ATHA ENERGY CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the years ended December 31, 2023 and 2022

Dated: April 29, 2024

MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL REPORTING

This management’s discussion and analysis (“MD&A”) reports on the operating results and financial condition of Atha Energy Corp. (the “Company” or “Atha”) for the for the year ended December 31, 2023 and is prepared as at April 29, 2024. This MD&A should be read in conjunction with the Company’s audited annual financial statements for the years ended December 31, 2023 and December 31, 2022, and the notes thereto which were prepared in accordance with International Financial Reporting Standards (“IFRS”) (referred to as the “Financial Statements”). Other information contained in these documents has also been prepared by management and is consistent with the data contained in the Financial Statements. All the dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

The Company’s certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that this filing does not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the periods covered by this filing. The Financial Statements together with the other financial information included in this filing fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented in this filing. The Board of Directors approves the Financial Statements and MD&A and ensures that management has discharged its financial responsibilities. The Board’s review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith, and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. These forward-looking statements include but are not limited to statements concerning:

- The Company's ability to identify, successful negotiate and/or finance an acquisition of mineral properties
- The Company's success at completing future financings
- The Company's strategies and objectives
- General business and economic conditions
- The Company's ability to meet its financial obligations as they become due
- The positive cash flows and financial viability of new business opportunities
- The Company's ability to manage growth with respect to a new business opportunity
- The Company's tax position, anticipated tax refunds and the tax rates applicable to the Company

Readers are cautioned that the preceding list of risks, uncertainties, assumptions, and other factors are not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in, or implied by these forward-looking statements. Due to the risks, uncertainties, and assumptions inherent in forward-looking statements, investors in securities of the Company should not place undue reliance on these forward-looking statements.

CORPORATE OVERVIEW AND OUTLOOK

Atha was incorporated under the British Columbia Business Corporations Act on January 14, 2021. The Company's head office and its registered and records office is located at 1250 – 1066 West Hastings Street, Vancouver, British Columbia V6E 3X1. On May 30, 2022, the Company changed its name from Inglenook Ventures Ltd. to Atha Energy Corp.

On March 8, 2022 the Company completed a consolidation of its issued and outstanding common shares on a 1.388:1 basis. All share and per share information in the Financial Statements and this MD&A have been retroactively adjusted to reflect the consolidation.

On March 30, 2023 the Company completed the acquisition of the NSS Property (the "Acquisition"). As consideration for the Acquisition, the Company paid to the vendors $1,000,000 ($2,000,000 total including previously paid deposits) and issued to the vendors an aggregate of 38,040,000 common shares of the Company.

Also on March 30, 2023, an aggregate of 33,725,000 common shares were issued on conversion of the subscription receipts from the non-brokered private placement financings that closed on October 28, 2022 and November 8, 2022 for aggregate proceeds of $33,725,000.

The Company's common shares began trading on the Canadian Securities Exchange (the "CSE") under symbol "SASK" on April 11, 2023. The Company applied to voluntarily delist its common shares from the CSE in March 2024 in tandem with the Company's listing on the TSX Venture Exchange ("TSXV") which was effective at TSXV open on March 4, 2024. The Company's common shares continue to trade under the symbol "SASK".

EXPLORATION AND EVALUATION ASSETS

December 31, 2023	Saskatchewan/ Alberta Exploration Properties	Nunavut Exploration Properties	Golden Rose Property	Total
Acquisition costs:				
Balance, beginning of year	**$ -**	**$ -**	**$ 110,000**	**$ 110,000**
Additions				
Shares issued on acquisition	39,040,000	-	497,000	39,537,000
Cash paid on acquisition	1,000,000	-	200,000	1,200,000
Transfer of deposit	1,046,642	-	-	1,046,642
Recovery of costs	(683,333)	-	-	(683,333)
Claims fees	4,733,196	2,915,965	-	7,649,161
Balance, end of year	**45,136,505**	**2,915,965**	**807,000**	**48,859,470**
Exploration costs:				
Balance, beginning of year	**$ -**	**$ -**	**$ -**	**$ -**
Incurred during the year:				
Data review	262,496	-	-	262,496
Field work	2,242,588	-	-	2,242,588
Geophysical surveying	7,742,005	-	-	7,742,005
43-101 – Technical report	27,000	-	-	27,000
Balance, end of year	**10,274,089**	**-**	**-**	**10,274,089**
Total costs	**$ 55,410,594**	**$ 2,915,965**	**$ 807,000**	**$ 59,133,559**

December 31, 2022	Saskatchewan/ Alberta Exploration Properties	Nunavut Exploration Properties	Golden Rose Property	Total
Acquisition costs:				
Balance, beginning of year	**$ -**	**$ -**	**$ -**	**$ -**
Additions	-	-	110,000	110,000
Balance, end of year	-	-	110,000	110,000
Total costs	**$ -**	**$ -**	**$ 110,000**	**$ 110,000**

Saskatchewan/ Alberta Exploration Properties

On September 20, 2022, the Company entered into an agreement (the "Purchase Agreement") to acquire a diversified portfolio of mineral exploration assets and carried interests in the Athabasca Basin (the "Acquired Assets") from The New Saskatchewan Syndicate (the "Vendors") which includes a 10% carried interest on certain land owned and operated by NexGen Energy Ltd. and IsoEnergy Ltd. (the "Acquisition").

In accordance with the terms of the Purchase Agreement, and as consideration for the Acquired Assets, the Company paid the Vendors the following:

- $2,000,000 cash as follows:
    - $200,000 upon execution of the term sheet signed between the parties on January 11, 2022 (paid);
    - $800,000 upon execution of the Purchase Agreement (paid); and
    - $1,000,000 upon Listing (as defined in Note 8b) (paid).
- common shares representing not less than 30% of the shares of the Company, on a fully diluted basis, upon Listing (issued 38,040,000 shares of the Company on March 30, 2023 – Note 8b); and
- $3,000,000 to be made available to the Vendors for the purpose of acquiring additional prospective uranium exploration properties on behalf of, and for the benefit of, the Company.

In connection with the Acquisition, the Company issued 1,000,000 common shares with a fair value of $1,000,000 as finders fees.

The Vendors and the Company entered into an amendment to the Purchase Agreement in December 2023 whereby the Vendors will retain a 5% interest in any additional prospective mineral exploration properties acquired,. a 1% net smelter returns royalty and a 5% carried interest in and to the Acquired Assets and, agreed to issue 5,000,000 common shares to the Vendors prior to June 30, 2024.

The initial $1,000,000 deposit was paid to the Vendors through promissory notes issued to various entities who paid the funds to the Vendors. These promissory notes bore no interest and were repaid by the Company within ten days after demand. Subsequent to December 31, 2023 the Company issued 5,000,000 common shares to the Vendors on April 11, 2024 effecting the amendment to the Purchase Agreement. Expenditures of $46,642 on NSS mineral claims were classified as deposits because as of December 31, 2022 the Acquisition and listing had not been completed.

Stallion Discoveries Option

On May 16, 2023 the Company entered into a binding letter of intent (“LOI”) with Stallion Discoveries Corp. (“Stallion”), and on July 18, 2023 the parties entered a definitive option and joint venture agreement (the “Definitive Agreement”) providing Stallion an ability to earn an option (the “Option”) to acquire a 70% interest in 47 of the Company’s mineral claims in Saskatchewan, Canada (the “Claims”) by acquiring the requisite portion of the Company’s current 90% interest, after meeting certain milestones.

