ATHA Energy Corp.

Management's Discussion and Analysis
For the three months ended March 31, 2024

INTRODUCTION

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of ATHA Energy Corp. constitutes management's review of the factors that affected the Company's financial and operating performance for the three months ended March 31, 2024. The MD&A is intended to help the reader understand ATHA Energy Corp. ("Atha", "we", "our" or the "Company"), our operations, financial performance, current and future business environment and the opportunities and risks facing the Company. The risks are explicitly set out in the "Business Risks and Uncertainties" section of this MD&A. In addition, certain statements in this MD&A incorporate forward-looking information and readers are advised to review the cautionary note regarding forward-looking statements in the "Forward-Looking Statements" of this MD&A.

This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the unaudited condensed consolidated interim financial statements ("Financial Statements") for the Company for the quarter ended March 31, 2024, and the related notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results presented for the reporting period are not necessarily indicative of the results that may be expected for any future period. The financial statements and the financial information contained in this MD&A were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). Further information about the Company and its operations can be obtained from SEDAR+ on www.sedarplus.ca.

This MD&A contains information up to and including May 30, 2024.

FORWARD-LOOKING STATEMENTS

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 1240 – 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.

The Company is principally engaged in the acquisition, exploration, and evaluation of mineral resources in the Athabasca Basin located in Saskatchewan, 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 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.

On December 7, 2023, the Company entered into a definitive arrangement agreement with Latitude Uranium Inc. ("Latitude") and a binding scheme implementation deed with 92 Energy Limited ("92E") pursuant to which the Company proposed to acquire all of the issued and outstanding common shares of Latitude and all of the issued and outstanding fully paid ordinary shares of 92E.

Under the terms of the Latitude Arrangement, Latitude shareholders will receive 0.2769 (the "Exchange Ratio") of a common share of ATHA for each Latitude common 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.

Under the terms of the 92E scheme of arrangement, 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 subsequent on April 10, 2024 and the Company issued a total of 65,794,682 common shares to 92E shareholders.

The Company's core objective is discovery and development of its portfolio of uranium focused projects. Post the Acquisitions, Atha's portfolio now totals 8.1 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 development 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.

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

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. A significant proportion 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.

The projects acquired through the Acquisitions are complimentary to the Company's Athabasca Basin exploration portfolio and the 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 resource 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 through 2025.

[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*

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.

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 in 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.

Riverboat Energy Option Agreement

On May 28th, 2024, ATHA Energy announced a definitive option agreement dated May 20th, 2024, with Riverboat Energy Corporation ("Riverboat") a privately held Canadian exploration company. The option agreement grants Riverboat an exclusive option to acquire an undivided 70% interest in ATHA's Vista property, situated within the Company's East Rim Exploration District, located in the Athabasca Basin, Saskatchewan. The option agreement is subject to Riverboat fulfilling the option considerations and exploration expenditures detailed below in the Vista Option.

In accordance with the terms of the Option Agreement, Riverboat can earn a 70% undivided interest (subject to underlying 2.0% NSR royalties on the property) in the Vista Property by making cash payments to ATHA, issuing Option Shares to ATHA and completing Expenditures on the Property (the "Option Payments"), each as described below. Riverboat may exercise the option on the Vista Property by satisfying all of the following conditions:

1. Making an aggregate of $600,000 in cash payments (collectively, the "Cash Payments") to the Optionor as follows:
   a. $50,000 on or before the date that is 30 days from the Effective Date;
   b. $350,000 on or before the date (the "Listing Date") on which the common shares of the Optionee are listed for trading on a Canadian stock exchange;
   c. $100,000 on or before the second anniversary of the Effective Date; and
   d. $100,000 on or before the third anniversary of the Effective Date;

2. The issuance to the Optionor of such number of common shares (each, an "Option Share") in the capital of the Optionee equal to the quotient obtained by dividing $800,000 by the Price per Share, as follows:
   a. Such number of Option Shares equal to the quotient obtained by dividing $600,000 by the Price per Share issuable on the Listing Date;
   b. Such number of Option Shares equal to the quotient obtained by dividing $100,000 by the Price per Share issuable on or before the first anniversary of the Effective Date; and
   c. Such number of Option Shares equal to the quotient obtained by dividing $100,000 by the Price per Share issuable on or before the second anniversary of the Effective Date;

3. Incurring and funding aggregate Expenditures in the amount of $9,300,000 on the Property over a three-year period, as follows:
   a. The Optionee shall have incurred and funded a minimum of $500,000 of Expenditures on the Property on or before the first anniversary of the Effective Date;
   b. The Optionee shall have incurred and funded not less than an aggregate of $2,900,000 of Expenditures on the Property on or before the second anniversary of the Effective Date; and
   c. The Optionee shall have incurred and funded not less than an aggregate of $9,300,000 of Expenditures on the Property on or before the third anniversary of the Effective Date.

