

ATHA ENERGY CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

To be held on July 29, 2024

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of shareholders of Atha Energy Corp. (the “**Company**”) will be virtually held online (<https://web.lumiagm.com/210919588>) on Monday, July 29, 2024 at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the years ended December 31, 2022 and 2023 with auditor’s reports thereon;
2. To fix the number of directors of the Company at six;
3. To elect six directors for the ensuing year;
4. To appoint the auditor for the ensuing year and to authorize the directors to fix the auditor’s remuneration;
5. To approve and confirm the Company’s “rolling 10%” equity incentive plan; and
6. To transact such other business as may properly come before the meeting or any adjournment thereof.

All matters set forth above for consideration at the Meeting are more particularly described in the accompanying management information circular (“**Information Circular**”).

The Company is using the notice and access provisions (“**Notice and Access**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery of its Information Circular to its shareholders for the Meeting. Under Notice and Access, instead of receiving paper copies of the Information Circular, shareholders will be receiving a Notice and Access notification with information on how they may obtain a copy of the Information Circular electronically or request a paper copy. Registered shareholders will still receive a Proxy form enabling them to vote at the Meeting. The use of the alternative Notice and Access procedures in connection with the Meeting is an environmentally responsible and cost-effective way to deliver Meeting Materials to the Company’s shareholders. The Company will arrange to mail paper copies of the Information Circular to those registered and beneficial shareholders who have existing instructions on their account to receive paper copies of the Company’s meeting materials.

The Information Circular and other Meeting materials will be available on the Odyssey Trust Company website at <https://odysseytrust.com/client/atha-energy/> as of June 20, 2024, and will remain on the website for one full year thereafter. Meeting materials are also available upon request, without charge from our transfer agent, Odyssey Trust Company, via <https://odysseytrust.com/ca-en/help> or by phone at 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America), or can be accessed online on SEDAR+ at www.sedarplus.ca, as of June 20, 2024.

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

commencement of the Meeting. If a registered shareholder receives more than one Proxy form because such shareholder owns shares registered in different names or addresses, each Proxy form should be completed and returned.

Dated as of the 12th day of June, 2024.

BY ORDER OF THE BOARD

"Troy Boisjoli"

Troy Boisjoli
Chief Executive Officer