

**Form 51-102F3
Material Change Report**

Item 1. Name and Address of Company

Atha Energy Corp. (the “Company”)
1240 – 1066 West Hastings Street
Vancouver, British Columbia
V6E 3X1 Canada

Item 2. Date of Material Change

October 28, and November 6, 2024

Item 3. News Release

News Release dated October 29, 2024 was disseminated through the facilities of GlobeNewswire.

Item 4. Summary of Material Change

The Company announced changes to its board of directors and senior officers.

Item 5.1 Full Description of Material Change

The Company announced the following changes to its board of directors and senior officers:

- Jeffrey Barber – resigned as a director of the Company effective as of October 28, 2024
- Erinn Boshko – appointed as a director of the Company effective as of October 28, 2024
- Akash Patel – resigned as Chief Financial Officer and Corporate Secretary of the Company effective as of November 6, 2024
- Rhéal Assié – appointed as Chief Financial Officer and Corporate Secretary of the Company effective as of November 6, 2024

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Troy Boisjoli, CEO
Telephone: 306-460-5353

Item 9. Date of Report

November 6, 2024