NOTICE OF CHANGE OF AUDITOR

Notice Pursuant to Section 4.11 of
National Instrument 51-102 – *Continuous Disclosure Obligations*

TO: **Davidson & Company LLP, Chartered Professional Accountants, Vancouver, British Columbia**

AND TO: **MNP LLP, Chartered Professional Accountants, Vancouver, British Columbia**

DATED: **January 6, 2025**

Atha Energy Corp. (the "**Company**") hereby provides notice (this "**Notice**") pursuant to section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**") of a change in the auditor of the Company from Davidson & Company LLP, Chartered Professional Accounts of Vancouver, British Columbia (the "**Predecessor Auditor**"), to MNP LLP, Chartered Professional Accountants of Vancouver, British Columbia (the "**Successor Auditor**"), and confirms the following:

1. at the request of the Company, the Predecessor Auditor tendered its resignation as auditor of the Company effective as of January 6, 2025;

2. the Successor Auditor has advised the Company of its agreement to be appointed as successor auditor of the Company, effective upon the Predecessor Auditor's resignation;

3. the Board of Directors of the Company has appointed the Successor Auditor as successor auditor of the Company effective as of January 6, 2025, to fill the vacancy created by the resignation of the Predecessor Auditor and to perform the audit of the annual financial statements of the Company for the financial year ended December 31, 2024;

4. the audit committee of the Company has approved the resignation of the Predecessor Auditor and the appointment of the Successor Auditor;

5. there were no modified opinions expressed in the auditor's reports of the Predecessor Auditor on the annual financial statements of the Company for the financial years ended December 31, 2023 and 2022; and

6. in the opinion of the Company, there are no "reportable events" (as that term is defined in NI 51-102).

The Company requests that each of the Predecessor Auditor and the Successor Auditor review this Notice and, on or before January 13, 2025, provide the Company with a letter addressed to the British Columbia, Alberta and Ontario Securities Commissions stating whether it (i) agrees, (ii) disagrees (and the reasons why), or (iii) has no basis to agree or disagree with the above statements in accordance with section 4.11 of NI 51-102.

ATHA ENERGY CORP.

Per: "*Rhéal Assié*"

Rhéal Assié
Chief Financial Officer