The milestones included in the Definitive Agreement are:

- Within two days of the closing date Stallion shall issue 3,333,333 Stallion shares to the Company (received with fair value of $683,333);
- within twelve months after the closing date, Stallion shall incur $3,311,770 of Saskatchewan Exploration Expenditure Credits towards the exploration of the Claims; and
- within sixty months after the closing date, Stallion shall incur a further $8,688,230 of Saskatchewan Exploration Expenditure Credits towards the exploration of the Claims.

Upon exercise of the Option, a joint venture agreement (the "Joint Venture Agreement") shall be entered into by the Company and Stallion, with Stallion and the Company (including the carried over interest of the legacy owner) holding a 70% and a 30% interest, respectively.

During the year ending December 31, 2023, Atha paid refundable claim deposits totalling $4,654,651 to the Ministry of Energy and Resources of Saskatchewan. The majority of the deposits relate to Claims to be optioned to Stallion. The Company expects to receive a refund of these deposits in connection with Stallions' exploration expenditures on the related Claims.

Golden Rose Property

Pursuant to a property option agreement dated July 18, 2022 between the Company and Conquest Resources Limited ("Conquest"), the Company has secured the sole and exclusive right and option (the "Golden Rose Option") to acquire up to a 100% undivided interest in certain mineral leases, known as the Golden Rose Gold Property, located in Ontario.

To fully exercise the Golden Rose Option, the Company must pay Conquest an aggregate of $1,000,000 and issue to Conquest an aggregate of 1,500,000 common shares of the Company over a period of 36 months, as follows:

- $100,000 plus the cost of obtaining a technical report on the effective date (paid);
- 200,000 common shares of the Company upon obtaining a public listing on a recognized Canadian stock exchange (issued on March 30, 2023 – Note 8b) (issued);
- $200,000 (paid) and 300,000 common shares of the Company on the first anniversary of the effective date of the Golden Rose Option (issued on November 15, 2023 – Note 8b) (issued);
- $200,000 and 300,000 common shares of the Company on the second anniversary of the effective date of the Golden Rose Option; and
- $500,000 and 700,000 common shares of the Company on the third anniversary of the effective date of the Golden Rose Option.

The Company has also agreed to grant Conquest a 1.0% net smelter returns royalty on the Golden Rose Property, which can be purchased by the Company for $1,000,000.

On October 25, 2023, pursuant to an amending letter agreement (the "Amendment Agreement") the Company and Conquest amended certain terms of the Golden Rose Option. Pursuant to the amendments, upon issuance of the first anniversary common shares (300,000) to Conquest, the Company has the right to convert its option to acquire 100% of the Golden Rose Property into a 10% carried interest (the "Carried Interest") in the Golden Rose Property. A conversion notice has been issued to Conquest.

Upon completion by Conquest of a bankable feasibility study ("BFS"), the Company has the right to a) participate in the further development of the Golden Rose Property by paying its 10% share of further costs in accordance with the terms of a joint venture agreement to be negotiated by the parties, or b) convert its Carried Interest into a 2% NSR relating to all the mineral leases forming part of the BFS.

Latitude Uranium and 92 Energy Acquisitions

On December 7, 2024 the Company announced that, consistent with its growth strategy, it had entered into binding agreements to acquire all of the issued and outstanding shares of Latitude Uranium Inc. ("Latitude") by way of a court-approved plan of arrangement and to acquire all of the issued and outstanding fully paid ordinary shares of 92 Energy Limited ("92 Energy") by way of a scheme of arrangement (together, the "Acquisitions").

The Acquisitions were conditional on various requisite shareholder, stock exchange and regulatory approvals in the provinces of Canada and in Australia and, on completion, the Acquisitions would transition Atha to become the premier Canadian focused uranium company with exposure to the largest exploration acreage package in one of the highest-grade uranium districts in the world, with significant expansion potential across three major Canadian uranium districts, including:

- the underexplored Angilak Project, which hosts a historical resource of 43 million lbs of U_3O_8[1] with expansion potential in every direction, while ranking amongst the highest-grade uranium deposits globally outside of the Athabasca Basin;
- Entry to Labrador's prolific Central Mineral Belt through the CMB uranium project, which hosts an underexplored historical resource of 14 million lbs U_3O_8[2,3] and is located adjacent to Paladin Energy's Michelin Deposit.
- Adds exposure to the Gemini Discovery, with significant expansion and discovery upside potential within the Athabasca Basin's newest discovery corridor; and

The projects acquired through the Acquisitions are complimentary to the Company's Athabasca Basin exploration portfolio and to the holds a 10% carried interest in key exploration claims operated by NexGen Energy Ltd. and Iso Energy Ltd within the Athabasca Basin. The Acquisitions also would provide the Company with increased scale, providing for greater access to capital, added liquidity, and expanded research coverage and an enlarged technical team and Board of Directors with decades of experience, with the demonstrated track record in all facets of uranium exploration, development, operations, and capital formation needed to drive growth in uranium resources and build shareholder value.

In conjunction with the Acquisitions, the Company announced concurrent financing arrangements to raise gross proceeds of $23.5 million in flow through and other financing commitments (as detailed in 'Share Capital' and see 'Liquidity and Capital Resources; below) positioning the Company with a strong balance sheet, fully funded to 2025 and no long-term debt.

Subsequent to December 31, 2023, the Company completed the acquisition of Latitude and issued 64,444,004 common shares on March 7, 2024, pursuant to the terms of the arrangement and 4,000,000 common shares were issued on March 6, 2024 pursuant to the escrow release of Subscription Receipts conditional on the Latitude acquisition. The Company completed the 92 Energy acquisition and issued 64,101,404 common shares in connection with the completion of the 92 Energy Limited scheme on April 11, 2024, and issued 1,693,278 common shares to a sales agent on April 10, 2024, in connection with an elective selling scheme for ineligible foreign holders of 92 Energy.

Footnotes [1, 2, 3] : These estimates are considered to be "historical estimates" under National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") and are not considered by the Company to be current.

Inspiration Energy Option Agreement

On April 24th, 2024, ATHA Energy announced an agreement with Inspiration Energy Corp. (CSE: ISP) ("Inspiration") whereby ATHA has granted Inspiration an exclusive option to acquire an undivided 70% interest in each of ATHA's Plateau and Ledge properties (together, the "Properties"), subject to option considerations and work commitments outlined in the option agreement.

In accordance with the terms of the Option Agreements, Inspiration can earn a 70% undivided interest (subject to underlying 2.0% NSR royalties on each property agreed to by the parties) in the Plateau Property and Ledge Property through the issuance of 4,330,228 common shares of the Company (the "Consideration Shares") to ATHA and incurring a total of $8,000,000 on exploration expenditures broken down as described below. Additionally, ATHA is entitled to anti-dilution projection during the option period, such that the number of common shares issuable will be adjusted upwards to maintain a 9.0% shareholder interest upon any issuance of new common shares by Inspiration out of treasury. The anti-dilution feature will not be triggered by any shares issued upon exercise of outstanding stock options, warrants or other convertible securities.

