

Financial Statements
(Expressed in Canadian Dollars)

For the year ended December 31, 2023 and 2022

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Atha Energy Corp.

Opinion

We have audited the accompanying financial statements of Atha Energy Corp. (the "Company"), which comprise the statements of financial position as at December 31, 2023 and 2022, and the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year ended. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Assessment of Impairment Indicators of Exploration and Evaluation Assets ("E&E Assets")

As described in Note 7 to the financial statements, the carrying amount of the Company's E&E Assets was $59,133,559 as of December 31, 2023. As more fully described in Notes 4 and 5 to the financial statements, management assesses E&E Assets for indicators of impairment at each reporting period.

The principal considerations for our determination that the assessment of impairment indicators of the E&E Assets is a key audit matter are that there was judgment made by management when assessing whether there were indicators of impairment for the E&E Assets, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to continue to explore and evaluate these assets. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the E&E Asset.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the financial statements. Our audit procedures included, among others:

- Evaluating management's assessment of impairment indicators.
- Evaluating the intent for the E&E Assets through discussion and communication with management.
- Reviewing the Company's recent expenditure activity and expenditure budgets for future periods.
- Assessing compliance with agreements including reviewing option agreements and vouching cash payments and share issuances.
- Assessing the Company's rights to explore E&E Assets including sending confirmation requests to optionors to ensure good standing of agreements.
- Obtaining, on a test basis through government websites, confirmation of title to ensure mineral rights underlying the E&E Assets are in good standing.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

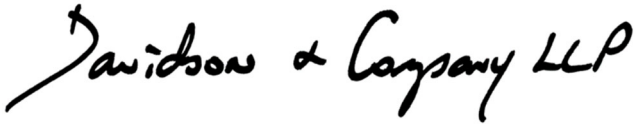
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year ended and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor’s report is Zachary Faure.



Vancouver, Canada

Chartered Professional Accountants

April 29, 2024

ATHA ENERGY CORP.
Statements of Financial Position
(Expressed in Canadian dollars)
As at,

		December 31, 2023		December 31, 2022
Assets				
Current Assets:				
Cash	**$**	**33,322,911**	$	6,976,683
Restricted cash (Note 8)		**3,880,000**		33,725,000
Deferred financing costs (Note 15)		**120,000**		-
Deferred acquisition costs (Note 15)		**422,473**		-
Marketable securities (Note 7)		**683,333**		-
Prepaid expenses		**669,530**		17,734
GST receivable		**809,916**		35,256
		39,908,163		40,754,673
Property and equipment (Note 6)		**116,675**		122,436
Exploration and evaluation assets (Note 7)		**59,133,559**		110,000
Long term deposits (Note 7)		**-**		1,046,642
Total Assets	**$**	**99,158,397**	$	42,033,751
Liabilities and Shareholders' Equity				
Current Liabilities:				
Accounts payable and accrued liabilities (Note 9)	**$**	**2,056,810**	$	350,711
Share subscriptions received (Note 8)		**4,000,000**		33,725,000
		6,056,810		34,075,711
Flow-through Premium Liability (Note 8)		**5,334,532**		-
		11,391,342		34,075,711
Shareholders' Equity				
Share capital (Note 8)		**93,555,414**		8,631,245
Share-based payment reserve (Note 8)		**9,428,217**		567,744
Deficit		**(15,216,576)**		(1,240,949)
		87,767,055		7,958,040
Total Liabilities and Shareholders' Equity	**$**	**99,158,397**	$	42,033,751

Nature of business and continuing operations (Note 1)
Subsequent events (Note 15)

Approved on Behalf of the Board on April 26, 2024:

"Troy Boisjoli"
Troy Boisjoli – CEO

"Mike Castanho"
Mike Castanho – Director

The accompanying notes are an integral part of these financial statements.

