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A.V.

FORM 45-103 F4

Securities Act

REPORT OF EXEMPT DISTRIBUTION

1. State the full name, address and telephone number of the issuer of the security distributed (include former name if name has changed since last report).

Astron Resources Corporation
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215 - 1100 Melville Street
Vancouver, BC V6E 4A6

(604) ~~643~~-2100

516 604 (633-2100)

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2. State whether the issuer is a reporting issuer and, if reporting, the jurisdictions in which it is reporting.

The Issuer is an exchange issuer and a reporting issuer in British Columbia and Alberta.

3. State the distribution date(s).

August 19, 2004

4. For each security distributed:

- (a) type of security:

One common share of the Company.

- (b) state total number of securities distributed (if the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date):

1,600,000 shares at \$0.06 per share for total proceeds of \$96,000,

5. Provide details of the distribution by completing the attached schedule.

6. Complete the attached schedule for each Canadian and foreign jurisdiction where purchasers of the securities reside. Provide a total dollar value of all securities distributed in all jurisdictions. Do not include securities issued as payment for commissions or finder's fees disclosed under Item 7.

7. Provide the following information for each person who is being compensated in connection with the distribution(s). When disclosing compensation paid or to be paid, include discounts, commissions or other fees or payments of a similar nature directly related to the distribution. Do not include payments for services incidental to the trade, such as clerical, printing, legal or accounting services.

(Full Name and Address of Person Being Compensated)

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5. Provide details of the distribution by completing the attached schedule.

6. Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Provide a total dollar value of all securities distributed in all jurisdictions. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 7, below.

Each jurisdiction where purchasers reside	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
BRITISH COLUMBIA	\$0.06	\$96,000 ✓
Total dollar value of distribution in all jurisdictions (Canadian \$)		\$96,000 ✓

Commissions and finder's fees

7. Provide the following information for each person who is being compensated in connection with the distribution(s). When disclosing compensation paid or to be paid, include discounts, commissions or other fees or payments of a similar nature directly related to the distribution. Do not include payments for services incidental to the trade, such as clerical, printing, legal or accounting services.

Compensation Paid (in CDN\$ and, if applicable, number and type of securities)
Exemption Relied on and Date of Distribution (if applicable)
Price Per Share(CDN\$))

N/A

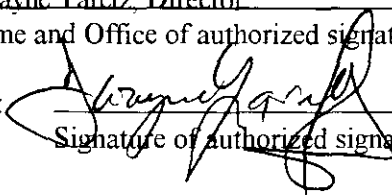
On behalf of the issuer, I certify that the statements made in this report and in each schedule to this report are true.

DATED this 26th day of August, 2004

Astron Resources Corporation

Dwayne Yaretz, Director

Name and Office of authorized signatory

Per:  Signature of authorized signatory