Inspiration may exercise the option on the Plateau Property by satisfying all of the following conditions:

1. Issuing an aggregate of 2,165,114 Consideration Shares to ATHA within two (2) business days following regulatory approval at the market price of the common shares of Inspiration; and
2. Incurring exploration expenditures on the Plateau Property in the following amounts:
   (i) $400,000 by September 1, 2024;
   (ii) an additional $400,000 by September 1, 2025;
   (iii) an additional $3,000,000 by September 1, 2028; and

This Option Agreement will terminate at ATHA's discretion if Inspiration fails to incur exploration expenditures and issue the Consideration Shares to ATHA as set out above or if CSE acceptance is not granted within 35 days of the effective date of the Option Agreement.

Inspiration may exercise the option on the Ledge Property by satisfying all of the following conditions:

- Issuing an aggregate of 2,165,114 Consideration Shares to ATHA within two (2) business days following regulatory approval at the market price of the common shares of Inspiration; and
- Incurring Exploration Expenditures on the Ledge Property in the following amounts:
  (i) $600,000 by September 1, 2024;
  (ii) an additional $600,000 by September 1, 2025;
  (iii) an additional $3,000,000 by September 1, 2028; and

This Option Agreement will terminate at ATHA's discretion if Inspiration fails to incur exploration expenditures and issue the Consideration Shares to ATHA as set out above or if CSE acceptance is not granted within 35 days of the effective date of the Option Agreement.

ATHA ENERGY URANIUM PROPERTIES

ATHA Energy Corporation has mineral claims totaling 8.15 million acres across Canada's three of the most prospective jurisdictions for uranium discovery and development globally. The Company's portfolio is highly diversified across the exploration risk curve with projects ranging from: the advanced exploration stage Angilak, which host's the Lac 50 Deposit – one of the largest, highest grade uranium deposits outside of the Athabasca Basin; post discovery projects like Gemini – which contains GMZ – a recent shallow, basement style, high-grade uranium discovery; through to highly prospective greenfields projects with numerous uranium occurrences and high-priority de-risked geophysical targets. ATHA's exploration approach is designed to provide maximum exploration exposure by investing at scale in a large number of early-stage projects, derisking those targets, and seeking to deliver advanced exploration upside through the expansion of known uranium deposits and additional discoveries. ATHA's exploration portfolio is further complimented by the Company's 10% carried interest on claims held by NexGen Energy Ltd. (TSX: NXE) and IsoEnergy Ltd. (TSX-V: ISO).

ATHA Energy Corp Holdings		
Exploration District	***Area (ha)***	***Area (ac)***
North Rim	323,553	799,515
Cable Bay	263,200	650,380
East Rim	493,007	1,218,245
West Rim	322,685	797,370
Nunavut	1,128,650	2,788,951
Angilak Regional	72,074	178,098
Sask. Isolated MC's	3,287	8,123
CMB - Labrador	145,725	360,094
Totals	**2,807,712**	**6,800,776**
Carried Interest - Option Agreements		
Company	***Area (ha)***	***Area (ac)***
Stallion	547,422	1,352,707
Isoenergy	3,561	8,800
Nexgen	82,068	202,795
Totals*	**633,052**	**1,564,302**

**Inspiration Energy properties still counted within ATHA Energy's Holdings*

Alberta – Saskatchewan: Greenfields Exploration Properties

ATHA Energy's mineral claims in Alberta and Saskatchewan are within the Athabasca Basin, home to the largest high-grade uranium deposits and mines, globally. The Company is the largest land holder within the Athabasca Basin, with projects encompassing all major producing, past producing, and developing uranium mining camps within the Basin. In total ATHA has 17 named exploration projects within four defined exploration districts: East Rim, West Rim, North Rim, and Cable Bay. These projects are at the early stages of exploration; however, previous work has identified numerous prospective geophysical, geochemical, and structural anomalies across the project areas along with numerous uranium occurrences.

Historic exploration at the North Rim began in the early to mid 1900's with production ending at mines located near Uranium City once the Eldorado mining and milling facility closed in the early 1980's. Uranium in the Beaverlodge mining district is structurally controlled with mineralization found in vein-filled fractures, breccias, and faults. The North Rim District remains highly prospective and is vastly under explored with modern exploration techniques. Furthermore, mining method innovation, proximity to surface, and the presence of existing infrastructure contribute to the prospectivity of this district.

The East Rim of the Athabasca Basin has seen intense exploration activity over the last fifty years, which has led to the discovery of numerous high-grade uranium deposits and the development of the largest high-grade uranium mines globally, such as Eagle Point, Cigar Lake and McArthur River. Of the more than one billion pounds of uranium produced or in reserve from the Athabasca Basin, the majority of those reserves are located on the eastern side of the Basin. Accordingly, the area has significant infrastructure in place to support mining and exploration activities. On the East Rim side of the Athabasca Basin uranium mineralization is typically found in two deposit types: crystalline basement-hosted or unconformity, with mineralization being structurally controlled in both occurrences.

The Cable Bay Exploration District derives its name from the Cable Bay Shear Zone ("CBSZ"), a crustal-scale structure that extends North to South across the Athabasca Basin. The CBSZ represents one of the last truly untested corridors in the Basin. During previous uranium cycles, only limited exploration activities were completed along the CBSZ. Exploration focused on the southern and northern margins of the Athabasca Basin where uranium mineralization was discovered. With the development of new technologies and a better understanding of controls on uranium mineralization the Cable Bay Exploration District has seen renewed interest, with a significant increase in exploration along the corridor. The CBSZ is highly prospective for the discovery of both unconformity and basement styles of uranium mineralization.

The West Rim Exploration District is made up of 41 tenements across 797,370.03 acres of ground over the Athabasca Basin in the northeast part of Alberta. Historically exploration activities have been focused on the outer edges of the Athabasca Basin as the basin morphology in this area is sloped steeply into the interior of the basin. The Alberta portion of the Athabasca basin has seen only limited exploration and has been dormant since the last uranium cycle in the early 2000's. In 2002-2003 the Maybelle River deposit was advanced from an early unconformity related uranium showing.

Saskatchewan: Gemini Property

With the closing of ATHA's acquisition of 92 Energy, the Company also owns the post discovery Gemini Project. The Gemini Project (Gemini) located on the eastern margin of the Athabasca Basin, 27 km southeast of the McArthur River uranium mine, 31 km northeast of the Key Lake uranium mill. Gemini consists of 13 granted mineral claims with a total area of 445.3km. 92 Energy conducted its first exploration on Gemini after developing targets based VTEM anomalies. During the summer of 2021, 92 Energy targeted VTEM conductors located in an up-ice direction from the historic radioactive samples identified on surface. Diamond drilling intersected uranium mineralization at the now named Gemini Mineralized Zone ("GMZ").

GMZ is a shallow (mineralization begins at <60 m depth,) basement hosted, high-grade uranium discovery. The style and geological setting of mineralization is analogous to Cameco's Rabbit Lake Mine, which produced 203MM lbs of uranium concentrate. The discovery is structurally controlled by a graphitic shear zone, hosted within meta-sediments (Psammitic through to Pelitic Wollaston Domain) lithologies, and with associated alteration halos comprised predominately of illitic clays – typical of other high-grade uranium deposits.

Successive diamond drilling exploration programs at the GMZ, conducted between 2021 through to 2023 are highlighted by high-grade uranium drill hole intersections such as: GEM22-025 intersected 43.0 m grading 0.62% U3O8, including 18.0 m grading 1.16% U3O8 and GEM23-061 intersected 5.0 m grading 1.47% U3O8, including 1.5 m grading 4.69% U3O8 and another sub-interval of 9.66% U3O8 over 0.5 m.