ATHA ENERGY CORP.
Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

	For the year ended December 31, 2023	For the year ended December 31, 2022
Interest income	**$ 1,156,738**	$ -
Expenses		
Administration and bank charges (Note 9)	**$ 233,583**	$ 38,868
Business Development	**688,750**	-
Consulting and advisory fees (Note 8)	**2,124,049**	20,000
Depreciation (Note 6)	**29,958**	13,604
Management fees (Note 9)	**339,500**	120,000
Marketing and shareholder relations	**1,867,885**	14,487
Professional fees	**482,946**	177,099
Salaries and wages (Note 9)	**157,658**	-
Share-based payments (Note 8 and 9)	**8,860,473**	567,307
Transfer agent and filing fees	**83,424**	37,775
Travel and accommodation	**264,139**	41,103
	15,132,365	1,030,243
Loss and comprehensive loss for the year	**$ (13,975,627)**	$ (1,030,243)
Weighted average number of common shares outstanding – basic and diluted (Note 9)	**108,319,795**	34,213,284
Basic and diluted loss per share (Note 10)	**$ (0.13)**	$ (0.03)

The accompanying notes are an integral part of these financial statements.

ATHA ENERGY CORP.
Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars)

	Common shares				
	Number of Shares	Share Capital Amount	Reserves	Deficit	Total Shareholders' Equity
		$	$	$	$
Balance, December 31, 2021	**17,961,388**	**124,652**	**437**	**(210,706)**	**(85,617)**
Common shares issued -private placement and loan settlements	26,450,000	8,405,000	-	-	8,405,000
Share issuance costs	-	(37,007)	-	-	(37,007)
Common shares issued – debt settlement	6,930,000	138,600	-	-	138,600
Share-based payments	-	-	567,307	-	567,307
Loss for the year	-	-	-	(1,030,243)	(1,030,243)
Balance, December 31, 2022	**51,341,388**	**8,631,245**	**567,744**	**(1,240,949)**	**7,958,040**
Common shares issued -Golden Rose Option	500,000	497,000	-	-	497,000
Common shares issued – acquisition of Uranium Exploration Properties	38,040,000	38,040,000	-	-	38,040,000
Common shares issued - finders fees	1,000,000	1,000,000	-	-	1,000,000
Common shares issued – advisory services	2,000,000	2,000,000	-	-	2,000,000
Common shares issued – conversion of Subscription Receipts	33,725,000	33,725,000	-	-	33,725,000
Common shares issued - flow-through shares	12,000,000	19,494,533	-	-	19,494,533
Share issuance costs	-	(4,497,831)	-	-	(4,497,831)
Premium on charitable flow-through shares	-	(5,334,533)	-	-	(5,334,533)
Share-based payments	-	-	8,860,473	-	8,860,473
Loss for the year	-	-	-	(11,975,627)	(11,975,627)
Balance, December 31, 2023	**138,606,388**	**93,555,414**	**9,428,217**	**(13,216,576)**	**89,767,055**

The accompanying notes are an integral part of these financial statements.

ATHA ENERGY CORP.
Statements of Cash Flows
(Expressed in Canadian dollars)

