

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Athabasca Uranium Inc. (the "Corporation")
1040 – 885 West Georgia Street
Vancouver, B.C. V6C 3E8

Item 2 Date of Material Change

February 23, 2011

Item 3 News Release

The news release was disseminated by the Corporation on February 23, 2011 through CNW Canada Newswire.

Item 4 Summary of Material Change

The Corporation announced that it has arranged a private placement in the capital of the Company (the "**Offering**") for aggregate gross proceeds of up to \$2,500,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

For a full description of the material change, please refer to the news release of the Corporation dated February 23, 2011 attached hereto as Schedule "A".

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

Not applicable.

Item 8 Executive Officer

For further information, contact:
D. Barry Lee, CFO
Telephone: 604-689-8336

Item 9 Date of Report

March 3, 2011

SCHEDULE "A"

ATHABASCA URANIUM INC.

Suite 1040 – 885 West Georgia Street
Vancouver BC V6C 3E8
Phone: 604-689-8336 / Fax: 888-691-0529

PRESS RELEASE

Athabasca Uranium Announces \$2.5 Million Private Placement

February 23, 2011 – Athabasca Uranium Inc. ("Athabasca" or the "Company") is pleased to announce that it has arranged a private placement in the capital of the Company (the "**Offering**") for aggregate gross proceeds of up to \$2,500,000.

The Offering is comprised of up to 5,263,158 flow through units (the "**FT Units**") at a price of \$0.38 per FT Unit and up to 1,428,572 units (the "**NFT Units**") at a price of \$0.35 per NFT Unit. Each FT Unit will consist of one common share in the capital of the Company which will be designated as a flow-through share pursuant to the *Income Tax Act* (Canada) and one share purchase warrant (a "**FT Warrant**"). Each FT Warrant will entitle the holder to purchase one common share in the capital of the Company (a "**Share**") at a price of \$0.50 per Share for a period of one year from the closing of the Offering. Each NFT Unit will consist 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 for a period of two years from the closing of the Offering.

The Company may pay finders' fees on the Offering within the maximum amount permitted by the policies of the TSX Venture Exchange.

Closing of the Offering is subject to a number of conditions, including receipt of all necessary corporate and regulatory approvals, including the TSX Venture Exchange. All securities issued in connection with the Offering will be subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

The proceeds from the Offering will be used to fund exploration programs on the Company's prospective uranium properties located in the Athabasca Basin region of northern Saskatchewan and for general working capital and corporate purposes.

About Athabasca Uranium

Athabasca Uranium Inc. is a uranium exploration and development company exploring an aggregate of over 31,000 hectares strategically located in the uranium-rich Athabasca Basin region of northeast Saskatchewan. The Company's stated vision is to explore the region using leading-edge technology to become a world-class uranium mining company. Additional information on Athabasca Uranium and its vision is available on the Company's website at www.athabascauranium.com.

ON BEHALF OF THE BOARD OF DIRECTORS

"Gil Schneider"

Gil Schneider, President & CEO

For information, please contact the Company:

Toll-Free: (866) 869-8072 E-mail: thanas@athabascauranium.com

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

FORWARD LOOKING STATEMENTS: This press release contains forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date such statements were made. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

Neither TSX Venture Exchange nor its Regulations Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.