)	1,124	(571)
Net cash used in operating activities	(32,368)	(25,808)
<b>INVESTING ACTIVITIES</b>		
Increase in restricted cash and investments	(568)	(269)
Purchase of investment in joint venture (note 6)	(2,615)	(1,979)
Additions of property, plant and equipment (note 7)	(5,196)	(1,525)
Proceeds on disposal of investments – uranium (note 5)	13,598	-
Proceeds on disposal of property, plant and equipment	227	125
Net cash provided by (used in) investing activities	5,446	(3,648)
<b>FINANCING ACTIVITIES</b>		
Proceeds from share options exercised, net of issue costs (note 12)	1,258	2,362
Repayment of debt obligations	(213)	(164)
Proceeds from share issues, net of issue costs	-	37,022
Net cash provided by financing activities	1,045	39,220
Decrease in cash and cash equivalents	(25,877)	9,764
Foreign exchange effect on cash and cash equivalents	756	160
Cash and cash equivalents, beginning of period	131,054	50,915
Cash and cash equivalents, end of period	\$ 105,933	\$ 60,839

The accompanying notes are an integral part of the condensed interim consolidated financial statements

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

(Unaudited - Expressed in CAD dollars except for shares and per share amounts)

### 1. NATURE OF OPERATIONS

Denison Mines Corp. (“DMC”) and its subsidiary companies and joint arrangements (collectively, “Denison” or the “Company”) are engaged in uranium mining related activities, which can include acquisition, exploration, development and mining of uranium bearing properties, as well as the processing and selling of, and investing in uranium.

The Company has an effective 95.0% interest in the Wheeler River Joint Venture (“WRJV”), a 69.44% interest in the Waterbury Lake Uranium Limited Partnership (“WLULP”), a 22.5% interest in the McClean Lake Joint Venture (“MLJV”) (which includes the McClean Lake mill) and a 25.17% interest in the Midwest Joint Venture (“MWJV”), each of which are located in the eastern portion of the Athabasca Basin region in northern Saskatchewan, Canada. The McClean Lake mill is contracted to provide toll milling services to the Cigar Lake Joint Venture (“CLJV”) under the terms of a toll milling agreement between the parties (see note 9).

Through its 50% ownership of JCU (Canada) Exploration Company, Limited (“JCU”), Denison holds further indirect interests in various uranium project joint ventures in Canada, including the Millennium project (JCU 30.099%), the Kiggavik project (JCU 33.8118%), and the Christie Lake project (JCU 34.4508%). See note 6 for details.

DMC is incorporated under the Business Corporations Act (Ontario) and domiciled in Canada. The address of its registered head office is 40 University Avenue, Suite 1100, Toronto, Ontario, Canada, M5J 1T1.

### 2. STATEMENT OF COMPLIANCE

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting. The condensed interim consolidated financial statements should be read in conjunction with the audited annual consolidated financial statements for the year ended December 31, 2023. The Company’s presentation currency is Canadian dollars (“CAD”).

These financial statements were approved by the board of directors for issue on November 7, 2024.

### 3. MATERIAL ACCOUNTING POLICIES

The material accounting policies followed in these condensed interim consolidated financial statements are consistent with those applied in the Company’s audited annual consolidated financial statements for the year ended December 31, 2023.

The Company has adopted the amendments to IAS 1: Presentation of Financial Statements, IAS 7: Statement of Cash Flows and Errors, IFRS 7: Financial Instruments: Disclosures and IFRS 16: Leases, which are effective for annual periods beginning on or after January 1, 2024 and has concluded that these amendments have no impact on the Company’s condensed interim consolidated financial statements.

### 4. CASH AND CASH EQUIVALENTS

The cash and cash equivalent balance consists of:

(in thousands)	At September 30 2024	At December 31 2023
Cash	\$ 1,251	\$ 2,650
Cash in MLJV and MWJV	543	1,036
Cash equivalents	104,139	127,368
	<b>\$ 105,933</b>	<b>\$ 131,054</b>

**5. INVESTMENTS**

The investments balance consists of:

(in thousands)	At September 30 2024	At December 31 2023
Investments:		
Equity instruments		
Shares	\$ 10,455	\$ 10,390
Warrants	35	127
Convertible Debentures	14,440	15,565
Physical Uranium	242,780	276,815
	<b>\$ 267,710</b>	<b>\$ 302,897</b>

Investments-by balance sheet presentation:

Current	\$ 10,490	\$ 10,400
Long-term	257,220	292,497
	<b>\$ 267,710</b>	<b>\$ 302,897</b>

The investments continuity summary is as follows:

(in thousands)	Equity Instruments	Convertible Debentures	Physical Uranium	Total Investments
Balance-December 31, 2023	\$ 10,517	\$ 15,565	\$ 276,815	\$ 302,897
Sale of investments	-	-	(13,598)	(13,598)
Acquisition of investments	108	-	-	108
Change in fair value gain to profit and (loss) (note 13)	(135)	(1,125)	(20,437)	(21,697)
Balance-September 30, 2024	<b>\$ 10,490</b>	<b>\$ 14,440</b>	<b>\$ 242,780</b>	<b>\$ 267,710</b>

**Investment in equity instruments and debentures**

At September 30, 2024, the Company holds equity instruments consisting of shares and warrants in publicly traded companies as well as convertible debt instruments. The convertible debt instruments are classified as non-current as they are convertible and redeemable for a period more than one year after the balance sheet date. During the nine months ended September 30, 2024, a portion of the interest payable on the convertible debentures was settled in shares, at the option of the debtor per the unsecured convertible debenture agreement.

**Investment in uranium**

At September 30, 2024, the Company holds a total of 2,200,000 pounds of physical uranium as uranium oxide concentrates ("U<sub>3</sub>O<sub>8</sub>") at a cost of \$80,729,000 (USD\$65,289,000 or USD\$29.67 per pound of U<sub>3</sub>O<sub>8</sub>) and market value of \$242,780,000 (USD\$179,850,000 or USD\$81.75 per pound of U<sub>3</sub>O<sub>8</sub>).

During the second quarter of 2024, the Company settled a sale of 100,000 pounds of U<sub>3</sub>O<sub>8</sub> for proceeds of \$13,598,000 (USD\$10,000,000).

**6. INVESTMENT IN JOINT VENTURE**

The investment in joint venture balance consists of:

(in thousands)	At September 30 2024	At December 31 2023
Investment in joint venture:		
JCU	\$ 18,173	\$ 17,290
	\$ 18,173	\$ 17,290

A summary of the investment in JCU is as follows:

(in thousands)		
Balance-December 31, 2023	\$	17,290
Investment at cost:		
Additional investment in JCU		2,615
Equity share of loss		(1,732)
Balance-September 30, 2024	\$	18,173

JCU is a private company that holds a portfolio of twelve uranium project joint venture interests in Canada, including a 10% interest in the WRJV, a 30.099% interest in the Millennium project (Cameco Corporation 69.901%), a 33.8118% interest in the Kiggavik project (Orano Canada Inc. 66.1882%), and a 34.4508% interest in the Christie Lake project (UEC 65.5492%).

During the nine months ended September 30, 2024, each shareholder of JCU funded operations with an investment in JCU of \$2,615,000. The investment was made by share subscription, where each shareholder acquired additional common shares in JCU in accordance with each shareholder's pro-rata ownership interest in JCU. As a result, the Company's ownership interest in JCU remained unchanged at 50%.

The following tables summarize the consolidated financial information of JCU on a 100% basis, taking into account adjustments made by Denison for equity accounting purposes (including fair value adjustments and differences in accounting policies). Denison records its equity share of earnings (loss) in JCU one month in arrears (due to the information not yet being available), adjusted for any known material transactions that have occurred up to the period end date on which Denison is reporting.

(in thousands)	At September 30 2024	At December 31 2023
Total current assets <sup>(1)</sup>	\$ 2,433	\$ 525
Total non-current assets	38,737	38,666
Total current liabilities	(415)	(381)
Total non-current liabilities	(4,409)	(4,230)
Total net assets	\$ 36,346	\$ 34,580

	Nine Months Ended August 31, 2024 <sup>(2)</sup>	
Revenue	\$	-
Net loss		(3,464)
Other comprehensive income	\$	-
Reconciliation of JCU net assets to Denison investment carrying value:		
Adjusted net assets of JCU—at December 31, 2023	\$	34,580
Net loss		(3,464)
Investment from owners		5,230
Net assets of JCU-at August 31, 2024	\$	36,346
Denison ownership interest		50%
Investment in JCU	\$	18,173

(1) The current assets presented are entirely cash and cash equivalents for September 30, 2024, and December 31, 2023.