For the years ended December 31,		**2023**		2022
Cash provided by (used for)				
Operating Activities:				
Loss for the year	**$**	**(13,975,627)**	$	(1,030,243)
Items not involving cash:				
Amortization		**29,958**		13,604
Share-based payments		**8,860,473**		567,307
Shares issued for advisory services		**2,000,000**		-
Net change in non-cash working capital items:				
GST receivable		**(774,660)**		(30,034)
Prepaid expenses		**(651,796)**		(17,734)
Accounts payable and accrued liabilities		**302,657**		277,003
		(4,208,995)		(220,097)
Investing Activities:				
Exploration and evaluation assets		**(18,189,103)**		(110,000)
Purchase of property and equipment		**(127,327)**		(32,910)
Long term deposits		**-**		(1,046,642)
		(18,316,430)		(1,189,552)
Financing Activities:				
Proceeds from share issuance		**19,494,532**		8,405,000
Subscriptions receipts		**4,000,000**		33,725,000
Share issuance costs		**(4,347,879)**		(37,007)
Deferred financing costs		**(120,000)**		-
Proceeds from promissory notes		**-**		1,000,000
Promissory notes repaid		**-**		(1,000,000)
		19,026,653		42,092,993
Change in cash and restricted cash for the year		**(3,498,772)**		40,683,344
Cash and restricted cash, beginning of the year		**40,701,683**		18,339
Cash and restricted cash, end of the year	**$**	**37,202,911**	$	40,701,683
Supplementary information with respect to cash flows:				
Income taxes paid	$	**-**	$	-
Interest paid	$	**-**	$	-
Non-cash transactions:				
Flow-through shares premium liability	$	**5,334,532**	$	-
Marketable securities received for E&E assets		**683,333**		-
Transfer of long-term deposit to E&E assets		**1,046,642**		-
Share issuance for mineral property		**39,537,000**		-
Conversion of subscription receipts		**33,725,000**		-
Share issuance costs in AP		**149,952**		
Deferred acquisition costs in accounts payable		**422,473**		-
E&E assets included in accounts payable		**934,147**		-
Share issuance for debt settlement		**-**		138,600
Property and equipment additions in accounts payable		**-**		103,130

The accompanying notes are an integral part of these financial statements.

1. NATURE OF BUSINESS AND CONTINUING OPERATIONS

Atha Energy Corp. (the "Company" or "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 April 6, 2023, the Company received approval from the Canadian Securities Exchange ("CSE") to list its common shares under the Symbol SASK. 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".

The Company is principally engaged in the acquisition, exploration, and evaluation of mineral resources in the Athabasca Basin located in Saskatchewan, Alberta and Nunavut, Canada. At this time, the Company does not own any operating mines and has no operating income from mineral production. Funding for exploration and operations will be raised primarily through share offerings.

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.

Management estimates that the Company has sufficient funding to meet operating commitments for the ensuing year. However, the Company's future capital requirements will depend on many factors, including the costs of exploring and evaluating resource properties, operating costs, the current capital market environment, and global market conditions. As at December 31, 2023, the Company has working capital of $33,851,353.

2. STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

3. BASIS OF PRESENTATION

The financial statements have been prepared on a historical cost basis, except for financial instruments classified as and measured at their fair value. The financial statements are presented in Canadian dollars, which is also the Company's functional currency. In addition, the financial statements have been prepared using the accrual basis of accounting except for cash flow information.

4. MATERIAL ACCOUNTING POLICIES

(a) Cash, cash equivalents and restricted cash

Cash and cash equivalents in the statements of financial position comprise cash at banks and held in trust, and short-term deposits with an original maturity of three months or less, which are readily convertible into known amounts of cash. Restricted cash includes cash that is not available for immediate business use.

(b) Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized in other comprehensive income or loss or directly in equity, in which case it is recognized in other comprehensive income or loss or equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period applicable to the period of expected realization or settlement.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same tax authority and the group intends to settle its current tax assets and liabilities on a net basis.

(c) Share capital

Common shares are classified as shareholders' equity. Transaction costs directly attributable to the issue of common shares and share purchase options are recognized as a deduction from equity, net of any tax effects.

4. MATERIAL ACCOUNTING POLICIES (*continued*)

(c) Share capital *(continued)*

The proceeds from the issuance of units are allocated between common shares and common share purchase warrants based on the residual value method. Under this method, the proceeds are allocated to common shares based on the fair value of a common share at the issuance date of the unit offering and any residual remaining is allocated to common share purchase warrants. Subsequent to the initial recognition of warrants, any modification to the original terms of the warrants attached to units that were initially recognized in accordance with the residual value approach does not result in a re-measurement adjustment.

The Company may from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company separates the flow- through common share into i) a flow-through common share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability and; ii) capital stock. When the resource property expenditures are incurred, the Company derecognizes the liability and recognizes amortization of flow-through liability.

