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TRANSFER OF AN UNDIVIDED SHARE IN A SIGNIFICANT DISCOVERY LICENCE

MR 19853

**CNOPB / L'OCTNHE
INSTRUMENT / ACTE**

BETWEEN:

Talisman Energy Inc.

a body corporate having an office in the City of
Calgary in the Province of Alberta
(hereinafter called "the Transferor")

and

Denison Mines Limited

a body corporate having an office City of Toronto in
the Province of Ontario
(hereinafter called "the Transferee")

REGISTRATION NO. / 98011

No. D'ENREGISTREMENT: _____

EFFECTIVE DATE / April 6, 1998

DATE D'ENTRÉE EN VIGUEUR: _____

HEURE: 2:00 pm

P. Paul Bawen
Deputy / REGISTRAR / DIRECTEUR

1. The Transferor, being the holder of an undivided share (or shares) in Significant Discovery Licence 197, dated April 4, 1987, hereby transfers an undivided share (or shares) in this Interest to the Transferee as described in the attached Schedule "A".
2. The Transferee hereby accepts this transfer.
3. This transfer is submitted for registration pursuant to section 110 of the *Canada-Newfoundland Atlantic Accord Implementation Act* and section 106 of the *Canada-Newfoundland Atlantic Accord Implementation Newfoundland Act*.
4. The Address for service of the Transferee is:

Denison Mines Limited
Atrium on Bay
40 Dundas Street West, Suite 320
Toronto ON M5G 2C2

DATED this 31 day of December, 1997.

Talisman Energy Inc.

Judy G. Harding
Judy G. Harding, Manager, Land
Attorney-in-Fact

Denison Mines Limited

D. C. Campbell
D. C. CAMPBELL
Vice President, Marketing
and Special Projects.

**CNOPB / L'OCTNHE
CANCELLED / ANNULÉ
DATE: October 2, 1998**
D. C. Campbell
REGISTRAR / DIRECTEUR

(affix seal)

SCHEDULE "A"

Attached to and forming a part of a transfer of an undivided share in
 Significant Discovery Licence No. 197
 between Talisman Energy Inc. and Denison Mines Limited

Significant Discovery Licence No. 197

TRANSFEROR	TRANSFeree	SHARES HELD PERCENTAGE	SHARES BEING TRANSFERRED PERCENTAGE	RESULTING SHARES PERCENTAGE	LAND DESCRIPTION
Talisman Energy Inc.		14.0625%	1.7578125%	12.304688%	47 ° 10 ' N 47 ° 45 ' W Sections 40,49,50, 58 to 60, 67 to 70,77 to 80, 87 to 90, 97 to 100
	Denison Mines Limited			1.7578125%	