(2) Represents JCU net loss for the nine months ended August 31, 2024 (recorded one month in arrears), adjusted for differences in fair value allocations and accounting policies.

## 7. PROPERTY, PLANT AND EQUIPMENT

The property, plant and equipment (“PP&E”) continuity summary is as follows:

(in thousands)	Plant and Equipment		Mineral Properties	Total PP&E
	Owned	Right-of-Use		
Cost:				
Balance-December 31, 2023	\$ 112,705	\$ 769	\$ 180,813	\$ 294,287
Additions (note 14)	3,393	1,704	2,116	7,213
Disposals	(602)	-	-	(602)
Balance-September 30, 2024	\$ 115,496	\$ 2,473	\$ 182,929	\$ 300,898
Accumulated amortization, depreciation:				
Balance-December 31, 2023	\$ (38,833)	\$ (508)	\$ -	\$ (39,341)
Amortization	(480)	-	-	(480)
Depreciation	(3,086)	(155)	-	(3,241)
Disposals	524	-	-	524
Balance-September 30, 2024	\$ (41,875)	\$ (663)	\$ -	\$ (42,538)
Carrying value:				
Balance-December 31, 2023	\$ 73,872	\$ 261	\$ 180,813	\$ 254,946
Balance-September 30, 2024	\$ 73,621	\$ 1,810	\$ 182,929	\$ 258,360

### Plant and Equipment – Owned

The Company has a 22.5% interest in the McClean Lake mill through its ownership interest in the MLJV. The carrying value of the mill, comprised of various infrastructure, building and machinery assets, represents \$53,056,000, or 72%, of the September 30, 2024 total carrying value amount of owned Plant and Equipment assets.

The additions to PP&E during the nine months ended September 30, 2024 primarily relate to long lead items for Wheeler River and the purchase of the MaxPERF Tool Systems.

### Plant and Equipment – Right-of-Use

The Company has included the cost of various right-of-use (“ROU”) assets within its plant and equipment ROU carrying value amount. These assets consist of building, vehicle, and office equipment leases. The majority of the asset value is attributable to the building lease assets for the Company’s office in Toronto and warehousing space in Saskatoon.

## Mineral Properties

As at September 30, 2024, the Company has various interests in development, evaluation and exploration projects located in Saskatchewan, Canada, which are either held directly or through contractual arrangements. The properties with significant carrying values are Wheeler River, Waterbury Lake, Midwest, Mann Lake, Wolly, Johnston Lake, and McClean Lake, which together represent \$165,830,000, or 91%, of the total mineral property carrying value as at September 30, 2024.

In January 2024, the Company closed an earn-in agreement with Grounded Lithium Corp (“Grounded Lithium”) with respect to the Kindersley Lithium Project in Saskatchewan (“KLP”). The agreement includes a series of earn-in options, with each earn-in option being comprised of a cash payment to Grounded Lithium as well as work expenditures to advance KLP. Should the Company complete all three earn-in options it will earn a 75% working interest in the KLP. The Company made a payment of \$800,000 to Grounded Lithium, incurred \$61,000 of transaction expenses related to agreement, and currently holds no interest in KLP. The Company has incurred expenditures of \$360,000 to the end of September 30, 2024, related to the earn-in option. The expenses incurred are expensed, consistent with the Company’s accounting policy.

## 8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The accounts payable and accrued liabilities balance consists of:

(in thousands)	At September 30 2024	At December 31 2023
Trade payables	\$ 6,615	\$ 5,037
Payables in MLJV and MWJV	5,678	4,843
Other payables	619	942
	<b>\$ 12,912</b>	<b>\$ 10,822</b>

## 9. DEFERRED REVENUE

The deferred revenue balance consists of:

(in thousands)	At September 30 2024	At December 31 2023
Deferred revenue-pre-sold toll milling:		
CLJV Toll Milling-Ecora	\$ 34,415	\$ 34,958
	<b>\$ 34,415</b>	<b>\$ 34,958</b>
Deferred revenue-by balance sheet presentation:		
Current	\$ 4,501	\$ 4,535
Non-current	29,914	30,423
	<b>\$ 34,415</b>	<b>\$ 34,958</b>

The deferred revenue liability continuity summary is as follows:

(in thousands)	Deferred Revenue
Balance-December 31, 2023	\$ 34,958
Revenue recognized during the period (note 14)	(2,853)
Accretion (note 13)	2,310
Balance-September 30, 2024	<b>\$ 34,415</b>

## Arrangement with Ecora Resources PLC (“Ecora”)

In February 2017, Denison closed an arrangement with Ecora, under which Denison received an upfront payment

in exchange for its right to receive specified future toll milling cash receipts from the MLJV under the current toll milling agreement with the CLJV from July 1, 2016 onwards. The up-front payment was based upon an estimate of the gross toll milling cash receipts to be received by Denison.