(d) Share-based payments

The stock option plan allows Company directors, officers, employees, and consultants to acquire shares of the Company. The fair value of options granted is recognized as a share-based payment expense with a corresponding increase in shareholders' equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Consideration paid on the exercise of stock options is credited to share capital and the fair value of the options is reclassified from share-based payment reserve to share capital.

In situations where equity instruments are issued to non-employees and some or all the services received by the entity as consideration cannot be specifically identified, they are all measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of the services received.

The fair value is measured at grant date and each tranche is recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each reporting date, the amount recognized as an expense is adjusted to reflect the number of stock options that are expected to vest.

4. MATERIAL ACCOUNTING POLICIES (*continued*)

(e) Basic and diluted loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive. Contingently issuable shares are not considered outstanding common shares and consequently are not included in loss per share calculations.

(f) Financial instrument measurement and valuation

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 assets or liability either directly or indirectly; and
Level 3	Inputs that are not based on observable market data.

The measurement of the Company's financial instruments is disclosed in Note 12 to these financial statements. Any financial instrument that is valued using level 2 or 3 inputs will involve estimation uncertainty.

Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

The Company's accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are included in the statement of profit or loss in the period.

4. MATERIAL ACCOUNTING POLICIES (*continued*)

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income (loss).

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

(f) Financial instrument measurement and valuation *(continued)*

Impairment of financial assets at amortized cost: The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as the reporting date, with the risk of default as at the date of initial recognition, based on all information available, and reasonable and supportive forward-looking information.

Financial liabilities and equity: Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Equity instruments issued are recorded at the proceeds received, net of direct issue costs.

(g) Exploration and evaluation assets

Costs related to the acquisition of exploration and evaluation assets are capitalized by property until the commencement of commercial production. Exploration and evaluation costs are capitalized on the statement of financial position. Upon achieving production, costs for a producing property will be amortized on a unit of-production method based on the estimated life of the ore reserves. The recoverability of the amounts capitalized for the undeveloped exploration and evaluation assets is dependent upon the determination of economically recoverable ore reserves, confirmation of the Company's interest in the underlying mineral claims, the ability to obtain the necessary financing to complete their development, and future profitable production or proceeds from the disposition thereof.

Currently, the Company’s mineral property is exploration stage.

4. MATERIAL ACCOUNTING POLICIES (*continued*)

Recorded costs of mineral properties and deferred exploration costs are not intended to reflect present or future values of resource properties. The recorded costs are subject to measurement uncertainty, and it is reasonably possible, based on existing knowledge that changes in future conditions could require a material change in the recognized amount.

Payments on mineral property option agreements are made at the discretion of the Company and, accordingly, are recorded as incurred.

(h) Provision for environmental rehabilitation

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of exploration and evaluation assets. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision.

(i) Property and equipment

Property and equipment are recorded at cost less accumulated amortization and impairment losses. The Company provides for amortization using the below methods at rates designed to amortize the cost of the property and equipment over their period of expected use by the Company. A full year of amortization is recorded in the year of acquisition. No amortization is recorded in the year of disposal. The estimated useful lives of assets are reviewed by management and adjusted, if necessary. The annual amortization rates and methods are as follows:

Furniture and equipment: 20% declining balance
Computer equipment: 50% declining balance
Leasehold improvements: Straight-line – 5 years

Cost includes expenditures that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably.

The carrying amount of a replaced asset is derecognized when replaced. Repairs and maintenance costs are charged to profit or loss during the period they are incurred.

4. MATERIAL ACCOUNTING POLICIES (*continued*)

(j) Impairment of non-financial assets

Impairment tests on non-financial assets, including exploration and evaluation assets are undertaken at the end of each reporting period. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

(k) Impairment of non-financial assets *(continued)*

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

An impairment loss is charged to profit or loss. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

(l) New and amended IFRS standards

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the International Accounting Standards Board (IASB) or International Financial Reporting Interpretation Committee that are mandatory for accounting periods beginning on or after January 1, 2023. The Company does not expect that any new or amended standards or interpretations that are effective for annual periods beginning on or after January 1, 2024 will have a significant impact on the Company's results of operations or financial position.