Nunavut: Greenfield Exploration Properties

Beginning in October 2023 ATHA Energy began to acquire prospective uranium mineral claims in the Canadian Territory of Nunavut. The Company focused its claim staking on known uranium jurisdictions of the Thelon Basin, Baker Lake Basin, Aberdeen (north and south), and prospective areas surrounding the Angilak Project. Consequently, ATHA owns 2,788,951 acres of mineral claims across five regions and is the largest land holder of prospective uranium mineral claims in the territory.

Nunavut - Angilak Project

The Angilak Project is situated within the Angikuni Basin approximately 225 km southwest of Baker Lake in the Kivalliq Region of Nunavut. The Angilak Project is host to the Lac 50 Uranium Deposit, which has a historical mineral resource estimate of 43.3M lbs at an average grade of 0.69% U3O8. Latitude Uranium recently completed (September 2023) a diamond drill-based exploration program comprising a total of 18 holes (5665 meters). The 2023 Program focused on delineation and expansion of the Main Zone within the Lac 50 Deposit and successfully achieved all objectives – highlighted by:

- Extension of known mineralization along strike and at depth within the Main Tuff Horizon demonstrated by drill hole 23-LC-005 – designed to infill a 100 m gap in historic drilling – intersected grades of up to 7.54 % U3O8 over 1.6 m and represents continuity of high-grade mineralization at depth.
- Discovery of a new lens of uranium mineralization within the Lac 50 Deposit

- Increased understanding of structural controls on uranium mineralization and identification of similar settings at regional prospective targets

Additionally, previous regional exploration along the Lac 50 Trend and the surrounding Angilak Project Area has identified numerous high-grade uranium occurrences.

Newfoundland & Labrador – Central Mineral Belt (CMB)

The CMB Project is situated in Labrador, and comprises a total of 360,094 acres. The Project spans 125 km, and is located adjacent to Paladin's Michelin Deposit (127.7 M lbs U3O8). The CMB Project hosts two uranium deposits with historic resources totaling 14.5M lbs U3O8. Additionally, over 140 prospective targets have been identified during previous regional exploration campaigns.

EXPLORATION OUTLOOK

The Company's core objective is discovery and development of its portfolio of uranium focused projects. Post the Acquisitions, Atha's portfolio now totals 8.15 million acres across Canada's three most prospective jurisdictions for uranium discovery and development. The Company's portfolio is highly diversified across the exploration risk curve with projects ranging from: the advanced exploration stage like Angilak, which host's the Lac 50 Deposit – one of the largest, highest grade uranium deposits outside of the Athabasca Basin; post discovery projects like Gemini – which contains GMZ – a recent shallow, basement style, high-grade uranium discovery; through to highly prospective greenfields projects with numerous uranium occurrences and high-priority de-risked geophysical targets. ATHA's exploration approach is designed to provide maximum exploration exposure by investing at scale in a large number of early-stage projects, derisking those targets, and seeking to deliver advanced exploration upside through the expansion of known uranium deposits and additional discoveries.

2024 Program: Angilak and Lac-50 Uranium Deposit, Nunavut

The 2024 Angilak exploration program will consist of diamond drilling, airborne geophysical surveys, and surficial sampling and mapping programs, prioritized to expand the footprint of known uranium mineralization, while also advancing regional exploration targets. Approximately 10,000m of diamond drilling is planned to be completed during the June to August time frame. Drill targeting will focus on the Lac 50 Deposit and mineralized corridor, targeting expansion of the deposit footprint both along strike and down-dip, as well as testing parallel structures which may host uranium mineralization. Diamond drilling will also test additional regional targets that have been identified through past exploration campaigns – the most recent of which was completed in 2023 by Latitude Uranium (acquired by ATHA). During Latitude's most recent exploration program completed in the fall of 2023, the company reported uranium drill hole intersections with grades of up to 7.54 % U3O8 over 1.6 m from hole 23-LC-005, which targeted the Lac 50 Deposit.

Gemini Project, Saskatchewan

At the 100%-owned Gemini Project, acquired from 92 Energy, the Company's objective is to build upon the work completed by the 92 Energy team. The 2024 Gemini Project Exploration Program's objective is expansion of mineralization at the Gemini Mineralised Zone ("GMZ") and discovery of additional zones of mineralization within the GMZ Trend. The program has three progressive Phases designed to increase the probability of discovery and optimise capital expenditure. Phase I Geophysics will provide additional data needed to identify areas of expansion at GMZ and de-risk regional targets within the GMZ Trend. Phase II Target Development and Diamond Drilling Optimization compiles all available data collected during exploration programs at the Gemini Project. The comprehensive data set will then be used in development of a 3D geological model coupled with machine learning technologies to further enhance and de-risk targets. Phase III Diamond Drilling will target expansion of the mineralized footprint at GMZ and discovery of additional zones of uranium mineralization within the GMZ Trend. Phases I and II are currently ongoing and are anticipated to be finalized by end of Q2, 2024. Phase III is scheduled to commence in mid-Q3, 2024, with preparations already underway. The Company has secured all necessary permits and approvals.

2024 Athabasca Basin, Saskatchewan Exploration and Greenfields Program

The Company's 2024 Athabasca Basin Exploration Program is built upon the results from the maiden 2023 campaign, which saw the completion of 17 EM surveys within ATHA's 3.8 million acres of mineral claims located in the Athabasca Basin. The objective of the 2024 Exploration program is to further mature nine high-priority project areas with the use of Airborne and Ground geophysical surveys. The surveys will target each of the Company's four exploration districts – North Rim, Cable Bay, East Rim, and West Rim – which encompass all currently producing, past producing and developing uranium mining jurisdictions within the Athabasca Basin.

The 2024 Athabasca Basin Exploration Program is already underway and is slated to continue through to the end of Q3 2024. The Program will deploy seven different airborne and ground survey types, consisting of: EM, Mag, Gravity, and ANT. The objective of the 2024 Athabasca Basin Program is to further delineate and refine prospective trends and corridors within Atha's high-priority project areas in advance of drill testing.

Joint Venture Exploration and Development Strategy

To accelerate the exploration and development of Atha's industry leading exploration land package comprising of more than 8.15 million acres of uranium prospective acreage, the Company continues to evaluate and negotiate with arms' length parties to secure funding via option agreements, earn-in/farm-outs or joint ventures.

Subsequent to December 31, 2023, the Company entered into an option agreement with Inspiration Energy Corp. ("Inspiration") pursuant to which Inspiration can acquire a 70% interest in each of the Company's Plateau and Ledge Properties, located in the Athabasca Basin, by fulfilling a total of $8 million of eligible exploration expenditures ($3.8 million at Plateau and $4.2 million at Ledge) prior to September 2028. The Company will receive 4,330,228 common shares of Inspiration, following requisite regulatory approvals for the option agreement and is entitled to anti-dilution protection such that the shares issued to the Company will be adjusted upwards to maintain a 9.0% common share ownership position of Inspiration during the option period.

The Company's full 2024 Exploration Program comprising activities in Nunavut and Saskatchewan represents one of the largest uranium focused exploration programs globally. Atha intends to leverage its robust cash position to pursue a fully-funded growth strategy.

