

AMENDED
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 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.

Astron Resources Corporation
804 – 750 West Pender Street
Vancouver, BC, V6C 2T7

(604) 682-2928

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 the jurisdictions of 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 | <input type="checkbox"/> 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.

Please see the attached schedule.

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.

August 15, 2006

Item 6: For each security distributed:

- (a) describe the type of security,

Units having a purchase price of Cdn. \$1.00 per unit, each unit consists of one common share of the Issuer and one non-transferable share purchase warrant.

- (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

5,000,000 Units distributed, each Unit consists of one common share of the Issuer and one non-transferable share purchase warrant. The warrants underlying the Units are exercisable at a price of Cdn. \$1.50 per share until August 15, 2008.

state the exemption(s) relied on.

NI 45-106(2.3(2)) - Units

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 \$)
British Columbia	40	\$1.00	\$1,345,000
Ontario	3	\$1.00	\$625,000
Alberta	5	\$1.00	\$390,000
Cayman Islands	1	\$1.00	\$1,206,000
United States	2	\$1.00	\$1,134,000
Switzerland	1	\$1.00	\$50,000
Luxembourg	1	\$1.00	\$250,000
Total number of Purchasers	53		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$5,000,000

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 \$)	Number and type of securities issued	Price per security	Exemption relied on and date of distribution	Total dollar value of compensation (Canadian \$)
Pacific International Securities Inc. 1900-666 Burrard Street Vancouver, BC V6C 3N1	\$124,022	286,578 Units comprising 286,578 common shares and 286,578 warrants to purchase common shares*	\$1.00	NI 45-106 (2.3(2)) August 15, 2006	\$286,578
Pacific International Securities Inc. 1900-666 Burrard Street Vancouver, BC V6C 3N1		400,000 agent's warrants to purchase common shares**	N/A	NI 45-106 (2.3(2)) August 15, 2006	N/A
Pacific International Securities Inc. 1900-666 Burrard Street Vancouver, BC V6C 3N1		300,000 finder's fee common shares	\$0.66 (deemed)	NI 45-106 (2.3(2)) August 15, 2006	\$198,000
TOTAL	\$124,022				\$484,578

* The 286,578 warrants are exercisable at a price of Cdn.\$1.50 for a period of 2 years from the date of issuance of such warrants.

** The 400,000 agent's warrants are exercisable at a price of Cdn.\$1.05 for a period of 2 years from the date of issuance of the agent's warrants.

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: Aug 31/, 2006

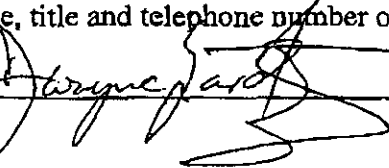
Astron Resources Corporation

Name of issuer (please print)

Dwayne Yaretz, Director, (604) 647-2291

Print name, title and telephone number of person signing

Signature

A handwritten signature in black ink, appearing to read 'Dwayne Yaretz', is written over a horizontal line. The signature is stylized with a large initial 'D' and a long horizontal stroke extending to the right.

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.

Paul Fang, Lawyer for the Issuer, 604-688-6775.

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