In the current year, the Company has adopted amendments to IAS 1, *Presentation of Financial Statements Presentation of Financial Statements – Disclosure of Accounting Policies*, requiring entities to disclose material, instead of significant, accounting policy information. The accounting policies disclosed within these financial statements were not impacted by the adoption of these amendments.

4. MATERIAL ACCOUNTING POLICIES (*continued*)

(l) New and amended IFRS standards *(continued)*

The IASB issued amendments to IAS 1 - Classification of Liabilities as Current or Non-current in January 2020, which have been further amended partially by amendments Non-current Liabilities with Covenants issued in October 2022. The amendments require that an entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement for at least twelve months after the reporting period.

Subsequent to the release of amendments to IAS 1 Classification of Liabilities as Current or Non-Current, the IASB amended IAS 1 further in October 2022. If an entity's right to defer is subject to the entity complying with specified conditions, such conditions affect whether that right exists at the end of the reporting period, if the entity is required to comply with the condition on or before the end of the reporting period and not if the entity is required to comply with the conditions after the reporting period. The amendments also provide clarification on the meaning of 'settlement' for the purpose of classifying a liability as current or non-current. The effective date of this new standard is January 1, 2024.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual experience may differ from these estimates and assumptions.

The effect of a change in accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Information about critical accounting estimates and judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements are discussed below:

Judgements

Going Concern

The preparation of the financial statements requires management to make judgments regarding the going concern of the Company as previously discussed in Note 1.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

Exploration and evaluation assets

Management is required to assess impairment in respect to the Company's intangible mineral property interests. The triggering events are defined in IFRS 6. In making the assessment, management is required to make judgments on the status of each project and the future plans towards finding commercial reserves. The carrying value of each exploration and evaluation asset is reviewed regularly for conditions that may suggest impairment. This review requires significant judgment. Factors considered in the assessment of asset impairment include, but are not limited to, whether there has been a significant adverse change in the legal, regulatory, accessibility, title, environmental or political factors that could affect the property's value; whether there has been an accumulation of costs significantly in excess of the amounts originally expected for the property's acquisition, development or cost of holding; and whether exploration activities produced results that are not promising such that no more work is being planned in the foreseeable future. If impairment is determined to exist, a formal estimate of the recoverable amount is performed and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount.

Estimates

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.

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.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

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.

6. PROPERTY AND EQUIPMENT

	Computer Equipment	Furniture	Leasehold Improvements	Total
Cost:				
Balance, December 31, 2021	$ -	$ -	$ -	$ -
Additions	-	32,910	103,130	136,040
Balance, December 31, 2022	-	32,910	103,130	136,040
Additions	2,470	10,859	10,869	24,198
Balance, December 31, 2023	$ 2,470	$ 43,769	$ 113,999	$ 160,238
Accumulated Depreciation:				
Balance, December 31, 2021	$ -	$ -	$ -	$ -
Depreciation	-	3,291	10,313	13,604
Balance, December 31, 2022	-	3,291	10,313	13,604
Depreciation	1,235	7,010	21,713	29,958
Balance, December 31, 2023	$ 1,235	$ 10,301	$ 32,026	$ 43,562
Net Book Value:				
December 31, 2022	$ -	$ 29,619	$ 92,817	$ 122,436
December 31, 2023	$ 1,235	$ 33,468	$ 81,973	$ 116,676

7. 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[(1)]	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**

[(1)] Included in claims fees are Saskatchewan deficiency deposits totalling $4,564,651 and Nunavut claims fees totalling $2,915,965 which are contingently recoverable by the Company upon meeting certain exploration requirements within the next two years.

