

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Athabasca Uranium Inc. (the "Company")
Suite 1040 – 885 West Georgia Street
Vancouver, BC V6C 3E8

Item 2. Date of Material Change

December 7, 2010

Item 3. News Release

News Release dated December 7, 2010 was disseminated via CNW Canada Newswire and Stockwatch and filed on SEDAR on December 7, 2010.

Item 4. Summary of Material Change

Athabasca Uranium Inc. announced that it had increased the size of its previously announced private placement of units in the capital of the Company (the "Offering") to up to 14,326,087 units for gross proceeds of up to \$3,100,000 (from gross proceeds of up to \$2,200,000 announced on November 25 2010) and that it had closed the first tranche of the Offering and issued 6,477,391 flow-through units ("FT Units") for gross proceeds of \$1,489,800. Of those initial proceeds, 5,217,391 FT Units for proceeds of \$1,200,000 were purchased by the MineralFields Group.

Finder's fees are payable on all or portions of the Offering within the maximum amount permitted by the policies of the TSX Venture Exchange

Proceeds of the Offering will be used to fund the Company's exploration program on its properties in the Athabasca Basin region in Saskatchewan, for property acquisitions and for general working capital and corporate purposes.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Please see the attached news release.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

D. Barry Lee, Chief Financial Officer

Telephone: (604) 689-8336

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 7th day of December, 2010.