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

The Option Agreement is subject to the policies of the TSX Venture Exchange on the part of ATHA, and other customary conditions as set out in the Agreement.

(Expressed in Canadian dollars, unless otherwise noted)

ATHA ENERGY URANIUM PROPERTIES

ATHA Energy Corporation has mineral claims totaling 8.4 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	499,273	1,233,729
West Rim	322,685	797,370
Nunavut	1,184,182	2,926,172
Angilak Regional	76,307	188,558
Sask. Isolated MC's	3,287	8,123
CMB - Labrador	161,600	399,323
Totals*	**2,834,087**	**7,003,170**
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 and Riverboat Energy properties still counted within ATHA Energy's Holdings*

In January of this year the Company commenced its 2024 Exploration Program, one of the largest uranium focused exploration programs globally. The Program has three Projects: the post discovery Angilak Project which hosts the Lac 50 Deposit, the Gemini project that hosts the newly discovered GMZ Zone, and the Company's portfolio of early-stage grassroots exploration projects located across the Athabasca Basin. During Q1 the Company completed aerial and ground based geophysical surveys across 8 Athabasca Basin projects and two ground based surveys at the Gemini Project. Additionally, ATHA also completed its mobilization of equipment and supplies to Nunavut, in advance of its Angilak Exploration Project, scheduled to commence in early June. These field exploration activities are further paired with detailed compilation and analysis of results, which is ongoing. The objective of the data compilation is develop detailed geological models at each of the Company's projects enabling target development and derisking prior to more advanced exploration programs including diamond drilling.

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 24 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 acres of ground over the Athabasca Basin in the northeast part of Alberta. Historically, exploration activities were 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-stage 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, 32 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 on 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.

<u>Nunavut: Greenfield Exploration Properties</u>

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 2,926,172 acres of mineral claims across five regions and is the largest land holder of prospective uranium mineral claims in the territory.

<u>Nunavut - Angilak Project</u>

The Angilak Project is situated within the Angikuni Basin approximately 225 km southwest of Baker Lake in the Kivalliq Region of Nunavut. It 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 (5645 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.

<u>Newfoundland & Labrador – Central Mineral Belt (CMB)</u>

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 8.4 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 Angilak Project, 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 3D geological model and 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 3.8 million acres of ATHA's 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.

(Expressed in Canadian dollars, unless otherwise noted)

Joint Venture Exploration and Development Strategy

To accelerate the exploration and development of ATHA's industry leading exploration land package comprising of more than 8.4 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 as 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*

RESULTS OF OPERATIONS

The following table highlights our quarterly results for the eight most recently completed quarters:

	Three months ended			
	March 31, 2024 $	December 31, 2023 $	September 30, 2023 $	June 30, 2023 $
Total revenue	-	-	-	-
Net loss	(4,421,212)	(5,999,811)	(6,449,345)	(1,536,448)
Comprehensive loss	(4,671,212)	(5,999,811)	(6,449,345)	(1,536,448)
Basic loss per share	(0.03)	(0.06)	(0.05)	(0.01)
Diluted loss per share	(0.03)	(0.06)	(0.05)	(0.01)

	Three months ended			
	March 31, 2023 $	December 31, 2022 $	September 30, 2022 $	June 30, 2022 $
Total revenue	-	-	-	-
Net income / (loss)	9,977	(261,118)	(649,791)	(81,127)
Comprehensive income / (loss)	9,977	(261,118)	(649,791)	(81,127)
Basic earnings (loss) per share	0.00	(0.00)	(0.02)	(0.00)
Diluted earnings (loss) per share	0.00	(0.00)	(0.02)	(0.00)

The Company's business operating activity has expanded significantly over the last four fiscal quarters (Q2 2023 – Q1 2024), as compared to the four fiscal quarters from Q2 2022 to Q1 2023. This is largely due to significant transactions, which began in fiscal 2023, and carried forward to the current reporting quarter. Notably, in Q2 2023 the Company completed its public listing on the CSE and began an exploration program which included undertaking the largest ever multi-platform electromagnetic ("EM") survey in the history of the Athabasca Basin. The Company had higher net loss in Q3 and Q4 of 2023 as a direct result of spending on its exploration program.