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**

7. EXPLORATION AND EVALUATION ASSETS *(continued)*

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 has agreed, among other things, to pay the Vendors the following:

- $2,000,000 cash to be paid as follows:
  - $200,000 non refundable deposit upon execution of the term sheet signed between the parties on January 11, 2022 (paid);
  - $800,000 non refundable deposit upon execution of the Purchase Agreement (paid); and
  - $1,000,000 upon Listing (as defined in Note 8b) (paid).
- Issuance of 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, pursuant to an amending agreement signed in December 2023, will retain a 5% interest in any additional prospective mineral exploration properties acquired. The Company has also agreed to grant the Vendors 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. 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.

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.

7. EXPLORATION AND EVALUATION ASSETS *(continued)*

Saskatchewan/ Alberta Exploration Properties (*continued*)

The milestones included in the Definitive Agreement are:

- Within two days of the closing date (expected to be upon approval of the Canadian Securities Exchange ("CSE" and TSX Venture Exchange ("TSX-V")), 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.

7. EXPLORATION AND EVALUATION ASSETS (*continued*)

Golden Rose Property *(continued)*

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.

Nunavut Exploration Properties

During the year the Company staked mineral claims in Nunavut for $2,915,965.

8. SHARE CAPITAL

(a) Authorized

Unlimited number of common and preferred shares without par value. At December 31, 2023, 31,691,591 shares were held in escrow and are to be released as follows: 6,338,318 on April 11, 2024, 5,162,918 on October 11, 2024, 6,730,118 on April 11, 2025, 6,730,119 on October 11, 2025, and the remainder on April 11, 2026.

(b) 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 and settled $138,600 of outstanding indebtedness with certain creditors through the issuance of 6,930,000 common shares of the Company with a fair value of $0.02 per share. All share and per share information in these financial statements have been retroactively adjusted to reflect the consolidation.

8. SHARE CAPITAL (*continued*)

(b) Issued and outstanding (continued)

During the year ended December 31, 2022, the Company issued 6,930,000 common shares to settle outstanding debt of $138,600.

On July 21, 2022, the Company issued 12,050,000 common shares at $0.10 per common share for gross proceeds of $1,205,000. The Company incurred $12,563 in costs in connection with the financing.

On August 22, 2022, the Company received $7,200,000 in consideration for the issuance of 14,400,000 common shares of the Company at $0.50 per common share. The Company incurred $24,444 in costs in connection with the financing.

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 share issuance costs in connection with the financing.

On March 30, 2023 the Company issued 200,000 common shares with a fair value of $200,000 in connection with the Golden Rose Property (Note 7).

On March 30, 2023 the Company issued 38,040,000 common shares with a fair value of $38,040,000 in connection with the Acquisition of the Saskatchewan/ Alberta Exploration Properties (Note 7).

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

On March 30, 2023, the Company issued 2,000,000 common shares of the Company with a fair market value of $2,000,000 for advisory services.

On November 15, 2023, pursuant to the Golden Rose Property, the Company issued 300,000 common shares with a fair value of $297,000 to Conquest (Note 7).

8. SHARE CAPITAL (*continued*)

Issued and outstanding (continued)

On December 28, 2023, the company completed a private placement offering of: (i) 8,363,710 charitable federal flow-through common shares of the Company (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 the Company (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 the Company (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. The flow-through shares were assigned a flow-through premium of $5,334,532 which is recognized as a liability on the statement of financial position as at December 31, 2023 and will be reduced as the Company incurs eligible exploration expenditures. The Company incurred share issuance costs of $1,572,831 related to the CFT offering and deferred financing costs of $120,000 for the subscription receipt financing which was not closed as of December 31, 2023 (Note 15).

(c) 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 maximum term for all incentive stock options is 10 years.

8. SHARE CAPITAL (*continued*)

(c) Stock options (*continued*)

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.

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 were as follows:

	2023	2022
Expected life of options	10 years	5 years
Annualized volatility	100%	100%
Risk-free interest rate	2.96%	2.39%
Weighted average exercise price	$1.33	$0.40
Weighted average share price on grant date	$1.32	$0.40
Weighted average Black-Scholes fair value	$1.19	$0.29

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**

8. SHARE CAPITAL (*continued)*

(c) Stock options (continued)

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	2,316,667	$ 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**	**3,804,167**	**$ 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).

