

DENISONMINES



February 21, 2007

Australian Stock Exchange Limited  
Exchange Plaza  
2 The Esplanade  
PERTH WA 6000

Dear Sir/Madam

**Off-Market Takeover Bid by Denison Mines Corp (“Denison”) for OmegaCorp Limited (“OmegaCorp”) – Notice of Status of Defeating Conditions**

We **enclose** by way of service pursuant to paragraph 630(5)(b) of the *Corporations Act 2001*, the Notice of the Status of the Defeating Conditions to the offers required by subsection 630(3) of the *Corporations Act 2001*.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Sheila Colman', with a long horizontal flourish extending to the right.

**DENISON MINES CORP.**

Sheila Colman  
Canadian Counsel and Corporate Secretary  
Encl.

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Denison Mines Corp.  
Notice of status of defeating conditions

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**To: Australian Stock Exchange Limited  
OmegaCorp Limited (ACN 094 212 307) (“OmegaCorp”)**

Denison Mines Corp. (“Denison”) has made offers under an off-market takeover bid for all the ordinary shares in OmegaCorp (“Offers”). The Offers are contained in the Bidder’s Statement dated 23 January 2007 (“Bidders Statement”).

For the purposes of subsection 630(3) of the *Corporations Act 2001*, Denison gives notice that:

- (a) it has freed the Offers from the conditions in sections 9.8(b) (Absence of regulatory actions), 9.8(c) (No material adverse change), 9.8(d) (No change of control rights), 9.8(e) (Access to information) and 9.8(f) (No prescribed occurrences) of the Bidders Statement;
- (b) so far as it knows, the condition in section 9.8(a) (FIRB Approval) of the Bidder’s Statement has been fulfilled;
- (c) its voting power in OmegaCorp is 7.61% as of 20 February 2007

Date: 21 February 2007