(Expressed in Canadian dollars, unless otherwise noted)

In Q4 2023, the Company also executed two definitive agreements to acquire Latitude Uranium Inc. ("LUR") and 92 Energy. A concurrent private placement financing was also closed in Q4 2023. Consequently, the net loss in Q3 and Q4 also incorporate significant expenditures relating to consulting fees, professional fees and business development fees in connection with all the activities and due diligence related to the acquisitions and execution of the financing transactions. The Company also incurred $8 million in share-based compensation in connection with options and RSUs granted to employees and consultants of the Company. In Q1 2024, the Company recognized $2.5 million in share-based compensation expense in connection with options and RSUs granted in fiscal 2023.

The following table presents information about the results of our operations during the three months ended March 31, 2024 and 2023:

Three months ended		March 31, 2024		March 31, 2023	Variance $	Variance %
Operating expenses						
Business development		142,661		-	142,661	100%
Consulting and advisory fees		41,655		102,271	(60,616)	-59%
Depreciation		6,523		27,637	(21,114)	-76%
Management fees		180,911		30,000	150,911	503%
Marketing and shareholder relations		358,831		-	358,831	100%
Office and administration		120,369		20,228	100,141	495%
Professional fees		598,515		131,628	466,887	355%
Rent		15,450		-	15,450	100%
Salaries and wages		194,585		-	194,585	100%
Share-based compensation		2,509,785		-	2,509,785	100%
Transfer agent and filing fees		318,952		6,194	312,758	5049%
Travel		199,295		28,426	170,869	601%
Total Operating expenses	**$**	**(4,687,532)**	**$**	**(346,384)**		
Other expenses						
Foreign exchange loss		(316)		-	(316)	100%
Interest income		545		-	545	100%
Interest income		228,247		356,361	(128,114)	-36%
Other income		37,844		-	37,844	100%
Net loss for the period	**$**	**(4,421,212)**	**$**	**9,977**		
Unrealized loss on marketable securities		(250,000)		-	(250,000)	100%
Total comprehensive loss for the period	**$**	**(4,671,212)**	**$**	**9,977**		

Overall, the operations of the business in Q1'24 as compared to Q1'23 are significantly different. The Company became publicly listed in April 2023, shortly after the end of Q1'23. Notably, as a public company, Atha incurs significantly more operating expenses as it pertains to Transfer agent and filings fees as well as marketing and shareholder relations. In Q1'24, the Company recognized $2.5M in share-based compensation expense in connection with options and RSUs granted in fiscal 2023. There were no options and RSUs granted during Q1'23. The Company had no salaried employees, including salaried key management, during Q1'23 as compared to Q1'24. Professional fees were higher in Q1'24 as result of increased legal and accounting expenses in connection with the LUR and 92E acquisitions.

(Expressed in Canadian dollars, unless otherwise noted)

ACQUISITION OF LATITUDE URANIUM INC.

On March 7, 2024, the Company completed its acquisition of Latitude Uranium Inc. ("LUR") pursuant to the terms of an arrangement agreement (the "Latitude Agreement"). On closing, the Company issued 64,444,004 common shares of the Company in exchange for 100% of the issued and outstanding common shares of LUR. LUR is an entity that was incorporated on July 13, 2021 under the laws of the province of Ontario. LUR's primary business activity prior to acquisition was the exploration of mineral properties in Canada.

Per the terms of the Latitude Agreement, LUR shareholders received 0.2769 of a common share of the Company for each LUR common share held (the "LUR Ratio"). Additionally, incentive stock option of LUR were exchanged for incentive stock options of the Company at the LUR Ratio. Similarly, LUR common share purchase warrants ("warrants") were exchanged for common share purchase warrants of the Company at the LUR Ratio. Consequently, 5,371,854 incentive stock options and 11,285,962 common share purchase warrants were issued respectively. The stock options and warrants have been fair valued as determined using the Black Scholes option pricing model (Note14).