(d) 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 years ended December 31, 2023 and 2022 is as follows:

	Number of RSUs
Outstanding balance, December 31, 2022 and 2021	-
Granted	4,000,000
Outstanding balance, December 31, 2023	**4,000,000**

RSUs granted were valued based on the quoted market price on the date of grant. RSU expense (included in share-based payments on the Financial Statements) for the year ended December 31, 2023 was $1,657,412 (2022 - $nil).

9. 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 year 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

As at December 31, 2023, $136,500 were amounts due (2022 - $nil) within accounts payable and accrued liabilities to companies controlled by key management personnel or directors. There were no other related party transactions during the year.

10. BASIC AND DILUTED LOSS PER SHARE

The calculation of basic and diluted loss per share for the year ended December 31, 2023 was based on the loss attributable to common shareholders of $ 13,975,627 (2022 – $1,030,243) and the weighted average number of common shares outstanding of 108,319,795 (2022 – 34,213,284).

11. MANAGEMENT OF CAPITAL

The Company defines capital as consisting of shareholder's equity (comprised of issued share capital, share-based payment reserves, and deficit). The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its ongoing liabilities, to continue as a going concern, to maintain credit worthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

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.

12. 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 interest rates. The Company's sensitivity to interest rates relative to its cash balances is currently insignificant. 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.

12. FINANCIAL INSTRUMENTS (*continued*)

(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, restricted cash, marketable securities, and GST receivable. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions. The Company's maximum exposure to credit risk is equal to the carrying amount of cash, restricted cash, marketable securities, 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 $ 33,322,911 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 financings 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.

12. FINANCIAL INSTRUMENTS (*continued*)

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, marketable securities and accounts payable and accrued liabilities. These financial instruments are classified as amortized cost other than marketable securities, which is classified as a financial asset at FVTPL, and measured using level 1 inputs. The fair value of financial instruments other than marketable securities approximate their carrying values because of their short-term nature.

13. INCOME TAXES

The following table reconciles the amount of income tax recoverable on application of the combined statutory Canadian federal and provincial income tax rates:

	2023	2022
Loss before income taxes	**$ (13,975,627)**	$ (1,023,441)
Expected income tax recovery at statutory rates	**(3,773,000)**	(276,000)
Permanent differences	**2,400,000**	155,000
Change in unrecognized deductible temporary difference	**2,589,000**	132,000
Adjustment to prior years provision versus statutory returns	**(2,000)**	-
Share issue costs	**(1,214,000)**	(10,000)
Other	**-**	(1,000)
Income tax expense (recovery)	**$ -**	$ -

The significant components of the Company's deferred income tax assets that have not been included on the statement of financial position are as follows:

	2023	2022
Deferred tax assets (liabilities)		
Non-capital losses carried forward	**$ 1,742,000**	$ 150,000
Furniture and leasehold improvements	**12,000**	4,000
Share issuance cost	**997,000**	8,000
Unrecognized deferred tax assets	**(2,751,000)**	(162,000)
Net deferred tax assets	**$ -**	$ -

13. INCOME TAXES

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the Company's consolidated statement of financial position are as follows:

	2023		2022	
Temporary Differences	$	Expiry Date	$	Expiry Date
Property and equipment	44,000	No Expiry	14,000	No Expiry
Share issue costs	3,692,000	2044 to 2047	30,000	2046
Non-capital losses available for future periods	6,453,000	2041 to 2043	554,000	2041 to 2042

Tax attributes are subject to review and potential adjustment by tax authorities.

14. 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.

15. 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).

15. SUBSEQUENT EVENTS (*continued*)

- On December 7, 2023 the company entered into a definitive arrangement agreement with Latitude Uranium Inc. ("Latitude") pursuant to which the Company proposes 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 proposes 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.