

ATHA ENERGY CORP.

**1250-1066 Hastings Street W.
Vancouver, British Columbia
V6E 3X1**

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of ATHA Energy Corp. (the “**Corporation**”) will be held on January 20, 2023 at 1250-1066 Hastings Street W., Vancouver, British Columbia at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive the consolidated audited financial statements of the Corporation for the fiscal year ended December 31, 2021, and the auditor’s report thereon;
2. to fix the number of directors to be elected at the Meeting at five and to elect the directors of the Corporation to hold office until the close of business of the next annual meeting of the Corporation’s shareholders;
3. to appoint Davidson & Company LLP as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix their remuneration;
4. to pass an ordinary resolution approving the Corporation’s equity incentive plan; and
5. to transact such other business as may properly be brought before the Meeting or any postponement or adjournment thereof.

Accompanying this Notice of Meeting is a management information circular dated December 28, 2022 (the “**Circular**”) and a form of proxy. Information relating to the items above is set forth in the Circular. The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is December 16, 2022 (the “**Record Date**”). Only Shareholders whose names have been entered in the registers of Shareholders on the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

Due to the ongoing concerns related to the spread of the coronavirus (COVID-19) and in order to protect the health and safety of shareholders, employees and other stakeholders and the community, shareholders are strongly encouraged to vote on the matters before the Meeting by proxy, appointing the person designated by management in the proxy form or voting instruction form.

To be valid, the enclosed form of applicable proxy must be received by the Corporation’s transfer agent and registrar, Odyssey Trust Company (the “Transfer Agent**” or “**Odyssey**”) at Trader’s Bank Building, 702, 67 Yonge Street, Toronto, Ontario M5E 1J8 by no later than 10:00 a.m. (Vancouver time) on January 18, 2023 or at least 48 hours, excluding Saturdays, Sundays and statutory holidays, before any adjournment or postponement of the Meeting.**

The Corporation reserves the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 pandemic and in order to ensure compliance with federal, state and local laws and orders, including without limitation: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled outside of Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these

changes by way of news release, which will be filed under the Corporation's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com. We strongly recommend that you check the Corporation's website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 pandemic, the Corporation will not prepare or mail amended materials in respect of the Meeting.

Registered Shareholders are those persons who are named as owners of Common Shares on the register of Shareholders maintained by the Transfer Agent. A significant number of persons who beneficially own Common Shares hold those Common Shares in a brokerage account or through some other intermediary. In almost all cases, a person whose Common Shares are held through a broker (or other intermediary) will not appear as the registered holder of such Common Shares on the register of Shareholders. Non-registered Shareholders (i.e., persons whose Common Shares are not held in their own name) do not have the same legal rights as registered Shareholders in respect of shareholder meetings (including the right to vote directly at shareholder meetings and to appoint a proxyholder), and non-registered Shareholders will be required to act through the Transfer Agent, or their broker (or other intermediary) in order to have their Common Shares voted at the Meeting.

DATED at Vancouver, this 28th day of December, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Mike Castanho*"

Mike Castanho

Director and Chief Executive Officer