The Ecora Arrangement represents a contractual obligation of Denison to pay onward to Ecora any cash proceeds of future toll milling revenue earned by the Company related to the processing of the specified Cigar Lake ore through the McClean Lake mill. The deferred revenue balance represents a non-cash liability, which is adjusted as any toll milling revenue received by Denison is passed through to Ecora, or any changes in Cigar Lake Phase 1 and Phase 2 tolling milling production estimates are recognized.

During the nine months ended September 30, 2024, the Company recognized \$2,853,000 of toll milling revenue from the draw-down of deferred revenue, based on Cigar Lake toll milling production of 12,247,000 pounds U<sub>3</sub>O<sub>8</sub> (100% basis). The draw-down in 2024 includes a cumulative decrease in revenue for prior periods of \$207,000 resulting from changes in estimates to the toll milling rates during 2024.

For the comparative nine months ended September 30, 2023, the Company recognized toll milling revenue of \$763,000. Production-based revenue of \$2,601,000 was recognized based on toll milling production of 10,310,000 pounds U<sub>3</sub>O<sub>8</sub> (100% basis). The production-based revenue was offset by a \$1,838,000 true-up adjustment to decrease the revenue recognized in prior periods as a result of changes in the estimates to determine the toll milling drawdown rate.

During the nine months ended September 30, 2024, the Company recognized accretion expense of \$2,310,000, including a true-up adjustment of \$63,000 due to the change in the estimated timing of milling of the Cigar Lake ore (September 30, 2023, accretion expense of \$2,726,000 including a \$452,000 true up adjustment).

The current portion of the deferred revenue liability reflects Denison's estimate of Cigar Lake toll milling over the next 12 months. This assumption is based on current mill packaged production expectations and is reassessed on a quarterly basis.

## 10. RECLAMATION OBLIGATIONS

The reclamation obligations balance consists of:

(in thousands)	At September 30 2024	At December 31 2023
Reclamation obligations-by item:		
Elliot Lake	\$ 19,853	\$ 19,796
MLJV and MWJV	12,709	12,215
Wheeler River and other	1,640	2,887
	<b>\$ 34,202</b>	<b>\$ 34,898</b>
Reclamation obligations-by balance sheet presentation:		
Current	\$ 2,257	\$ 2,256
Non-current	31,945	32,642
	<b>\$ 34,202</b>	<b>\$ 34,898</b>

The reclamation obligations continuity summary is as follows:

(in thousands)	Reclamation Obligations
Balance-December 31, 2023	\$ 34,898
Accretion (note 13)	1,421
Expenditures incurred	(2,117)
Balance-September 30, 2024	<b>\$ 34,202</b>

**Site Restoration: Elliot Lake**

The Elliot Lake uranium mine was closed in 1992 and capital works to decommission this site were completed in 1997. The Company is responsible for monitoring the Tailings Management Areas at the Denison and Stanrock sites and for treatment of water discharged from these areas.

Spending on restoration activities at the Elliot Lake site is funded by the Elliot Lake Reclamation Trust ("Trust"). The Trust had a balance of \$3,827,000 as at September 30, 2024 (December 31, 2023 - \$3,259,000)

**Site Restoration: McClean Lake Joint Venture and Midwest Joint Venture**

Under the Saskatchewan Mineral Industry Environmental Protection Regulations (1996), the Company is required to provide its pro-rata share of financial assurances to the province of Saskatchewan relating to future decommissioning and reclamation plans that have been filed with, and approved, by the applicable regulatory authorities. As at September 30, 2024, the Company has provided irrevocable standby letters of credit, from a chartered bank, in favour of the Saskatchewan Ministry of Environment, totalling \$22,972,000, which relate to the most recently filed reclamation plan dated November 2021.

**Site Restoration: Wheeler River and other**

The Company's exploration and evaluation activities, including those related to Wheeler River, are subject to environmental regulations as set out by the Government of Saskatchewan.