The Transaction has been accounted for as an asset acquisition as LUR did not meet the definition of a 'business' as defined under IFRS 3.

Purchase price consideration		
Fair value of 64,444,004 common shares issued at $0.90	$	57,999,604
Fair value of 5,371,854 stock options issued		1,510,447
Fair value of 11,285,962 warrants issued		2,061,744
Total purchase price	**$**	**61,571,795**
Total acquisition costs (i)	**$**	**377,416**
Total amount allocated to net assets	**$**	**61,949,211**
Assets acquired and liabilities assumed:		
Cash and cash equivalents	$	6,346,619
Restricted cash		35,000
Receivables		297,583
Prepaid expenses		231,586
Right-of-use assets		354,090
Exploration and evaluation assets		55,427,417
Property and equipment		66,482
Accounts payable and accrued liabilities		(222,489)
Flow-through Premium Liability		(232,986)
Lease liabilities		(354,090)
Total amount allocated	**$**	**61,949,211**

(i) Acquisition costs relate entirely to legal fees incurred as part of completing the acquisition transaction.

LIQUIDITY AND CAPITAL RESOURCES

As at January 31, 2024, the Company had working capital of $34,648,138 (December 31, 2023 - $33,851,353). This balance included a cash and restricted cash balance of $35,438,864 (December 31, 2023 - $37,202,911) to settle current liabilities of $4,266,255 (December 31, 2023 - $6,056,810).

The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants.

(Expressed in Canadian dollars, unless otherwise noted)

Cash Flow Analysis

The following table summarizes our sources and uses of cash during the three months ended March 31, 2024 and 2023:

	Three months ended	
Cash provided by (used in):	**March 31, 2024**	**March 31, 2023**
Operating activities	$ (1,310,805)	$ 169,670
Investing activities	97,790	(1,090,575)
Financing activities	(551,032)	-
Decrease in cash	**$ (1,764,047)**	**$ (920,905)**

Operating Activities
Cash flows from operating activities can vary significantly from period to period as a result of the Company's working capital requirements which are dependent on exploration activities over its mineral properties. Overall, the net cash used during the three months ended March 31, 2024 and 2023 relate to expenditures on exploration of the Company's mineral properties.

Investing Activities
Cash flows received from investing activities during the three months ended March 31, 2024 is due to $6,381,619 in cash received on acquisition or LUR; offset but $6,256,436 spent on exploration and evaluation assets, as well as $27,393 to acquire property and equipment. During the three months ended March 31, 2023, cash used was for the acquisition of mineral property rights.

Financing Activities
There was no cash used or provided by financing activities for the three months ended March 31, 2023. During the three months ended March 31, 2024, the Company paid out $551,032 in share issuance related costs in connection with private placements and financing activities from fiscal 2023 that were not closed as at December 31, 2023.

OUTSTANDING SHARE DATA

As at May 30, 2024, 277,845,074 common shares; 13,659,354 stock options; 4,000,000 restricted share units; and 11,285,962 warrants were issued and outstanding. There are voluntary and TSX-V-imposed resale restrictions on certain of these securities.

Authorized

Unlimited number of common and preferred shares without par value.

At March 31, 2024, 31,691,591 (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.

Issued and outstanding

As at March 31, 2024, the Company had 207,050,392 (December 31, 2023 - 138,606,388) common shares issued and outstanding.

Share issuances during the three months ended March 31, 2024

On March 6, 2024, the Company issued 4,000,000 common shares of the Company on conversion of 4,000,000 Subscription Receipts previously issued as part of the Company's completed private placement on December 28, 2023. As a result of the Subscription Receipts conversion, $3,880,000 of restricted cash, as presented at December 31, 2023, were reclassified to cash and cash equivalents as at March 31, 2024.Similarly, $120,000 of deferring financing costs are now recognized as share issuance costs as at March 31, 2024.

On March 7, 2024, the Company issued 64,444,004 common shares in connection to the acquisition of LUR, see Note 7 for more details.

Share issuances during the year ended December 31, 2023

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 9).

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 9). 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 9).

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;

(ii) 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

(iii) 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")

The Company received aggregate gross proceeds of approximately $23,494,532 for the Offering. 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.

(Expressed in Canadian dollars, unless otherwise noted)

SHARE-BASED COMPENSATION AND WARRANTS

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.

