



ATHA ENERGY CORP.

NOTICE AND ACCESS NOTIFICATION TO SHAREHOLDERS

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 29, 2024

Shareholders of Atha Energy Corp. (the “**Company**”) are receiving this notification as the Company is using the notice-and-access provisions (“**Notice and Access**”) under the Canadian Securities Administrators’ National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery of meeting materials to its shareholders for its annual general meeting of shareholders to be held on Monday, July 29, 2024 (the “**Meeting**”).

Under Notice and Access, instead of receiving paper copies of the Company’s notice of meeting and information circular (“**Information Circular**”) for the Meeting (collectively, the “**Meeting Materials**”), shareholders are receiving this Notice and Access notification with information on how they may obtain a copy of the Meeting Materials electronically or request a paper copy. Registered shareholders will still receive a Proxy form enabling them to vote at the Meeting. The use of the alternative Notice and Access procedures in connection with the Meeting is an environmentally responsible and cost-effective way to deliver Meeting Materials to the Company’s shareholders. The Company will arrange to mail paper copies of the Meeting Materials to those registered and beneficial shareholders who have existing instructions on their account to receive paper copies of the Company’s meeting materials.

This notice serves as notice of meeting under section 169 of the *Business Corporations Act* (British Columbia).

Meeting Date, Location and Purposes

The Meeting will be virtually held online (<https://web.lumiagm.com/210919588>) on Monday, July 29, 2024 at 10:00 a.m. (Vancouver time), for the following purposes:

1. Financial Statements and Auditor’s Report: to receive the audited consolidated financial statements of the Company for the financial years ended December 31, 2022 and 2023 with the auditor’s reports thereon;
2. Election of Directors: to fix the number of directors at six and to elect six directors of the Company for the ensuing year;
3. Appointment of Auditor: to appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to affix the auditor’s remuneration;
4. Equity Incentive Plan: to approve and confirm the Company’s “rolling 10%” equity incentive plan; and
5. Other Matters: to transact such other business as may properly come before the Meeting or any adjournment thereof.

For detailed information with respect to each of the matters in items 2, 3 and 4 above, please refer to the section bearing the corresponding heading in the Information Circular.

THE COMPANY URGES SHAREHOLDERS TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.

Accessing Meeting Materials Online

The Meeting Materials can be viewed online under the Company’s profile at www.sedarplus.ca (Canada).

The Meeting Materials for the Meeting are also available on the Odyssey Trust Company website at <https://odysseytrust.com/client/atha-energy/> and will remain on the website for one year until June 20, 2025.

Requesting Printed Meeting Materials

Shareholders can request that printed copies of the Meeting Materials for the Meeting be sent to them by postal delivery at no cost to them for up to one year until June 20, 2025.

To receive the Meeting Materials in advance of the proxy deposit date and Meeting date, shareholders must request printed copies at least five business days (i.e. by July 18, 2024) in advance of the proxy deposit date and time set out in the accompanying proxy form. Meeting Materials will be sent to such shareholders within three business days of their request if such requests are made before the Meeting.

Voting Process

Registered Shareholders

Only shareholders of record at the close of business on June 7, 2024 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Shareholders who are unable to or who do not wish to attend the Meeting virtually are requested to date and sign the enclosed Proxy form promptly and return it in the self-addressed envelope enclosed for that purpose or by any of the other methods indicated in the Proxy form. To be used at the Meeting, proxies must be received by Odyssey Trust Company, Proxy Department, Trader's Bank Building, 702, 67 Yonge Street, Toronto, Ontario M5E 1J8 by 10:00 a.m. (Vancouver time) on July 25, 2024 or, if the Meeting is adjourned, by 10:00 a.m. (Vancouver time), on the second last business day prior to the date on which the Meeting is reconvened, or may be accepted by the chairman of the Meeting prior to the commencement of the Meeting. If a registered shareholder receives more than one Proxy form because such shareholder owns shares registered in different names or addresses, each Proxy form should be completed and returned.

Non-registered shareholders

Non-Registered Holders should carefully follow the voting instructions of their intermediaries and their service companies, including instructions regarding when and where a voting instruction form is to be delivered.

Board Recommendation

The Board of Directors of the Company unanimously recommends that shareholders **VOTE FOR** each of the proposed resolutions.

Questions

For more information regarding Notice and Access or to obtain a paper copy of the Materials, you may contact our transfer agent, Odyssey Trust Company, via <https://odysseytrust.com/ca-en/help> or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America).

Dated as of the 12th day of June 2024.

BY ORDER OF THE BOARD

"Troy Boisjoli"

TROY BOISJOLI
Chief Executive Officer