**11. SHARE CAPITAL**

Denison is authorized to issue an unlimited number of common shares without par value. A continuity summary of the issued and outstanding common shares and the associated dollar amounts is presented below:

(in thousands except share amounts)	Number of Common Shares	Share Capital
Balance-December 31, 2023	890,970,371	\$ 1,655,024
Issued for cash:		
Share option exercises	1,032,334	1,274
Share option exercises-transfer from contributed surplus	-	599
Share unit exercises-transfer from contributed surplus	552,333	440
Other share issues proceeds, net of issues costs	41,895	95
	1,626,562	2,408
Balance-September 30, 2024	892,596,933	\$ 1,657,432

**12. SHARE-BASED COMPENSATION**

The Company's share-based compensation arrangements include share options, restricted share units ("RSUs") and performance share units ("PSUs").

Share-based compensation is recorded over the vesting period, and a summary of share-based compensation expense recognized in the statement of income (loss) is as follows:

(in thousands)	Three Months Ended September 30		Nine Months Ended September 30	
	2024	2023	2024	2023
Share based compensation expense for:				
Share options	\$ (404)	\$ (261)	\$ (1,149)	\$ (958)
RSUs	(809)	(488)	(2,276)	(1,642)
PSUs	-	-	-	(86)
Share based compensation expense	\$ (1,213)	\$ (749)	\$ (3,425)	\$ (2,686)

An additional \$4,888,000 in share-based compensation expense remains to be recognized, up until August 2027, on outstanding share options and share units at September 30, 2024.

### Share Options

Share options granted in 2024 vest over a period of three years. A continuity summary of the share options granted under the Company's Share Option Plan is presented below:

	2024	
	Number of Common Shares	Weighted Average Exercise Price per Share (CAD)
Share options outstanding-December 31, 2023	5,220,667 \$	1.49
Grants	1,618,000	2.59
Exercises <sup>(1)</sup>	(1,032,334)	1.23
Expiries	(16,000)	0.68
Forfeitures	(61,333)	1.50
Share options outstanding-September 30, 2024	5,729,000 \$	1.85
Share options exercisable-September 30, 2024	2,614,000 \$	1.50

(1) The weighted average share price at the date of exercise was CAD\$2.60.

A summary of the Company's share options outstanding at September 30, 2024 is presented below:

Range of Exercise Prices per Share (CAD)	Weighted Average Remaining Contractual Life (Years)	Number of Common Shares	Weighted-Average Exercise Price per Share (CAD)
Share options outstanding			
\$ 0.01 to \$ 0.99	0.44	36,000 \$	0.46
\$ 1.01 to \$ 1.50	2.53	2,703,666	1.40
\$ 1.51 to \$ 2.00	2.46	1,198,334	1.84
\$ 2.01 to \$ 2.50	3.79	250,000	2.19
\$ 2.51 to \$ 3.00	4.43	1,541,000	2.62
Share options outstanding-September 30, 2024	3.07	5,729,000 \$	1.85

Share options outstanding at September 30, 2024 expire between March 2025 and August 2029.

The fair value of each share option granted is estimated on the date of grant using the Black-Scholes option pricing model. The following table outlines the weighted-average assumptions used in the model to determine the fair value of share options granted:

	Nine Months Ended September 30, 2024
Risk-free interest rate	3.01% - 3.75%
Expected stock price volatility	60.73% - 66.40%
Expected life	3.40 years - 3.41 years
Expected dividend yield	-
Fair value per options granted	\$0.93 to \$1.38

**Share Units**

RSUs granted under the Share Unit Plan in 2024 vest ratably over a period of three years.

	RSUs		PSUs	
	Number of Common Shares	Weighted Average Fair Value Per RSU (CAD)	Number of Common Shares	Weighted Average Fair Value Per PSU (CAD)
Units outstanding–December 31, 2023	5,580,919	\$ 1.20	481,500	\$ 0.83
Grants	1,867,000	2.58	-	-
Exercises <sup>(1)</sup>	(330,833)	0.87	(221,500)	0.65
Forfeitures	(118,000)	2.21	-	-
Units outstanding–September 30, 2024	6,999,086	\$ 1.57	260,000	\$ 0.98
Units vested–September 30, 2024	4,038,418	\$ 1.07	260,000	\$ 0.98

(1) The weighted average share price at the date of exercise was \$2.36 for RSUs and \$2.63 for PSUs.

The fair value of each RSU and PSU granted is estimated on the date of grant using the Company's closing share price on the day before the grant date.

