

Form 45-106F6
British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer information

Item 1: Issuer name and contact information

Athabasca Uranium Inc.

Name of Issuer

Suite 1040 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8

Address

604-689-8336

Telephone Number

www.athabascauranium.com

Website Address

dblee@firstmg.com

E-mail Address

Item 2: Reporting issuer status

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

Item 3: Issuer's industry

Indicate the industry of the issuer by checking the appropriate box below.

Bio-tech

Financial Services

investment companies and funds

mortgage investment companies

Forestry

Hi-tech

Industrial

Mining

exploration/development

production

Oil and gas

Real estate

Utilities

Other (describe)

Item 4: Insiders and promoters of non-reporting issuers

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
N/A			

Details of distribution

Item 5: Distribution date

The securities were distributed on August 24, 2012.

Item 6: Number and type of securities

(a) **Describe the type of security:**

Flow through common shares (FT Shares) and Non-Flow through Units (NFT Units)

(b) **State the 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:**

3,200,000 FT Shares at a price of \$0.15 per share for proceeds of \$480,000; and

1,300,000 NFT Units (share & one-half of one NFT Warrant) at a price of \$0.12 per Unit for proceeds of \$156,000. Each whole NFT Warrant is exercisable to purchase one common share at a price of \$0.25 until August 24, 2013.

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	15	\$0.15 / FT Share \$0.12 / NFT Unit	FT Shares \$ 92,700.00 <u>NFT Units \$ 89,679.96</u> Total \$ 182,379.96
Ontario	6	\$0.15 / FT Share \$0.12 / NFT Unit	FT Shares \$ 362,550.00 <u>NFT Units \$ 50,000.04</u> Total \$ 412,550.04
Alberta	1	\$0.12 / NFT Unit	\$12,000
Saskatchewan	1	\$0.15 / FT Share	\$24,750
Florida, USA	1	\$0.12 / NFT Unit	\$4,320
Total number of Purchasers	24		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$636,000.00

Item 8: Information about purchasers

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Terra 2012 Flow-Through LP 161 Bay St., Suite 4420 P.O. Box 204 Toronto, ON M5J 2S1 Gerry Brockelsby 416-777-7350	N/A	1,000,000 FT Shares	\$ 150,000	Section 2.3(1) of NI 45-106	2012-08-24
Matrix National 2012-1 FT LP 130 King St. W., Suite 2200 Toronto, ON M5X 1E3 Andrew Cook 416-365-4075	N/A	667,000 FT Shares	\$ 100,050	Section 2.3(1) of NI 45-106	2012-08-24

Information about non-individual purchasers

Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Pavilion Flow Through LP 2012-1 370 King St. West, Suite 804 Toronto, ON M5V 1J9 Johnathan Douglas 416-429-9779	N/A	500,000 FT Shares	\$ 75,000	Section 2.3(1) of NI 45-106	2012-08-24
Stall Lake Mines Ltd. 6 Foxdale Court North York, ON M2K 2P2 JP Sheridan Sr. 416-733-4557	N/A	200,000 FT Shares	\$ 30,000	Section 2.3(1) of NI 45-106	2012-08-24
Robocheyne Consulting Ltd. 520 3rd Ave SouthWest - 2200 Calgary, AB T2P 0R3 Marty Cheyne 403-263-9130	N/A	416,667 NFT Units	\$ 50,000.04	Section 2.3(1) of NI 45-106	2012-08-24
Navua LLC 462 - 1835 NE Miami Gardens Dr. N. Miami Beach, FL USA 33162 Jeb Handwerger, 888-494-9362	N/A	36,000 NFT Units	\$ 4,320	Section 2.3(1) of NI 45-106	2012-08-24
Dick Machin Inc. 4621 Joyce Ave Powell River, BC V8A 3B4 Dick Machin 604-485-2390	N/A	125,000 NFT Units	\$15,000	Section 2.3(1) of NI 45-106	2012-08-24
TOTAL:		2,367,000 FT Shares & 577,667 NFT Units	\$424,370.04		

Commissions and finder's fees

Item 9: Commissions and finder's fees

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
Kingsdale Capital Markets Inc. 55 University Ave, Mezzanine Level Suite M002, PO Box 47 Toronto, ON, M5J 2H7	N/A	\$20,004	133,360 Finder's Warrants*	\$0.25	Section 2.3(1) of NI 45-106 August 24 2012	\$20,004
Accilent Capital Management Inc. 370 King Street West, Suite 804 Toronto, ON, M5V 1J9	N/A	\$6,000	40,000 Finder's Warrants*	\$0.25	Section 2.3(1) of NI 45-106 August 24 2012	\$6,000
Sheridan Brothers Limited Partnership 73 Richmond St. West, Suite 107 Toronto, ON M5H 4E8	N/A	\$2,400	16,000 Finder's Warrants*	\$0.25	Section 2.3(1) of NI 45-106 August 24 2012	\$2,400
Macquarie Private Wealth Inc. 500 - 550 Burrard Street Vancouver, BC V6C 2B5	N/A	\$2,604	17,360 Finder's Warrants*	\$0.25	Section 2.3(1) of NI 45-106 August 24 2012	\$2,604
D&D Securities Inc. 1714 - 150 York Street Toronto, ON, M5H 3S5	N/A	\$4,000	33,333 Finder's Warrants*	\$0.25	Section 2.3(1) of NI 45-106 August 24 2012	\$4,000
Canaccord Genuity Corp. 700 - 200 Burrard Street Vancouver, BC V6C 3L6	N/A	\$6,400	33,334 Finder's Warrants*	\$0.25	Section 2.3(1) of NI 45-106 August 24 2012	\$6,400
TOTAL:		\$41,408	289,387			\$41,408

Note:

* Each Finder's Warrant is exercisable into one common share of the Issuer at a price of \$0.25 for a period of 1 year.

Certificate

On behalf of the Issuer, I certify that the statements made in this report are true.

Date: August 30, 2012

ATHABASCA URANIUM INC.
Name of Issuer (please print)

D. Barry Lee, CFO & Director, 604-689-8336
Print name, title and telephone number of person signing

"D. Barry Lee"
Signature

Item 10: Contact information

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

N/A

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6500
Toll free across Canada: 1-800-373-6393
Facsimile: (604) 899-6581