

OTCQB Certification

I, Troy Boisjoli, Chief Executive Officer of Atha Energy Corp. (“the Company”), certify that:

1. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below:

REGISTERED or REPORTING WITH THE SEC:

- Company is registered under Section 12(g) of the Exchange Act
 Company is reporting under Section 15(d) of the Exchange Act.
 Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
 Company is reporting under Regulation A (Tier 2)
 Other (describe) _____

EXEMPT FROM SEC REGISTRATION/NO SEC REPORTING OBLIGATIONS:

- Company is exempt from registration under Exchange Act Rule 12g3-2(b)
 Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
 Company is reporting under the Alternative Reporting Company Disclosure Guidelines and is otherwise exempt from registration and not required to file periodic reporting with the SEC

2. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC’s EDGAR system or the OTC Disclosure & News Service, as applicable.
3. The company is duly organized, validly existing and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
4. The share information below is for the primary OTCQB traded security as of the latest practicable date:

US Trading Symbol:		<u>SASKE</u>	<u>As of (date):</u>
Shares Authorized	(A)	<u>Unlimited</u>	<u>June 10, 2024</u>
Total Shares Outstanding	(B)	<u>277,845,074</u>	<u>June 10, 2024</u>
Number of Restricted Shares ¹	(C)	<u>31,042,388</u>	<u>June 10, 2024</u>
Unrestricted Shares Held by Officers, Directors, 10% Control Persons & Affiliates	(D)	<u>8,491,621</u>	<u>June 10, 2024</u>
Public Float: <i>Subtract Lines C and D from Line B</i>	(E)	<u>238,311,065</u>	<u>June 10, 2024</u>
% Public Float: <i>Line E Divided by Line B (as a %)</i> ²	(F)	<u>85.77%</u>	<u>June 10, 2024</u>
Number of Beneficial Shareholders of at least 100 shares ³	(G)	<u>4,509</u>	<u>March 26, 2024</u>

5. Convertible Debt:

¹ Restricted Shares means securities that are subject to resale restrictions for any reason. Your transfer agent should be able to provide the total number of restricted securities.

² Public Float means the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a “10 percent Control Person”), or any Affiliates thereof, or any Family Members of officers, directors, and control persons. Family Member shall mean a Person’s spouse, parents, children, and siblings, whether by blood, marriage or adoption, or anyone residing in such Person’s home. OTCQB traded securities are required to have a freely traded public float of at least 10% of the shares outstanding unless an exemption applies.

³ Beneficial Shareholder means any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security. OTCQB traded securities are required to have at least 50 beneficial shareholders unless an exemption applies.

The following is a complete list of all promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities that were issued or outstanding at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification. **(If the note is no longer outstanding as of the current date, but was outstanding during the previously described period, the note must still be disclosed in the table below.):**

Check this box to confirm there were no promissory notes, convertible notes, or other convertible debt arrangements issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ⁴	Name of Noteholder (entities must have individual with voting / investment control disclosed). ⁵	Reason for Issuance (e.g., Loan, Services, etc.)
Total Outstanding Balance:				Total Shares:				

Use the space below to provide any additional details, including footnotes to the table above:

Not applicable.

6. Disclosure and Administrative Service Providers:

Annual Report Preparation:

List any law firm(s) and attorney(s) (including internal counsel) that acted as the Company’s primary legal counsel in preparing its most recent annual report. (If no attorney assisted in putting together the disclosure, identify the person(s) who prepared the disclosure and their relationship to the company.)

MLT Aikins LLP, (Mahdi Shams), 2600 – 1066 West Hastings Street, Vancouver, British Columbia, Canada V6E 3X1

Ongoing Disclosure and Administrative Services:

List any other attorney or service provider, if different than the primary legal counsel listed above, that assisted the company during the prior fiscal year on any matter related to preparation of company disclosure documents, corporate actions and activities related to submission of a Form 211 or OTC Markets’ Application. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state “None.”

⁴ The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any “blockers” or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

⁵ International Reporting Companies may elect not to disclose the names of noteholders who are non-affiliates of the company. “Affiliate” is a Person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, an officer, a director, or a shareholder beneficially owning 10 percent or more of the Company’s outstanding shares.

None

7. Investor Relations Providers:

The following is a complete list of third-party providers engaged by the Company, its officers, directors or controlling shareholders, at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, stock promotion, or any other related services to the Company. **Please include the following items in this list: firm name, firm address, primary contact name and description of services provided.** If none, please state "None."

Gold Standard Media, LLC ("GSM"), #110-283, 723 West University Drive, Georgetown, Texas, 78626, primary contact: Juliet Ameduri, Kenneth Ameduri and Lori Gantz – provides financial publishing and digital marketing services to publicly traded companies. The services to be provided by GSM includes creating landing pages, native ads, email marketing, and influencer endorrsments.

