

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

1. *State the full name, address and telephone number of the issuer of the security distributed.*

Universal Uranium Ltd.
600 – 595 Howe Street
Vancouver, BC V6C 2T5

Telephone: 604-662-3903

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 provinces of British Columbia and Alberta.

3. *Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed 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) _____

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Commission

Details of distribution

4. *Purchasers*

See Schedule I to this report.

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

December 14, 2006.

6. *For each security distributed: (a) describe the type of security, and (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.

- (a) 2,695,000 common shares;
- (b) Section 2.3(2) of National Instrument 45-106 ("NI 45-106").

7. 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 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 \$)
Ontario	16	\$0.75	\$1,485,000.00
British Columbia	5	\$0.75	\$ 298,500.00
Nova Scotia	3	\$0.75	\$ 50,250.00
Quebec	1	\$0.75	\$ 187,500.00
Total number of purchasers	25		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$2,021,250.00

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

Commissions and finder's fees

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 (CDN \$)	Securities			Total dollar value of compensation (CDN \$)
		Number and type of securities issued	Price per security	Exemption relied on and date of distribution	
Haywood Securities Inc., 20 th Floor, 400 Burrard Street, Vancouver, B.C. V6C 3A6	\$133,125	21,914 shares 218,817 Agent's Options ⁽¹⁾	Deemed \$0.75	Section 2.3(2) of NI 45-106 December 14, 2006	\$149,560.50
NBCN Inc. 1010 rue de le Gauchetier Ouest Montreal, QC H3B 5J2	Nil	3,750 Agent's Options ⁽¹⁾	n/a	Section 2.3(2) of NI 45-106 December 14, 2006	n/a
Blackmont Capital Inc. BCE Place, Suite 900 181 Bay Street Toronto, ON M5J 2T3	Nil	7,000 Agent's Options ⁽¹⁾	n/a	Section 2.3(2) of NI 45-106 December 14, 2006	n/a
Global Maxfin Capital Inc. 15 Toronto Street Suite 202 Toronto, ON M5C 2E3	Nil	3,350 Agent's Options ⁽¹⁾	n/a	Section 2.3(2) of NI 45-106 December 14, 2006	n/a
Union Securities Ltd. 900 – 700 West Georgia Street Vancouver, B.C. V7Y 1H4	Nil	3,750 Agent's Options ⁽¹⁾	n/a	Section 2.3(2) of NI 45-106 December 14, 2006	n/a
Limited Market Dealer Inc. 1110 Finch Avenue West Suite 200 Toronto, ON M3J 2T2	\$18,750	3,086 shares 33,333 Agent's Options ⁽¹⁾	Deemed \$0.75	Section 2.3(2) of NI 45-106 December 14, 2006	\$21,064.50

- (1) Each Agent's Option entitles the holder to purchase a common share of the Company at a price of \$0.75 per share for a period of one year, up to and including December 14, 2007.

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.

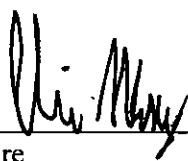
Date: December 21, 2006

UNIVERSAL URANIUM LTD.

Name of issuer (please print)

Clive Massey, President

Print name, title and telephone number of person signing



Signature

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.