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.

During the three months ended March 31, 2024 and 2023, the Company recognized the following share-based compensation:

		March 31, 2024		March 31, 2023
Stock Options (a)	$	1,350,405	$	-
RSUs (b)		1,159,380		-
Total share-based compensation	**$**	**2,509,785**	**$**	**-**

Stock options

The following is a summary of changes in stock options:

		Weighted average exercise price per stock option	Number of options
As at January 1, 2024	**$**	**1.27**	**8,587,500**
Granted on acquisition of Latitude Uranium Inc. (i)		1.16	5,371,854
As at March 31, 2024	**$**	**1.22**	**13,959,354**
Vested and exercisable as at March 31, 2024	**$**	**1.22**	**11,184,354**

No options expired or cancelled during the three months ended March 31, 2024.

(Expressed in Canadian dollars, unless otherwise noted)

(i) On March 7, 2024, the Company granted 5,371,854 stock options in connection with the acquisition of Latitude Uranium Inc. ("LUR"). The options were fair-valued using the Black-Scholes option pricing model. The weighted average inputs used in the Black-Scholes model were as follows:

	Three months ended March 31, 2024
Share price on grant date	$ 0.90
Exercise price	$ 1.16
Risk-free interest rate	3.92%
Expected annualized share volatility	65.68%
Expected dividend yield	0%
Expected life of options (years)	1.89
Fair value of stock option	**$ 0.28**

The total fair value of options granted on the LUR acquisition was $1,510,447.

Stock options outstanding as at March 31, 2024 and December 31, 2023 have the following expiry dates and exercise prices:

Grant date	Expiry date	Exercise price	Stock options March 31, 2024	Stock options December 31, 2023
August 29, 2022	August 29, 2027	$0.50	687,500	687,500
April 20, 2023	April 20, 2033	$1.44	4,700,000	4,700,000
June 30, 2023	June 30, 2033	$1.34	1,600,000	1,600,000
December 6, 2023	December 6, 2033	$1.01	1,600,000	1,600,000
March 7, 2024	March 7, 2025	$0.62	920,692	-
March 7, 2024	March 7, 2025	$1.02	1,592,175	-
March 7, 2024	March 7, 2025	$1.09	415,350	-
March 7, 2024	March 7, 2025	$1.27	477,651	-
March 7, 2024	March 7, 2025	$2.53	422,271	-
March 7, 2024	February 22, 2027	$2.53	256,131	-
March 7, 2024	July 18, 2027	$2.53	13,845	-
March 7, 2024	October 13, 2027	$2.53	13,845	-
March 7, 2024	January 6, 2028	$1.27	256,132	-
March 7, 2024	June 19, 2028	$1.02	595,335	-
March 7, 2024	November 28, 2028	$0.62	408,427	-
Total			**13,959,354**	**8,587,500**

The weighted average remaining life of outstanding stock options as at March 31, 2024 is 6.03 years (December 31, 2023 - 9.01 years).

Restricted share units

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.

The Company granted no RSUs during the three months ended March 31, 2024 (2023 – nil), no RSUs were forfeited or cancelled during the same period. 4,000,000 unvested RSUs remained outstanding as at March 31, 2024 (December 31, 2023 – 4,000,000).

(Expressed in Canadian dollars, unless otherwise noted)

Warrants

On March 7, 2024, the Company granted 11,285,962 share purchase warrants in connection with the LUR acquisition. The warrants were fair-valued using the Black-Scholes option pricing model. The weighted average inputs used in the Black-Scholes model were as follows:

	Weighted Average Inputs
Share price on grant date	$ 0.90
Exercise price	$ 1.85
Risk-free interest rate	4.08%
Expected annualized share volatility	65.46%
Expected dividend yield	0%
Expected life of options (years)	1.64
Fair value of warrants	**$ 0.18**

The total fair value of warrants granted on the LUR acquisition was $2,061,744.