Qualified Person

The scientific and technical information contained in this MD&A report has it relates to the claims and projects has been reviewed and approved by Cliff Revering, P.Eng., a "qualified person" as defined under National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*

SELECTED ANNUAL INFORMATION[1]

	December 31, 2023	**December 31, 2022**
Loss and comprehensive loss:		
(i) total for the period	**$(13,975,627)**	$(1,030,243)
(ii) per share-basic and fully diluted	**$(0.13)**	$(0.03)
Total assets	**$99,158,397**	$42,033,751
Total current liabilities	**$6,056,810**	$34,075,711
Total long-term financial liabilities	**$5,334,532**	$nil

[1] Audited financial information prepared in accordance with International Financial Reporting Standards ("IFRS").

SUMMARY OF QUARTERLY RESULTS[1]

	4th Quarter Ended December 31, 2023	**3rd Quarter Ended September 30, 2023**	**2nd Quarter Ended June 30, 2023**	**1st Quarter Ended March 31, 2023**
Loss and comprehensive loss	$(5,999,811)	$(6,449,345)	$(1,536,448)	$9,977
Loss per share[2] (basic and diluted)	$(0.06)	$(0.05)	$(0.01)	$0.00
	4th Quarter Ended December 31, 2022	**3rd Quarter Ended September 30, 2022**	**2nd Quarter Ended June 30, 2022**	**1st Quarter Ended March 31, 2022**
Loss and comprehensive loss	$(261,118)	$(649,791)	$(81,127)	$(38,207)
Loss per share[2] (basic and diluted)	$(0.00)	$(0.02)	$(0.00)	$(0.00)

[1] Unaudited financial information prepared in accordance with IFRS.

[2] On March 8, 2022, the Company completed a consolidation of its issued and outstanding common shares on a 1.388:1 basis. All share and per share information has been retroactively adjusted to reflect the share consolidation.

RESULTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2023 AND FOR THE COMPARATIVE PERIOD OF THE YEAR ENDED DECEMBER 31, 2022

Interest income for the three and twelve months ended December 31, 2023 was $184,188, and $1,156,738, respectively, and for the three and twelve months ended December 31, 2022, was $nil and $nil, respectively. The interest income was earned on the Company's cash balances.

Administration and bank charges for the three and twelve months ended December 31, 2023 were $142,170, and $233,582, respectively, and for the three and twelve months ended December 31, 2022 were $26,649, and $38,868, respectively. These charges were for administration of the Company's office, maintenance of the Company's bank account and for rent.

Business Development for the three and twelve months ended December 31, 2023 were $nil, and $688,750, respectively, and for the three and twelve months ended December 31, 2022 were $nil, and $nil, respectively. These charges were for amounts paid to business consultants for capital raising activities.

Consulting fees for the three and twelve months ended December 31, 2023 were $1,335,934, and $2,124,049, respectively, and for the three and twelve months ended December 31, 2022 were $20,000, and $20,000, respectively. These charges were incurred for consulting services in connection with the day-to-day operations of the Company and its strategic growth plans.

Depreciation for the three and twelve months ended December 31, 2023 were $9,231, and $29,958, respectively, and for the three and twelve months ended December 31, 2022 were $13,604, and $13,604, respectively. This non-cash expense was for the depreciation of the Companies' property and equipment.

Management fees for the three and twelve months ended December 31, 2023 were $309,500 and $339,500, respectively, and for the three and twelve months ended December 31, 2022 were $30,000 and $120,000, respectively. This expense was for management of the Company and for ongoing accounting and administrative services.

Marketing and shareholder relations for the three and twelve months ended December 31, 2023 were $756,154, and $1,867,885, respectively, and for the three and twelve months ended December 31, 2022 were $14,487, and $14,487, respectively. These costs were incurred for the maintenance of investor and shareholder relations as well as marketing and advertising costs.

Professional fees for the three and twelve months ended December 31, 2023 were $131,291 and $482,946, respectively, and for the three and twelve months ended December 31, 2022 were $94,647 and $177,099, respectively. These expenses were for legal and auditing services.

Salaries and wages for the three and twelve months ended December 31, 2023 was $75,000, and $157,658, respectively, and for the three and twelve months ended December 31, 2022, was $nil and $nil, respectively. These expenses include managerial wages.

Share-based payments for the three and twelve months ended December 31, 2023 was $2,655,307 and $8,860,474, respectively, and for the three and twelve months ended December 31, 2022 was $nil and $567,307, respectively. This is a non-cash expense used to value stock options and RSUs granted to directors, officers and consultants of the Company.

Transfer agent and filing fees for the three and twelve months ended December 31, 2023 were $5,972 and $83,424, respectively, and for the three and twelve months ended December 31, 2022 were $20,628 and $37,775, respectively. The fees include transfer agent, regulatory and SEDAR filing fees.

Travel and accommodation costs for the three and twelve months ended December 31, 2023 were $148,818, and $264,139, respectively, and for the three and twelve months ended December 31, 2022 were $41,103, and $41,103, respectively. These costs were incurred for meetings with investors, shareholders, and property investigations.

Loss and comprehensive loss for the period

As a result of the activities discussed above, the Company experienced a loss and comprehensive loss for the three and twelve months ended December 31, 2023 of $5,999,811 and $13,975,627, respectively, and for the three and twelve months ended December 31, 2022 of $261,118 and $1,030,243, respectively.

SHARE CAPITAL

Authorized

Unlimited number of common and preferred shares without par value.

Issued and outstanding

As at December 31, 2023, the Company had 138,606,388 (2022 – 51,341,388) common shares issued and outstanding.

On March 8, 2022, the Company completed a consolidation of its issued and outstanding common shares on a 1.388:1 basis. All share and per share information in these financial statements have been retroactively adjusted to reflect the consolidation.

On October 28, 2022 and November 8, 2022, the Company completed two tranches of a non-brokered private placement of an aggregate of 33,725,000 subscription receipts (the “Subscription Receipts”) of the Company at a price of $1.00 per Subscription Receipt, for aggregate proceeds of $33,725,000. The proceeds from the Subscription Receipts financings were held in escrow, pending the listing of the Company’s common shares on a recognized Canadian stock exchange (the “Listing”). On March 29, 2023 the Company received the approval of the CSE to list its common shares and on March 30, 2023, the Company issued 33,725,000 common shares upon conversion of the Subscription Receipts. The Company incurred $2,925,000 in costs in connection with the financing.

On March 30, 2023 the Company issued 200,000 common shares in connection with the Golden Rose Option.

On March 30, 2023 the Company issued 38,040,000 common shares in connection with the Acquisition of the Uranium Exploration Properties.

Additionally, in connection with the acquisition of the Uranium Exploration Properties, on March 30, 2023 the Company issued an aggregate of 1,000,000 common shares to certain finders and consultants of the Company.

On March 30, 2023, the Company issued 2,000,000 common shares of the Company for advisory services.

On November 15, 2023, pursuant to the Golden Rose Option, the Company issued 300,000 common shares at an issue price per Share of $0.99 to Conquest (Note 5).

