

Form 45-106F6

*British Columbia Report of Exempt Distribution*

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

**Issuer/underwriter information**

**Item 1: Issuer/underwriter name and contact information**

A. State the following:

**Azarga Uranium Corp. (the "Issuer")  
(formerly Powertech Uranium Corp.)  
5575 DTC Pkwy #140  
Greenwood Village, CO 80111  
Email: info@azargauranium.com  
Telephone: 303-790-3885  
Website: www.azargauranium.com**

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

**Item 2: Reporting issuer status**

A. 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, Alberta and Ontario**

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

**Not Applicable**

**Item 3: Issuer's industry**

Indicate the industry of the issuer by checking the appropriate box 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                          |

Industrial Other (describe)**Item 4: Insiders and promoters of non-reporting issuers**

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

**Not Applicable**

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

**Not Applicable**

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)

**Details of distribution****Item 5: Distribution date**

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

**October 28, 2014****Item 6: Number and type of securities**

For each security distributed:

- (a) describe the type of security,

**Units**

- (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

**8,338,134 units. Each unit consists of one common share and one-half of one non-transferable share purchase warrant. Each whole warrant entitles the**

holder to acquire one common share of the Issuer at a price of \$1.00 per share for a period of two years from closing.

#### Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

	Number of purchasers	Price per security (Canadian \$)	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
British Columbia	6	\$0.60 <sup>(1)</sup>	\$211,900.02
Australia	1	\$0.60 <sup>(1)</sup>	\$111,000.00
United States	2	\$0.60 <sup>(1)</sup>	\$37,750.08
Japan	1	\$0.60 <sup>(1)</sup>	\$1,110,000.00
Malaysia	2	\$0.60 <sup>(1)</sup>	\$90,000.00
Mongolia	1	\$0.60 <sup>(1)</sup>	\$27,750.00
China	9	\$0.60 <sup>(1)</sup>	\$3,414,480.00
<b>Total number of Purchasers</b>	<b>22</b>		
Total dollar value of distribution in all jurisdictions (Canadian \$)			<b>\$5,002,880.10</b>

<sup>(1)</sup> The securities were originally subscribed for at \$0.06 per unit. As the Issuer completed a consolidation of its common shares on the basis of ten (10) pre-consolidation common shares for one (1) post-consolidation common share concurrently with closing of the private placement, the common shares and warrants issued pursuant to this private placement were issued on a post-consolidation basis. The price per security, as set out in the table above, has been adjusted for the consolidation.

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

#### Item 8: Information about purchasers

##### *Instructions*

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus and Registration Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Pacific Growth Investments Inc. 733 MacDonald Avenue Burnaby, BC V5C 6N6 Telephone: 604.202.2767		46,250 common shares and 23,125 share purchase warrants	\$27,750	Section 2.3 of NI 45-106	2014-10-28
Kalya Consulting Ltd. 4064 West 32nd Avenue Vancouver, BC V6S 1Z6 Telephone: 604.761.3399		46,250 common shares and 23,125 share purchase warrants	\$27,750	Section 2.3 of NI 45-106	2014-10-28
Keen Merit Limited Room 4206, Tower One, Lippo Centre 89 Queensway Hong Kong Telephone: 00852-28685920		2,750,000 common shares and 1,375,000 share purchase warrants	\$1,650,000	BCI 72-503	2014-10-28
Clement Family Limited Partnership, LLLP 98 Ashley Lane Corrales, NM 87048 Telephone: 505.235.8331	I	46,250 common shares and 23,125 share purchase warrants	\$27,750	Section 2.3 of NI 45-106	2014-10-28
Molyneux Enterprises Pty Ltd. PO Box 245 Toorak Victoria, 3142, Australia Telephone: +613.9824.2774		185,000 common shares and 92,500 share purchase warrants	\$111,000	BCI 72-503	2014-10-28
<b>Total</b>		<b>3,073,750 common shares and 1,536,875 share purchase warrants</b>	<b>\$1,844,250</b>		

## Commissions and finder's fees

### Item 9: Commissions and finder's fees

#### Instructions

A. 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 information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, 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	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	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 (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Pacific Advisers Pte Ltd. 116 Lavender Street #04-1 Pek Chuan Building Singapore 338730		\$145,617.38	242,696	\$0.60 (deemed)	BCI 72-503  2014-10-28	\$291,234.98

#### Certificate

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

Date: November 7, 2014

AZARGA URANIUM CORP.

Name of issuer (please print)

Richard F. Clement, Jr., Chief Executive Officer

Telephone: (303) 790-7528

Print name, title and telephone number of person signing

"Richard F. Clement"

Signature

*Instruction*

*The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.*

**Item 10: Contact information**

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 British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

**British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre

701 West Georgia Street

Vancouver, British Columbia V7Y 1L2

Telephone: (604) 899-6500

Toll free across Canada: 1-800-373-6393

Facsimile: (604) 899-6581