

**PLAN OF OPERATIONS AMENDMENT
DENISON MINES (USA) CORP.
LA SAL MINES COMPLEX
SAN JUAN COUNTY, UTAH**

**Prepared for:
DENISON MINES (USA) CORP.**



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Exhibit 2

Facility Name	Property owner	Regulatory Jurisdiction	Disturbed Acreage
Pandora Mine Surface Facilities	BLM	BLM/State	8.9
Pandora Mine Vents	BLM	BLM/State	1.98
Pandora Mine Vents	USFS	USFS/State	2.46
Total Area (by Property Owner)	BLM	BLM/State	10.88
	USFS	USFS/State	2.46
Total Pandora Mine Acreage			13.34
La Sal Mine Surface Facilities	BLM	BLM/State	17.69
Snowball Mine Surface Facilities	BLM	BLM/State	5.51
Beaver Shaft Surface Facilities	BLM	BLM/State	8.12
Beaver Shaft Surface Facilities	Private	State	8.43
La Sal/Beaver/Snowball Vents	Private	State	1.49
La Sal/Beaver/Snowball Vents	BLM	BLM/State	0.67
La Sal/Beaver/Snowball Vents	USFS	USFS/State	0.21
La Sal/Beaver/Snowball Vents	SITLA	State	1.04
Total Area (by Property Owner)	BLM	BLM/State	31.99
	USFS	USFS/State	0.21
	Private	State	9.92
	SITLA	State	1.04
Total Acreage La Sal/Beaver/Snowball			43.16

1.3 Planned Mine Development

This section describes planned mining-related development that Denison anticipates based on existing plans and projected extensions to uranium and vanadium mineralization. At the request of BLM to have Denison address reasonably foreseeable developments, portions of the planned exploration and development, as described below, are very forward-looking and are subject to change based on geologic findings and market conditions. These plans are conservative because they include all likely development activities, and the timing and extent of the future development is reliant on market conditions.

In this proposed amendments to the La Sal Mines Complex PO, Denison is requesting BLM approval of planned development that will take place on lands under BLM jurisdiction. These proposed amendments to the La Sal Mine Complex PO are discussed further in Section 3. Information regarding planned development on private lands, state lands, and federal lands administered by the USFS is provided to assist BLM with analysis of environmental impacts in accordance with the National Environmental Policy Act of 1969 (NEPA). It is also provided to assist BLM in understanding Denison's overall mining operations.

Uranium deposits at the La Sal Mines Complex are found in localized horizons that follow meandering paleo river channels within the basin south of the La Sal Mountains. As a result, the specific location of future development such as mine vent holes and exploration drill holes are difficult to determine in advance, and their ultimate placement will be reliant on geologic conditions determined by drilling from

surface. Therefore, planned locations for vent holes and exploration drilling are described generally to allow flexibility in future placement of these facilities. This approach is necessary to address BLM's request for reasonably foreseeable future plans, while maintaining adequate flexibility to support the requirements of the mining operations.

This proposed future development will be completed in three general phases and the details of each phase will be heavily dependent on the results of exploration drilling.

1.3.1 Phase 1 Amendments (Start of 2010 through end of 2013)

Pandora Mine Expansion

Proposed amendments at the Pandora Mine include expansion of the DRA to provide capacity for an additional 200,000 cubic yards (cy) of development rock, upgrade and improvement to the drainage plan, and modification of the reclamation plan. These amendments will disturb approximately 6.49 acres of BLM land in addition to the 8.9 acre disturbed area previously approved for the Pandora Mine site (e.g. excluding vents and access roads).

Exploration Drilling and Installation of Vent Holes

Exploration drilling and installation of vent holes during Phase 1 will be conducted in an area of current mining, located northeast of the Pandora Mine surface facilities (approximately in a portion of the NE $\frac{1}{4}$ Sec. 6 and portion of the N $\frac{1}{2}$ Sec.5, Township(T)29S, Range(R)25E, Salt Lake Base Meridian, San Juan County, Utah) and an area west of the Beaver Shaft Mine (approximately in a portion of the NW $\frac{1}{4}$ of Sec. 3 and portions of the NE $\frac{1}{4}$ and NW $\frac{1}{4}$ Sec. 4, T29S, R24E and portions of the SW $\frac{1}{4}$ and SE $\frac{1}{4}$ Sec. 33, portions of NE $\frac{1}{4}$ SW $\frac{1}{4}$, and the SE $\frac{1}{4}$ Sec. 34, T28S, R24E, Salt Lake Base Meridian, San Juan County, Utah) as shown in Figure 1-3. Mining will occur in these areas starting in 2010 through the end of 2013.

Anticipated disturbances within the area include an estimated 24 vent holes; estimated as seven in the area northeast of the Pandora Mine surface facilities and 17 in the area west of the Beaver Shaft Mine. Of these vents, it is likely that four will be on BLM land, six will be on USFS land, and the remaining 14 (west of Beaver Shaft Mine) will be on private land. Exploration drilling in the Phase 1 area will include up to approximately 200 exploration holes per year for a period of four years.

Although these are forward-looking estimates that will be modified based on future market conditions and other factors, assumptions regarding future disturbed areas are provided below.