On December 28, 2023, the company has completed a private placement offering of: (i) 8,363,710 charitable federal flow-through common shares of ATHA (the "**Federal CFT Shares**") at an issue price per Federal CFT Share of $1.57 and 3,636,290 charitable Saskatchewan flow-through common shares of ATHA (the "**Saskatchewan CFT Shares**" and, together with the Federal CFT Shares, the "**Offered Shares**") at an issue price per Saskatchewan CFT Share of $1.75 (the "**CFT Offering**"); and (ii) 4,000,000 subscription receipts of ATHA (the "**Subscription Receipts**") at an issue price per Subscription Receipt of $1.00 (the "**SR Offering**" and together with the CFT Offering, the "**Offering**") for aggregate gross proceeds of approximately $23,494,532.

	Number of Shares	Amount
		$
Balance, December 31, 2021	**17,961,388**	**124,652**
Debt settlement	6,930,000	138,600
Private placement and loan settlement	12,050,000	1,205,000
Private placement	14,400,000	7,200,000
Share issuance costs	-	(37,007)
Balance, December 31, 2022	**51,341,388**	**8,631,245**
Conversion of Subscriptions Receipts	33,725,000	33,725,000
Issued in connection with purchase of the Uranium Exploration Properties	38,040,000	38,040,000
Issued for finders fees	1,000,000	3,000,000
Issued for advisory services	2,000,000	2,000,000
Issued in connection with the Golden Rose Option	500,000	497,000
Federal charitable flow-through shares issued	8,363,710	13,131,025
Saskatchewan charitable flow-through shares issued	3,636,290	6,363,508
Share issuance costs	-	(4,497,831)
Premium on charitable flow-through shares	-	(5,334,533)
Balance, December 31, 2023	**138,606,388**	**93,555,414**

Stock options

On January 20, 2023, the Company adopted a new equity incentive plan (the “Equity Incentive Plan”). The Equity Incentive Plan is a 10% rolling plan that allows the Company to grant incentive stock options, deferred share units (“DSUs”), performance share units (“PSUs”), and restricted share units (“RSUs”), (“Awards”).

Pursuant to the Equity Incentive Plan, the Company can grant Awards to directors, officers, employees and consultants of the Company. The maximum number of shares that may be reserved for issuance under the Equity Incentive Plan is limited to 10% of the issued common shares of the Company at any time.

The vesting period for all incentive stock options is at the discretion of the Board of Directors of the Company. The exercise price of incentive stock options will be set by the Board of Directors of the Company at the time of grant and cannot be less that the discounted market price of the Company’s common shares.

The Equity Incentive Plan provides that the number of common shares that may be reserved for the issuance to any one individual upon exercise of all Awards held by such an individual may not exceed 5% of the issued common shares, if the individual is a director or officer, or 2% of the issued common shares, if the individual is a consultant or engaged in providing investor relations services, on a yearly basis. All incentive stock options granted under the Equity Incentive Plan will expire not later than the date that is ten years from the date that such options are granted. Incentive stock options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 90 days from date of termination other than for cause; or (iii) 90 days from the date of death or disability. Incentive stock options granted under the Equity Incentive Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

On April 20, 2023, the Company granted a total of 4,700,000 incentive stock options to certain directors, officers, and consultants of the Company, having an exercise price of $1.44 per share, and an expiry date of April 20, 2033. 200,000 of the options vest monthly over a period of two years, and 4,500,000 vest quarterly over a period of one year.

On June 30, 2023, the Company granted a total of 1,600,000 incentive stock options to certain directors, officers, and consultants of the Company, having an exercise price of $1.34 per share, and an expiry date of June 30, 2033. The options vest quarterly over a period of one year.

On December 6, 2023, the company granted an aggregate of 1,600,000 incentive stock options to certain directors, officers, and consultants of the Company, having an exercise price of $1.01 per share, and an expiry date of December 6, 2033. The options vest quarterly over a period of one year.

The fair value of options granted was determined using the Black-Scholes option pricing model. For all grants, the assumed dividend yield and forfeiture rate were nil for each grant. Other weighted average assumptions for the options granted during the 2023 year were as follows:

	2023
Expected life of options	10 years
Annualized volatility	100%
Risk-free interest rate	2.96%
Weighted average exercise price	$1.33
Weighted average share price on grant date	$1.32
Weighted average Black-Scholes fair value	$1.19

A summary of the Company's incentive stock option activity is as follows:

	Number of Options	**Weighted Average Exercise Price**
Balance, December 31, 2021	**1,404,899**	**$0.1388**
Cancelled / Expired	(2,654,899)	$0.23
Granted	1,937,500	$0.40
Balance, December 31, 2022	**687,500**	**$0.50**
Granted	7,900,000	$1.33
Balance, December 31, 2023	**8,587,500**	**$1.27**

As at December 31, 2023, outstanding incentive stock options were as follows:

Grant Date	**Number of Options**	**Options Exercisable**	**Exercise Price**	**Expiry Date**	**Remaining Contractual Life (Years)**
August 29, 2022	687,500	687,500	$ 0.50	August 29, 2027	3.66
April 20, 2023	4,700,000	2,383,333	$ 1.44	April 20, 2033	9.31
June 30, 2023	1,600,000	800,000	$ 1.34	June 30, 2033	9.50
December 6, 2023	1,600,000	-	$ 1.01	December 6, 2033	9.94
Total	**8,587,500**	**3,804,166**	**$ 1.25**		**9.01**

Share-based payments expense for stock options for the year ended December 31, 2023 was $7,203,061 (2022 - $567,307).

Restricted Share Units ("RSU")

The Company has implemented a restricted share unit plan (the "RSU Plan") whereby the board of directors may, from time to time, grant RSUs to employees, consultants, officers or directors of the Company. The board of directors may determine the time during which the RSUs shall vest and the method of vesting, or that no vesting restriction shall exist.

2,300,000 RSUs were granted on June 30, 2023 to certain directors, officers and consultants of the Company. The RSUs vest one year from the date of grant.

1,700,000 RSUs were granted on December 6, 2023 to certain directors, officers and consultants of the Company. The RSUs vest one year from the date of grant.

A summary of the RSU activity during the year ended December 31, 2023 is as follows:

	Number of RSUs
Outstanding balance, December 31, 2022	-
Granted	4,000,000
Outstanding balance, December 31, 2023	**4,000,000**

RSU expense (included in share-based payments on the Financial Statements) for the year ended December 31, 2023 was $1,657,413 (2022 - $nil)

OUTSTANDING SHARE DATA

As at the date of this MD&A, the Company had a total of 277,845,074 common shares, 8,587,500 stock options, and 4,000,000 RSUs outstanding.

LIQUIDITY AND CAPITAL RESOURCES

The Company defines capital as consisting of shareholder's equity (deficiency) (comprised of issued share capital, share-based payment reserve, and deficit). Management's objective is to provide investment management services to shareholders which includes investing in marketable securities for the purpose of returns in the form of investment income and capital appreciation, as well as the ability to meet its on-going operational obligations as they become due.

The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital, but rather relies on the expertise of the Company's management to sustain the future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. As at December 31, 2023 the Company is not subject to any externally imposed capital requirements or debt covenants. There were no changes in management's approach to capital management during the year ended December 31, 2023.

