

Form 45-106F1

Report of Exempt Distribution

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

Issuer/underwriter information

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office. If the issuer of the security distributed is an investment fund, state the name of the fund as the issuer, and provide the full name of the manager of the investment fund and the address and telephone number of the head office of the manager. Include the former name of the issuer if its name has changed since last report. If an underwriter is completing this form, also state the full name of the underwriter and the address and telephone number of the head office of the underwriter.

Name of issuer: **Athabasca Uranium Inc. (the “Issuer”)**
Head Office Address: Suite 1040, 885 West Georgia Street
Vancouver, B.C. V6C 3E8
Telephone Number: 604 689-8336

Item 2: State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

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

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed below.

- | | |
|---|---|
| <input type="checkbox"/> Bio-tech | Mining |
| <input type="checkbox"/> Financial Services | <input checked="" type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Hi-tech | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Industrial | <input type="checkbox"/> Other (describe) |
-

Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report.

See attached Schedule I

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

March 11, 2011

Item 6: For each security distributed:

- (a) describe the type of security,
- (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; and
- (c) state the exemption(s) relied on.

Private placement of 5,694,814 units (the “FT Units”) and 2,041,714 units (the “NFT Units”) at the price of \$0.38 per FT Unit and \$0.35 per NFT Unit. Each FT Unit consists of one flow-through common share of the Issuer (a “FT Share”) and one share purchase warrant (a “FT Warrant”). Each FT Warrant entitling the holder thereof to purchase one common shares of the Issuer (a “Share”) on or before March 11, 2012 at an exercise price of \$0.50 per Share. Each NFT Unit consists of one Share and one share purchase warrant (a “NFT Warrant”). Each NFT Warrant will entitle the holder to purchase one Share at a price of \$0.45 per Share on or before March 11, 2013.

Exemption relied on: section 2.3(1) of National Instrument 45-106.

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder’s fees disclosed under item 8, below.

Each jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Alberta	1	\$0.38	\$19,000.00
British Columbia	15	\$0.35	\$361,449.90
British Columbia	12	\$0.38	\$217,769.64
Total for British Columbia			\$579,219.54
Ontario	1	\$0.35	\$17,500.00
Ontario	15	\$0.38	\$1,927,260.00
Total for Ontario			\$1,944,760.00
Bermuda	1	\$0.35	\$299,950.00
Dubai	1	\$0.35	\$10,500.00
USA	1	\$0.35	\$25,200.00
Total number of Purchasers	47		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,878,629.54

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for.

Commissions and finder's fees

Item 8: Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	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	
Limited Market Dealer Inc. 1110 Finch Avenue West, Suite 210 Toronto, ON M3J 2T2	\$55,000	289,473 Agent's Options ⁽¹⁾	\$0.38 (exercise price)	Section 2.3(2) of National Instrument 45-106	\$55,000 cash \$109,999.74 exercise price
Haywood Securities Inc. 700-200 Burrard Street Vancouver, BC V6C 3L6	\$3,497.90	13,150 Broker's Warrants ⁽²⁾	\$0.45 (exercise price)	Section 2.3(2) of National Instrument 45-106	\$3,497.90 cash \$5,917.50 exercise price
PI Financial Corp. 1900 - 666 Burrard Street Vancouver BC V6C 3N2	\$2,128.00	8,000 Broker's Warrants ⁽²⁾	\$0.45 (exercise price)	Section 2.3(2) of National Instrument 45-106	\$2,128.00 cash \$3,600.00 exercise price
Macquarie Private Wealth Inc. 500 - 550 Burrard St. Vancouver, BC V6C 2B5	\$3,325.00	12,500 Broker's Warrants ⁽²⁾	\$0.45 (exercise price)	Section 2.3(2) of National Instrument 45-106	\$3,325.00 cash \$5,625.00 exercise price
Secutor Capital Management Corporation 2300 Yonge Street, Suite 3003, Box 2400 Toronto, Ont. M4P 1E4	\$53,200.00	200,000 Broker's Warrants ⁽²⁾	\$0.45 (exercise price)	Section 2.3(2) of National Instrument 45-106	\$53,200.00 cash \$90,000.00 exercise price
Canaccord Genuity Corp. 2200 - 609 Granville Street Vancouver BC V7Y 1H2	\$53,634.67	215,629 Broker's Warrants ⁽²⁾	\$0.45 (exercise price)	Section 2.3(2) of National Instrument 45-106	\$53,634.67 cash \$97,033.05 exercise price
Raymond James Ltd. 2200 - 925 W. Georgia Street Vancouver, BC V6C 3L2	\$2,450.00	10,000 Broker's Warrants ⁽²⁾	\$0.45 (exercise price)	Section 2.3(2) of National Instrument 45-106	\$2,450.00 cash \$4,500.00 exercise price

Full name and address of the person being compensated	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	
Total	\$173,235.57	289,473 Agent's Options ⁽¹⁾ 459,279 Broker's Warrants ⁽²⁾			\$173,235.57 cash \$316,675.29 exercise price

Notes:

(1) Each Agent's Option entitling the holder thereof to purchase a unit (an "Agent's Unit") at an exercise price of \$0.38 per Agent's Unit on or before March 11, 2012. Each Agent's Unit will be comprised of one Share and one-hundredth (1/100) non-transferable share purchase warrant (an "Agent's Warrant"). Each whole Agent's Warrant will entitle the holder thereof to purchase one additional Share at the price of \$0.50 on or before March 11, 2012.

(2) Each Broker's Warrant entitling the holder thereof to purchase one Share on or before March 11, 2012 at an exercise price of \$0.45 per Share.

Item 9: If a distribution is made in Ontario, please include the attached "Authorization of Indirect Collection of Personal Information for Distributions in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

Certificate

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

Date: March 11, 2011

Athabasca Uranium Inc

Name of issuer (please print)

Barry Lee, Chief Financial Officer, telephone: 604 689-8336

Print name, title and telephone number of person signing

"Barry Lee"

Signature

Item 10: 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.

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

Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer/underwriter hereby confirms that each purchaser listed in Schedule I of this report who is resident in Ontario

- (a) has been notified by the issuer/underwriter
 - (i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,
 - (ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,
 - (iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and
 - (iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and
- (b) has authorized the indirect collection of the information by the Ontario Securities Commission.