	Number of Warrants	Weighted Average Exercise Price
Balance, January 1, 2024	**-**	**$ -**
Issued on acquisition or LUR (Note 7)	11,285,962	1.85
Balance, March 31, 2024	**11,285,962**	**$ 1.85**

Warrants outstanding as at March 31, 2024 have the following expiry dates and exercise prices:

Number of Warrants Outstanding	Number of Warrants Exercisable	Exercise Price	Expiry Date	Weighted Average Remaining Contractual Life in Years
989,087	989,087	$ 5.06	April 28, 2024	0.08
128,581	128,581	$ 3.61	April 28, 2024	0.08
922,631	922,631	$ 2.17	November 24, 2024	0.65
4,229,018	4,229,018	$ 1.08	November 28, 2025	1.66
443,407	443,407	$ 1.26	April 5, 2026	2.01
4,573,238	4,573,238	$ 1.81	April 5, 2026	2.01
11,285,962	**11,285,962**	**$ 1.85**		**1.58**

OFF-BALANCE SHEET ARRANGEMENTS

As at March 31, 2024, and the date of this MD&A, the Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Key Management Compensation

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

(Expressed in Canadian dollars, unless otherwise noted)

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.
The remuneration of directors and other members of key management personnel during the three months ended March 31, 2024 and 2023 are as follows:

Nature	Relationship		March 31, 2024		March 31, 2023
Exploration and evaluation expenditures	Exploration and evaluation expenditures paid to a company controlled by a managing director of the Company	$	4,468,308	$	-
Consulting fees	Consulting fees paid to a company controlled by an officer of the Company		45,466		50,000
Management fees	Management fees paid to companies controlled by an officer and a director of the Company		100,000		-
Rent	Rent fees paid to a company with an officer and a director in common		9,750		-
Salaries and wages	Salaries paid to an officer of the Company		75,000		-
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		1,748,667		-
Total		**$**	**6,447,191**	**$**	**50,000**

As at March 31, 2024, $2,391,449 were amounts due (December 31, 2023 - $136,500) within accounts payable and accrued liabilities to companies controlled by key management personnel or directors. There were no other related party transactions during the three months ended March 31, 2024.

BUSINESS 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 favorable 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
Unfavorable economic conditions may negatively impact the Company's financial viability. Unfavorable 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's financial instruments are exposed to the same financial risks, including currency risk, credit risk, liquidity risk and commodity price risk as disclosed in the Company's audited financial statements for the year ended December 31, 2023.

Fair value hierarchy

The Company applied the following fair value hierarchy for financial instruments that are carried at fair value. The hierarchy prioritizes the inputs used in the valuation methodologies in measuring fair value into three levels.

The three levels are defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – inputs to valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

As at March 31, 2024, the Company's financial instruments consist of cash, restricted cash, receivables, 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 FVOCI, 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.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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 and warrants
Determining the fair value of stock options and warrants 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 JUDGMENTS

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 Company's audited annual financial statements for the year ended December 31, 2023.

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.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The information provided in the condensed interim consolidated financial statements and the accompanying MD&A is the responsibility of management. Management is required to make a number of judgments, assumptions and estimates when preparing these financial statements and MD&A, including estimates to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on prudent judgments and have been properly reflected in the accompanying financial statements, but actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

Management is responsible for the internal controls over the operations and financial reporting, including internal controls related to maintaining records that reflect the transactions, acquisitions, and dispositions of the assets of the Company. As all controls and processes are subject to certain limitations, management acknowledges that the internal controls may not prevent or detect all misstatements due to error or fraud.

EVENTS AFTER REPORTING 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.

- 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.

- 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 May 28th, 2024, ATHA executed a definitive option agreement dated May 20, 2024, with Riverboat Energy Corporation ("Riverboat"), a privately held Canadian exploration company. The option agreement grants Riverboat an exclusive option to acquire an undivided 70% interest in ATHA's Vista property (subject to underlying 2.0% NSR royalties on the property), situated within the Company's East Rim Exploration District, Athabasca Basin, Saskatchewan. The option agreement is subject to Riverboat fulfilling the option considerations and a total of $9.3 million of exploration expenditures prior to May 20, 2027, making cash payments of up to $600,000 to ATHA in stages over the first three years of the option agreement, and issuing up to $800,000 in Riverboat common shares to ATHA in stages in the first two years of the option agreement.

  Upon exercise of the option, a joint venture agreement (the "Joint Venture Agreement") shall be entered into by ATHA and Riverboat, with Riverboat and ATHA (including the carried over interest of the legacy owner) holding a 70% and a 30% interest, respectively. The Option Agreement is subject to the policies of the TSX Venture Exchange on the part of ATHA, and other customary conditions as set out in the Agreement.