Creative Direct Marketing Group, Inc. ("CDMG"), 1313 4th Avenue, North Nashville, TN, 37208, primary contact: Craig Huey - provides marketing services to the Company. CDMG has been engaged to produce and distribute magalog regarding the Company to eighten market and brand awareness and to broaden the Company's reach within the investment community. The services tobe provided by CDMG includes creation of magalooq, microsite, emails, programmatic, google ads, social ads, and newsletters.

Hybrid Financial Ltd. ("Hybrid"), 222 Bay Street, PO Box 37, Suite 2600, Toronto, Ontario, Canada M5K 1B7, primary contact: Steven Marshall – provides marketing services to the Company. Hybrid has been engaged to heighten market and brand awareness and to broaden the Company's reach within the investment community. The Services to be provided by Hybrid include phone calls to, and email communication with, qualitifed Nortah American Investent Professionals.

Previous Investor Relations Providers:

Quantum Ventures SEZC ("Quantum"), 11 Dr. Roys Drive, George Town, Grand Cayman KY1-1003; primary contact: Greg Wallis – consulting agreement (the "Quantum Agreement") provided for certain media creation, online awareness strategy and other services, but no investor relations services were provided under the Quantum Agreement.

Native Ads Inc., 244 Fifth Avenue, Suite N-249, New York, NY 10001 , primary contact: Jon Malach – provided certain strategic digital media, marketing and data analytics services to support ongoing efforts to increase awareness for the Company.

X-Media Inc., SEZC, 2nd Floor, Strathvale House, 90 North Church Street, George Town, Grand Cayman, KY1-1102; primary contact: Seth Romans – provided certain marketing and public relations consulting services to the Company, including with respect to website enhancements, list building, newsletter distribution, graphic design, e-mail distribution, blog posting and certain other services as was agreed between the parties.

Spark Newswire, 800-885 West Georgia Street Vancouver, BC V6C 3H1; primary contact: Stephen Hnatko – provided certain brand awareness and strategy, content and communication strategy and technical analysis of market strategy services to the Company.

8. Officers, Directors and 5% Control Persons:

The following is a complete list of Officers, Directors and 5% Control Persons (control persons are beneficial owners of five percent (5%) or more of any class of the issuer's equity securities). Preferred shares, options, warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below.

For beneficial shareholders that are corporate entities: Provide the name and address of the person(s) owning or controlling such corporate entities. If the corporate entity owning 5% or more does not have a person(s) owning or controlling it, provide a note explaining why. If the corporate entity is a publicly traded company, provide the company's trading symbol and market.

For nominee accounts owning 5% or more: Provide the name of the 5% beneficial shareholder for this account. If there are no beneficial shareholders of 5% or more behind a nominee account, the nominee account does not need to be included in the table below.

For issuers exempt from registration under Exchange Act Rule 12g3-2(b): Complete the table below with the information described above for Officers, Directors and 10% Control Persons.

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
Troy Boisjoli	CEO	Glidden, Saskatchewan, Canada	30,000 1,000,000	Common Options	0.01% 7.16%
Akash Patel	CFO	Vancouver, British Columbia, Canada	Nil 187,500	Common Options	Nil 1.34%
Cliff Revering	Vice President, Exploration	Saskatoon, Saskatchewan, Canada	Nil Nil	Common Options	Nil Nil
Michael Castanho (35,000 Shares and 750,000 Options) - Axis Capital Ventures Corp. (3,182,391 Shares and 187,500 Options)	Chairman and a Director	Vancouver, British Columbia, Canada	3,217,391 937,500	Shares Options	1.16% 6.72%
Jeff Barber	Director	Kelowna, British Columbia, Canada	1,450,000 712,500	Common Options	0.52% 5.10%
Doug Engdahl	Director	Warman, Saskatchewan, Canada	Nil 362,500	Common Options	Nil 2.60%
Sean Kallir	Director	Toronto, Ontario, Canada	2,500,000 1,225,000	Shares Options	0.90% 8.78%

Name (First, Last)	Position/company affiliation (ex: CEO, 5% control person)	City and State (And Country if outside US)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of shares owned	Percentage of Class of Shares Owned (undiluted)
Richard Pearce - Pearce Family Trust (Rachael Pearce as Trustee for Pearce Family Trust) (895,275 Shares) - Badgerbar Pty Ltd. as Trustee for Badger SMSF (48,617 Shares)	Director	Burnside, Australia	943,892 Nil	Shares Options	0.34% Nil
Philip Williams	Director	Toronto, Ontario, Canada	350,338 692,300	Common Options	0.13% 4.96%

Use the space below to provide any additional details, including conversion terms of any class of the issuer's equity securities:

Each option is exercisable into one common share in the capital of the Company.

9. Certification:

Date: June 10, 2024

Name of Certifying CEO or CFO: Troy Boisjoli

Title: CEO

Signature: "/s/ TROY BOISJOLI"