A summary of the Company's cash flows during the twelve months ended December 31, 2023 compared to the twelve months ended December 31, 2022 is as follows:

		For the twelve months ended December 31, 2023		For the twelve months ended December 31, 2022
Cash flows used in operating activities	**$**	**(4,208,995)**	$	(220,097)
Cash flows used in investing activities		**(18,316,430)**		(1,189,552)
Cash flows provided by financing activities		**19,026,653**		42,092,993
Change in cash and restricted cash for the period		**(3,498,772)**		40,683,344
Cash and restricted cash, beginning of the period		**40,701,683**		18,339
Cash and restricted cash, end of the period	**$**	**37,302,911**	$	40,701,683

Cash flows used in operating activities were $4,208,995 during the twelve months ended December 31, 2023 as compared to $220,097 for the twelve months ended December 31, 2022. The cash was used to pay for administrative expenditures; in the current period the cash used was partially offset by the interest earned on the Company’s cash balances.

Cash flows used in investing activities were $18,316,430 during the twelve months ended December 31, 2023 compared to $1,189,552 for the twelve months ended December 31, 2022. The cash was used to purchase property and equipment, to complete the acquisition of the Uranium Exploration Properties, to complete the 43-101 report on the Uranium Exploration Properties, for data compilation services and field work on the Uranium Exploration Properties and for refundable claim deposits totalling $4,654,651 on the Uranium Exploration Properties. In the period ended December 31, 2022, cash was used to make option payments on the Uranium Exploration Properties and on the Golden Rose Property.

Cash flows provided by financing activities netted out to $19,026,653 during the twelve months ended December 31, 2023 compared to $42,092,993 for the twelve months ended December 31, 2022. In the current period, the Subscription Receipts received in the amount of $33,725,000 in 2022 were converted to 33,725,000 common shares on March 30, 2023, releasing the $33,725,000 in restricted cash to the Company. Share issuance costs totalling $2,925,000 were paid in relation to the financing. Additionally, the company completed a private placement offering of: (i) 8,363,710 charitable federal flow-through common shares of ATHA at an issue price per Federal CFT Share of $1.57 and 3,636,290 charitable Saskatchewan flow-through common shares of ATHA at an issue price per Saskatchewan CFT Share of $1.75; and (ii) 4,000,000 subscription receipts of ATHA at an issue price per Subscription Receipt of $1.00 for aggregate gross proceeds of approximately $23,494,532 and share issuance costs of $1,572,831. In the period ended December 31, 2022 $8,405,000 in cash was raised with the completion of two private placements.

The Financial Statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. The accompanying Financial Statements do not reflect adjustments that may be necessary if the going concern assumption were not appropriate. If the going concern basis were not appropriate, adjustments may be necessary to the carrying amounts and/or classification of assets and/or liabilities and the reported expenses in these financial statements. Such adjustments could be material.

RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has identified its directors and certain senior officers as its key management personnel and the compensation costs for key management personnel and companies related to them are recorded at their exchange amounts as agreed upon by transacting parties.

Summary of expenses incurred:

Nature	Relationship	For the year ended December 31, 2023	For the period ended December 31, 2022
		$	$
Administration	Administration fees paid to a company controlled by a director of the Company	60,000	-
Management fees	Management fees paid to companies controlled by an officer and a director of the Company	309,500	-
Salaries and wages	Salaries paid to an officer of the Company	152,500	-
Share-based payments	Non-cash expense used to value stock options and RSUs granted and vested to, directors and officers and former directors of the Company	5,563,081	161,429

There were no other related party transactions.

RISKS AND UNCERTAINTIES

The Company is in the business of acquiring and exploring mineral properties. It is exposed to several risks and uncertainties that are common to other mineral exploration companies in the same business. The industry is capital intensive at all stages and is subject to variations in commodity prices, market sentiment, exchange rates for currency, inflation, and other risks. The Company currently has no source of revenue. The Company relies on equity financing to fund exploration activities on its mineral properties.

The risks and uncertainties described in this section are not inclusive of all the risks and uncertainties to which the Company may be subject.

An investment in the Company's common shares should be considered highly speculative due to the nature of the Company's existing business and operations.

The Company requires financing in order to maintain and continue its operations
The Company's ability to continue will largely be reliant on its continued attractiveness to equity investors and its ability to obtain additional financing to maintain and grow operations. Failure to obtain sufficient financing may result in delaying, scaling back, elimination of, or indefinite postponement of, the exploration schedule and its current or future programs. Additionally, should the Company require additional capital to continue, failure to raise such capital could result in the Company going out of business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company.

From time to time, the Company may issue new shares, seek debt financing, dispose of assets, or enter transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may temporarily increase the Company's debt levels above industry standards.

Exploration and Development
Mineral exploration and development is a speculative business, characterized by several significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, though present, are of insufficient size and/or grade to return a profit from production. All the mineral claims in which the Company has a right to acquire an interest are in the exploration stages only and are without a known body of commercial ore. Upon discovery of a mineralized occurrence, several stages of exploration and assessment are required before its economic viability can be determined. Development of the subject mineral properties would follow only if favorable results are determined at each stage of assessment. Few precious and base metal deposits are ultimately developed into producing mines.

Operating Hazards and Risks
Mining operations involve many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. During exploration, development and production of mineral properties, certain risks, and in particular unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding, and earthquakes, may occur. Operations in which the Company has a direct or indirect interest are subject to all the hazards and risks normally incidental to exploration, development, and production of mineral deposits, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage, and possible legal liability for any or all damage. Although the Company maintains liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities could exceed policy limits, in

which event the Company could incur significant costs that could have a materially adverse effect upon its financial conditions.

Supplies and Infrastructure

The Company's property interests are often located in remote, undeveloped areas and the availability of infrastructures such as surface access, skilled labor, fuel, and power at an economic cost cannot be assured. These are integral requirements for exploration, production, and development facilities on mineral properties. Power may need to be generated onsite.

Metal Prices

The mining industry, in general, is intensely competitive and there is no assurance that a profitable market will exist for the sale of metals produced, even if commercial quantities of precious and/or base metals are discovered. Factors beyond the control of the Company may affect the marketability of metals discovered. Pricing is affected by numerous factors beyond the Company's control, such as international economic and political trends, global or regional consumption and demand patterns, increased production, and smelter availability. There is no assurance that the price of metals recovered from any mineral deposit will be such that it can be mined at a profit.

Title Risks

Although the Company has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements, transfers or native claims, and title may be affected by undetected defects.

Environmental Regulations, Permits and Licenses

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labor standards, occupational health, waste disposal, safety, and other matters. Environmental legislation provides restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact statements. Environmental legislation is evolving in a direction of stricter standards and enforcement, and higher fines and penalties for non-compliance. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers, and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations. The current operations of the Company require permits from various Canadian authorities and such operations are governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labor standards, occupational health, waste disposal, toxic substances, land use, environmental, mine safety and other matters. The Company believes that it is in compliance with all material laws and regulations which currently apply to its activities. However, there can be no assurance that all permits which the Company may require for its operations and exploration activities will be obtainable on reasonable terms, a timely basis or that such laws and regulations would not have an adverse effect on any mining project which the Company might undertake.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases and the Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future. The Company may, in the future, be unable to meet its share of costs incurred under such agreements to which it is a party, and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

Economic Conditions

Unfavourable economic conditions may negatively impact the Company's financial viability. Unfavourable economic conditions could also increase the Company's financing costs, decrease net income, or increase net loss, limit access to capital markets and negatively impact the availability of credit facilities to the Company.