Phase 1 Disturbed Area Estimates

BLM Land Vents (4)*	4 Acres
USFS Land Vents (6)*	6 Acres
Private Land Vents (14)*	14 Acres
BLM Exploration Drilling (20% of total drill holes per year)**	10.2 Acres
USFS Exploration Drilling (25% of total drill holes per year)**	12.8 Acres
Private Land Exploration Drilling (55% of total drill holes per year)**	28 Acres
Total Disturbance	75 Acres
Total BLM Disturbance (Including Pandora Mine Expansion)	20.7 Acres

*Typical disturbance from vent holes include 0.25 acres per vent hole, and approximately 0.75 acres per vent hole for new roads.

** Disturbance for exploration drilling is accounted on a biennial basis with the assumption that reclamation will be complete in that timeframe. An estimated surface disturbance area for each drill hole is 30 ft by 40 ft (less than 0.1 acres). Temporary exploration roads are estimated to be approximately 0.1 acres per drill hole based on historical operations.

1.3.2 Phase 2 Amendments (Start of 2014 through end of 2018)

Planned Phase 2 amendments are located north of the Pandora Mine surface facilities (approximately in S ½ Sec. 36, T28S, R24E and a portions of the NE ¼ and SE ¼ Sec. 31, T28S, R25E) and an area west of the Beaver Shaft Mine (N ½ Sec. 5, T29S, R24E; and S ½ Sec. 32, T28N, R24E, Salt Lake Base Meridian, San Juan County, Utah) as shown in Figure 1-3. Mining will occur in these areas starting in 2014 through the end of 2018.

Anticipated disturbances include an estimated 23 vent holes; estimated as 13 in the area north of the Pandora Mine surface facilities and 10 in the area west of the Beaver Shaft Mine. Of these vents, it is likely that six will be on USFS land, four will be on SITLA managed land, and the remaining 13 will be on private land. As these are only estimates that will be based on future mining activity, assumptions are made regarding future disturbed areas. Exploration drilling in the Phase 2 area will include up to approximately 200 exploration holes per year for a period of five years.

As these are only estimates that will be based on future market conditions and other factors, assumptions are made regarding future disturbed areas and are provided below.

Phase 2 Disturbed Area Estimates

USFS Land Vents (6)*	6 Acres
SITLA Land Vents (4)*	4 Acres
Private Land Vents (13)*	13 Acres
USFS Exploration Drilling (25% of total drill holes per year)**	12.8 Acres
SITLA Exploration Drilling (20% of total drill holes per year)**	10.2 Acres
Private Land Exploration Drilling (55% of total drill holes per year)**	28 Acres
Total Disturbance	74 Acres
Total BLM Disturbance	0 Acres

*Typical disturbance from vent holes include 0.25 acres per vent hole, and approximately 0.75 acres per vent hole for new roads.

*** Disturbance for exploration drilling is accounted on a biennial basis with the assumption that reclamation will be complete in that timeframe. An estimated surface disturbance area for each drill hole is 30 ft by 40 ft (less than 0.1 acres). Temporary exploration roads are estimated to be approximately 0.1 acres per drill hole based on historical operations.*

1.3.3 Phase 3 Amendments (Start of 2019 to the start of 2030)

Planned Phase 3 amendments are located south and east of Pandora Mine surface facilities (approximately in a portion of the S ¼ Sec. 1 T29S, R24E and portions of Sec. 5 and Sec. 6, T29S, R25E, Salt Lake Base Meridian, San Juan County, Utah) as shown in Figure 1-3. Properties owned/operated by others could conceivably be mined in areas east of this Planned Phase 3 area; however, Denison does not currently control these properties. Phase 3 also includes an area to the far west of the Beaver Shaft Mine, where a new shaft called the Redd Block IV shaft will be constructed (approximately in a SE ¼ and portion of NE ¼ Sec. 31, T28S, R24E, Salt Lake Base Meridian, San Juan County, Utah). Properties owned/operated by others could conceivably be mined in areas west of this Planned Phase 3 area; however, these mining areas are currently owned or operated by others. Mining will occur in these areas starting in 2019 through the start of 2030.

Anticipated disturbances include an estimated 12 vent holes; estimated as eight in the vicinity of the Pandora Mine surface facilities and four in the area west of the Beaver Shaft Mine. Of these vents, it is likely that six will be on BLM land, two will be on USFS managed land, and the remaining four will be on private land. As these are only estimates that will be modified based on future economic conditions and other factors, assumptions are made regarding future disturbed areas. Exploration drilling in the Phase 3 area will include up to approximately 200 exploration holes per year for a period of 11 years.

Assumptions regarding future disturbed areas are provided below.

Phase 3 Disturbed Area Estimates

BLM Land Vents (6)*	6 Acres
USFS Land Vents (2)*	2 Acres
Private Land Vents (4)*	4 Acres
BLM Exploration Drilling (50% of total drill holes per year)**	25.5 Acres
USFS Exploration Drilling (15% of total drill holes per year)**	7.7 Acres
Private Land Exploration Drilling (35% of total drill holes per year)**	17.9 Acres
Total Disturbance	63.1 Acres
Total BLM Disturbance	31.5 Acres

**Typical disturbance from vent holes include 0.25 acres per vent hole, and approximately 0.75 acres per vent hole for new roads.*

*** Disturbance for exploration drilling is accounted on a biennial basis with the assumption that reclamation will be complete in that timeframe. An estimated surface disturbance area for each drill hole is 30 ft by 40 ft (less than 0.1 acres). Temporary exploration roads are estimated to be approximately 0.1 acres per drill hole based on historical operations.*