**13. SUPPLEMENTAL FINANCIAL INFORMATION**

The accumulated other comprehensive income balance consists of:

(in thousands)	At September 30 2024	At December 31 2023
Cumulative foreign currency translation	\$ 405	\$ 456
Experience gains-post employment liability		
Gross	1,847	1,847
Tax effect	(485)	(485)
	\$ 1,767	\$ 1,818

The components of Other (expense) income are as follows:

(in thousands)	Three Months Ended September 30		Nine Months Ended September 30	
	2024	2023	2024	2023
Gains (losses) on:				
Foreign exchange	\$ (308)	\$ 341	\$ 803	\$ 150
Disposal of property, plant and equipment	20	-	20	1,299
Fair value changes (note 5):				
Investments-equity instruments	3,289	4,530	(135)	2,645
Investments-uranium	(14,680)	63,089	(20,437)	85,910
Investments-convertible debentures	310	-	(1,125)	-
Gain on recognition of proceeds–UI				
Repayment Agreement	801	267	1,197	802
Uranium investment carrying charges	(207)	(95)	(633)	(286)
Other	106	(68)	(37)	(258)
Other (expense) income	\$ (10,669)	\$ 68,064	\$ (20,347)	\$ 90,262

The components of Finance income (expense) are as follows:

(in thousands)	Three Months Ended September 30		Nine Months Ended September 30	
	2024	2023	2024	2023
Interest income	\$ 1,891	\$ 741	\$ 6,173	\$ 2,321
Interest expense	(2)	(2)	(5)	(4)
Accretion expense				
Deferred revenue (note 9)	(749)	(725)	(2,310)	(2,726)
Reclamation obligations (note 10)	(475)	(421)	(1,421)	(1,261)
Other	(27)	(11)	(56)	(36)
<b>Finance income (expense)</b>	<b>\$ 638</b>	<b>\$ (418)</b>	<b>\$ 2,381</b>	<b>\$ (1,706)</b>

The change in non-cash operating working capital items in the consolidated statements of cash flows is as follows:

(in thousands)	Nine Months Ended September 30	
	2024	2023
Change in non-cash working capital items:		
Trade and other receivables	\$ (1,374)	\$ (1,505)
Inventories	(63)	(582)
Prepaid expenses and other assets	759	592
Accounts payable and accrued liabilities	1,802	924
<b>Change in non-cash working capital items</b>	<b>\$ 1,124</b>	<b>\$ (571)</b>

#### 14. SEGMENTED INFORMATION

##### Business Segments

The Company operates in two primary segments – the Mining segment and the Corporate and Other segment. The Mining segment includes activities related to exploration, evaluation and development, mining, milling (including toll milling) and the sale of mineral concentrates. The Corporate and Other segment includes general corporate expenses not allocated to the other segments. The Company also previously had a third primary segment of operations, for activities related to the Company's former environmental services business which provided mine decommissioning and other services to third parties (see Discontinued Operations for further information).

For the nine months ended September 30, 2024, reportable segment results were as follows:

(in thousands)	Mining	Corporate and Other	Total
<b>Statement of Operations:</b>			
Revenues	\$ 2,853	-	2,853
<b>Expenses:</b>			
Operating expenses	(3,617)	-	(3,617)
Exploration	(10,002)	-	(10,002)
Evaluation	(20,986)	-	(20,986)
General and administrative	(19)	(10,858)	(10,877)
	(34,624)	(10,858)	(45,482)
Segment loss	\$ (31,771)	(10,858)	(42,629)
<b>Revenues-supplemental:</b>			
Toll milling services-deferred revenue (note 9)	2,853	-	2,853
	\$ 2,853	-	2,853
<b>Capital additions:</b>			
Property, plant and equipment (note 7)	\$ 6,460	753	7,213
<b>Long-lived assets:</b>			
Plant and equipment			
Cost	\$ 110,534	7,435	117,969
Accumulated depreciation	(40,892)	(1,646)	(42,538)
Mineral properties	182,929	-	182,929
	\$ 252,571	5,789	258,360

For the three months ended September 30, 2024, reportable segment results were as follows:

(in thousands)	Mining	Corporate and Other	Total
<b>Statement of Operations:</b>			
Revenues	\$ 695	-	695
<b>Expenses:</b>			
Operating expenses	(1,030)	-	(1,030)
Exploration	(2,834)	-	(2,834)
Evaluation	(8,577)	-	(8,577)
General and administrative	-	(3,552)	(3,552)
	(12,441)	(3,552)	(15,993)
Segment loss	\$ (11,746)	(3,552)	(15,298)
<b>Revenues-supplemental:</b>			
Toll milling services-deferred revenue (note 9)	695	-	695
	\$ 695	-	695

For the nine months ended September 30, 2023, reportable segment results were as follows:

(in thousands)	Mining	Corporate and Other	Total
<b>Statement of Operations:</b>			
Revenues	\$ 763	-	763
<b>Expenses:</b>			
Operating expenses	(2,567)	-	(2,567)
Exploration	(7,833)	-	(7,833)
Evaluation	(12,601)	-	(12,601)
General and administrative	(19)	(9,443)	(9,462)
	(23,020)	(9,443)	(32,463)
Segment loss	\$ (22,257)	(9,443)	(31,700)
<b>Revenues-supplemental:</b>			
Toll milling services-deferred revenue (note 9)	763	-	763
	\$ 763	-	763
<b>Capital additions:</b>			
Property, plant and equipment	\$ 560	999	1,559
<b>Long-lived assets:</b>			
Plant and equipment			
Cost	\$ 103,360	6,291	109,651
Accumulated depreciation	(37,152)	(1,013)	(38,165)
Mineral properties	179,357	-	179,357
	\$ 245,565	5,278	250,843

For the three months ended September 30, 2023, reportable segment results were as follows:

(in thousands)	Mining	Corporate and Other	Total
<b>Statement of Operations:</b>			
Revenues	\$ 777	-	777
<b>Expenses:</b>			
Operating expenses	(797)	-	(797)
Exploration	(2,052)	-	(2,052)
Evaluation	(5,217)	-	(5,217)
General and administrative	-	(2,999)	(2,999)
	(8,066)	(2,999)	(11,065)
Segment loss	\$ (7,289)	(2,999)	(10,288)
<b>Revenues-supplemental:</b>			
Toll milling services-deferred revenue (note 9)	777	-	777
	\$ 777	-	777

### Discontinued Operations

The Company previously provided post-closure mine care and maintenance services, which were previously reported in a Closed Mines services segment and now constitute a discontinued operation. The consolidated statement of income (loss) for the discontinued operation is as follows:

(in thousands)	Three Month Ended September 30		Nine Months Ended September 30	
	2024	2023	2024	2023
<b>Revenue</b>	\$ -	\$ 1,993	\$ -	\$ 6,582
<b>Expenses</b>				
Operating expenses	-	(1,694)	-	(5,491)
Other income	-	22	471	70
Income from discontinued operations, net of taxes	\$ -	\$ 321	\$ 471	\$ 1,161

## 15. RELATED PARTY TRANSACTIONS

### Korea Electric Power Corporation (“KEPCO”) and Korea Hydro & Nuclear Power (“KHNP”)

Denison and KHNP Canada Energy Ltd. (“KHNP Canada”, which is an indirect subsidiary of KEPCO through KHNP) are parties to a strategic relationship agreement (the “KHNP SRA”). The KHNP SRA provides for a long-term collaborative business relationship between the parties, which includes a right of KHNP Canada to nominate one representative to Denison’s Board of Directors, provided that its shareholding percentage stays above 5%.

KHNP Canada is also the majority member of the Korea Waterbury Uranium Limited Partnership, which is a consortium of investors that holds the non-Denison owned interests in Waterbury Lake Uranium Corporation (“WLUC”) and Waterbury Lake Uranium Limited Partnership (“WLULP”), entities whose key asset is the Waterbury Lake property.

### Compensation of Key Management Personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel includes the Company’s executive officers, vice-presidents and members of its Board of Directors.

The following compensation was awarded to key management personnel:

(in thousands)	Three Months Ended September 30		Nine Months Ended September 30	
	2024	2023	2024	2023
Salaries and short-term employee benefits	\$ (895)	\$ (512)	\$ (3,503)	\$ (2,156)
Share-based compensation	(814)	(544)	(2,467)	(2,017)
Key management personnel compensation	\$ (1,709)	\$ (1,056)	\$ (5,970)	\$ (4,173)

## 16. FAIR VALUE OF INVESTMENTS AND FINANCIAL INSTRUMENTS

IFRS requires disclosures about the inputs to fair value measurements, including their classification within a hierarchy that prioritizes the inputs to fair value measurement. The three levels of the fair value hierarchy are:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 - Inputs that are not based on observable market data.

The fair value of financial instruments which trade in active markets, such as share and warrant equity instruments, is based on quoted market prices at the balance sheet date. The quoted market price used to value financial assets held by the Company is the current closing price. Warrants that do not trade in active markets have been valued using the Black-Scholes pricing model. Debt instruments have been valued using the effective interest rate for the period that the Company expects to hold the instrument and not the rate to maturity.

Except as otherwise disclosed, the fair values of cash and cash equivalents, trade and other receivables, accounts payable and accrued liabilities, restricted cash and cash equivalents and debt obligations approximate their carrying values as a result of the short-term nature of the instruments, the variable interest rate associated with the instruments or the fixed interest rate of the instruments being similar to market rates.

During 2024 and 2023, there were no transfers between levels 1, 2 and 3 and there were no changes in valuation techniques.

The following table illustrates the classification of the Company's financial assets and liabilities within the fair value hierarchy:

(in thousands)	Financial Instrument Category <sup>(1)</sup>	Fair Value Hierarchy	September 30, 2024 Fair Value	December 31, 2023 Fair Value
<b>Financial Assets:</b>				
Cash and equivalents	Category B		\$ 105,933	\$ 131,054
Trade and other receivables	Category B		3,354	1,913
<b>Investments</b>				
Equity instruments-shares	Category A	Level 1	10,455	10,390
Equity instruments-warrants	Category A	Level 2	35	127
Convertible Debentures	Category A	Level 3	14,440	15,565
<b>Restricted cash and equivalents</b>				
Elliot Lake reclamation trust fund	Category B		3,827	3,259
Credit facility pledged assets	Category B		7,972	7,972
			<b>\$ 146,016</b>	<b>\$ 170,280</b>
<b>Financial Liabilities:</b>				
Account payable and accrued liabilities	Category C		12,912	10,822
Debt obligations	Category C		2,045	417
			<b>\$ 14,957</b>	<b>\$ 11,239</b>

(1) Financial instrument designations are as follows: Category A=Financial assets and liabilities at fair value through profit and loss; Category B=Financial assets at amortized cost; and Category C=Financial liabilities at amortized cost.

Investments in uranium are categorized in Level 2. Investments in uranium are measured at fair value at each reporting period based on the month-end spot price for uranium published by UxC and converted to Canadian dollars using the period-end indicative foreign exchange rate.

### Letters of Credit Facility

In December 2023, the Company entered into an agreement with The Bank of Nova Scotia to amend the terms of the Company's Credit Facility to extend the maturity date to January 31, 2025 (the "Credit Facility"). All other terms of the Credit Facility (amount of credit facility, tangible net worth covenant, investment amounts, pledged assets and security for the facility) remain unchanged by the amendment and the Credit Facility remains subject to letter of credit and standby fees of 2.40% (0.40% on the \$7,972,000 covered by pledged cash collateral) and 0.75% respectively. During the nine months ended September 30, 2024, the Company incurred letter of credit fees of \$314,000 (September 30, 2023 - \$320,000).

At September 30, 2024, the Company is in compliance with its facility covenants and has access to letters of credit of up to \$23,964,000 (December 31, 2023 - \$23,964,000). The facility is fully utilized as collateral for non-financial letters of credit issued in support of reclamation obligations for the MLJV, MWJV and Wheeler River (see note 10).

## 17. COMMITMENTS AND CONTINGENCIES

### Capital Commitments

As of September 30, 2024, the Company has \$9,900,000 in committed capital purchases related to its share of the long lead item procurement for the Wheeler Joint Venture (\$11,100,000 in committed capital purchases on 100% basis). These commitments are related to long lead items and expected to be realized over the next 12 to 18 months.

**General Legal Matters**

The Company is involved, from time to time, in various legal actions and claims in the ordinary course of business. In the opinion of management, the aggregate amount of any potential liability is not expected to have a material adverse effect on the Company's financial position or results.

**18. SUBSEQUENT EVENT****Option agreement with Foremost Clean Energy Ltd ("Foremost")**

On October 4, 2024, the Company closed the first phase of an Option Agreement with Foremost and acquired 1,369,810 shares of Foremost, valued at \$5,876,000, as consideration for an initial 20% ownership of the Company's interest in 10 uranium exploration properties. The Option Agreement provides Foremost with the option to acquire up to 70% of Denison's interest in 10 exploration properties over three earn-in phases. On completion of the first phase the Company owned approximately 19.95% of the issued and outstanding shares of Foremost.