Properties held under option

Certain of the Company's mineral exploration properties are currently held under option. The Company has no ownership interest in its properties until all required property expenditures and cash payments have been made. If the Company is unable to fulfill the requirements of the option agreement, it is likely that the Company would be considered in default of the agreement and the option agreement could terminate resulting in the complete loss of all expenditures and option payments made on the property to that date.

Lack of Dividend Policy

The Company does not presently intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual amount of dividends received from the Company will remain subject to the discretion of the Company's Board of Directors and will depend on results of operations, cash requirements and future prospects of the Company and other factors.

Possible Dilution to Present and Prospective Shareholders

The Company's plan of operation, in part, contemplates the accomplishment of business negotiations by the issuance of cash, securities of the Company, or a combination of the two, and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

Dependence of Key Personnel

The Company strongly depends on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Company's operations expand, additional general management resources will be required, especially since the Company encounters risks that are inherent in doing business in several countries.

FINANCIAL INSTRUMENTS

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Market Risk

Market risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate because of changes in market prices or prevailing conditions. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk and are disclosed as follows:

(i) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollars. As at December 31, 2023, the Company is not exposed to currency risk.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates relative to its cash balances is currently immaterial. The Company also has no long-term debt with variable interest rates, so it has no negative exposure to changes in the market interest rate.

(iii) Price rate risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. Should shares held as marketable securities fluctuate in market price by 10% up or down, the related value recognized on the statement of financial position would change by $68,333 in the same direction

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions. Management believes that the credit risk related to its cash is negligible. The Company's maximum exposure to credit risk is equal to the carrying amount of cash, and GST receivable. Management believes that the credit risk related to its liquid financial assets is negligible.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. At December 31, 2023, the Company has no sources of revenue (other than interest income) and has a cash balance of $33,316,911 to settle current liabilities of $6,056,810.

Since inception the Company has relied solely on private placements to fund its operations. Management believes these or similar financing arrangements will fund the Company's exploration work on its resource projects, as well as the existing administrative needs. The Company may require additional financing to accomplish long-term strategic objectives. Future funding may be obtained by means of issuing share capital and/or debt financing. There can be no certainty of the Company's ability to raise additional financing through these means. If the Company is unable to continue to finance itself through these means, it is possible that the Company will be unable to continue as a going concern. As at December 31, 2023, the Company was exposed to a low level of liquidity risk..

Fair Value Measurements

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, and
- Level 3 – Inputs that are not based on observable market data.

As of December 31, 2023 the Company's financial instruments consist of cash, restricted cash, GST receivable, and accounts payable and accrued liabilities. These financial instruments are classified as amortized cost. The fair values of these financial instruments approximate their carrying values because of their short-term nature.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

CRITICAL ACCOUNTING ESTIMATES

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year included:

Deferred tax assets and liabilities

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and future income tax provisions or recoveries could be affected.

Stock options

Determining the fair value of stock options requires estimates related to the choice of a pricing model, the estimation of stock price volatility, the expected forfeiture rate, and the expected term of the underlying instruments. Any changes in the estimates or inputs utilized to determine fair value could have a significant impact on the Company's future operating results or on other components of shareholders' equity.

Provision for environmental rehabilitation

Liabilities for environmental provisions are recognized at the time of environmental disturbance, in amounts equal to the discounted value of expected future reclamation. The provision for environmental rehabilitation represents management's best estimate of the present value of the future cash outflows required to settle the liability.

Factors that affect the final cost of remediation include estimates of the extent and costs of rehabilitation activities, the expected timing, technological changes, cost increases and changes in discount rates. Changes in the above factors can result in a change to the asset retirement obligation. This liability is reassessed and re-measured at each reporting date.

CRITICAL ACCOUNTING JUDGEMENT

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the statements are, but are not limited to, the following:

Going Concern

The Company's management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. The factors considered by management are disclosed in Note 1 of the Financial Statements.

Exploration and evaluation assets

The carrying amount of the Company's exploration and evaluation assets does not necessarily represent present or future values, and the Company's exploration and evaluation assets have been accounted for under the assumption that the carrying amount will be recoverable. Recoverability is dependent on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production or proceeds from the disposition of the mineral properties themselves.

Additionally, there are numerous geological, economic, environmental, and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or to the ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's exploration and evaluation assets.

SEGMENTED INFORMATION

The Company operates in one reportable segment, being the exploration and evaluation of mineral properties. All of the Company's non-current assets are located in Canada.

OFF-BALANCE SHEET ARRANGEMENT

The Company currently has no off-balance sheet arrangement.

SUBSEQUENT EVENTS

- On April 23, 2024, the Company entered into an option agreement with Inspiration Energy Corp. ("Inspiration") pursuant to which Inspiration can acquire a 70% interest in several of the mineral claims located in the Company's Saskatchewan/Alberta Exploration Properties, by issuing to the Company 4,330,228 common shares of Inspiration and fulfilling a total of $8 million of eligible exploration expenditures prior to September 1, 2028. Following requisite regulatory approvals for the option agreement the Company will be entitled to anti-dilution protection such that the shares issued to the Company will be adjusted upwards to maintain a 9.0% common share ownership position of Inspiration during the option period.

- On April 11, 2024, pursuant to the amending agreement signed in December 2023, the Company issued 5,000,000 common shares granted to the Vendors a 1% net smelter returns royalty and a 5% carried interest in the Saskatchewan Properties (Note 5).

- On March 6, 2024, 4,000,000 common shares were issued pursuant to the conversion of Subscription Receipts (Note 7).

- On December 7, 2023 the company entered into a definitive arrangement agreement with Latitude Uranium Inc. ("Latitude") pursuant to which the Company proposed to acquire all of the issued and outstanding common shares of Latitude.

Under the terms of the Latitude Arrangement, Latitude shareholders will receive 0.2769 of a common shares of ATHA for each Latitude Share held. Additionally, each incentive stock option of Latitude will be exchanged for incentive stock options of ATHA on substantially the same basis as the Latitude Exchange Ratio and following the effective time of the Latitude Arrangement, warrants to purchase Latitude Shares will only evidence the right to receive that number of ATHA Shares, upon exercise in accordance with the terms thereto, that such holder of Latitude warrants would have been entitled if such holder had exercised such Latitude warrants into Latitude Shares immediately prior to the effective time of the Latitude Arrangement.

The acquisition closed on March 7, 2024 and the Company issued a total of 64,444,004 common shares to Latitude shareholders.

- On December 7, 2023 the Company entered into a binding scheme implementation deed with 92 Energy Limited ("92E") pursuant to which ATHA proposed to acquire all of the issued and outstanding fully paid ordinary shares of 92E by way of a scheme of arrangement pursuant to Part 5.1 of the Australian Corporations Act 2001.

  Under the terms of the 92E SID, 92E shareholders will, conditional on the 92E Scheme becoming effective, receive 0.5834 of an ATHA Share for each 92E Share held at the 92E Scheme record date. Additionally, the existing 92E options will be cancelled and, conditional on the 92E Scheme being effective, exchanged for ATHA Shares pursuant to the ratios set forth in the 92E SID and based, inter alia, upon the exercise price of such 92E options. All 92E performance rights automatically vest and will be converted into 92E Shares immediately prior to the 92E Scheme becoming effective and prior to the 92E Scheme record date in accordance with the provisions of the 92E SID.

  The acquisition closed on April 10, 2024 and the Company issued a total of 65,794,682 common shares to 92E shareholders.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca.