



## ASX Announcement

4 March 2024

# ATHA Energy Receives approval to list on TSXV

**Approval is another key milestone in three-way merger, which will see 92 Energy, ATHA and Latitude combine to create a leading Canadian uranium explorer with strong financial backing and highly prospective projects**

**92 Energy Limited** (ASX: 92E, OTCQX: NTELF) (**92 Energy** or **Company**) refers to its announcements released on 8 December 2023 and 21 February 2024 in relation to its proposed merger with ATHA Energy Corp. (CSE: SASK) (FRA: X5U) (OTCQB: SASKF) (**ATHA**) via a scheme of arrangement (**Scheme**)<sup>1</sup>.

92 Energy is pleased to announce that ATHA Energy has received final approval to list ATHA's common shares on the TSX Venture Exchange ("**TSXV**") with trading to commence at market opening on 4 March 2024 (Canada time), and will continue to use its current trading symbol ("SASK"). The CUSIP and ISIN numbers have not changed. In conjunction with its listing on the TSXV, ATHA's common shares will be delisted from the Canadian Securities Exchange (the "**CSE**").

The Scheme Meeting for 92 Energy Shareholders to consider and vote on the proposed Scheme will be held on 9:00am (AWST) on Monday, 25 March 2024 at the BDO offices, Jarrah Room, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth Western Australia 6000. Details of how to participate in the Scheme Meeting are provided in the notice of meeting included in the Scheme Booklet.

Following the Implementation Date, 92 Energy Shareholders will be able to trade the New ATHA Shares through stockbrokers who are able to execute trades on the TSXV. If your existing stockbroker is unable to execute trades on the TSXV, you can contact Canaccord Genuity via email at [CGAU-92Escheme@cgf.com](mailto:CGAU-92Escheme@cgf.com). 92 Energy Shareholders are encouraged to contact their stockbroker or online broker to confirm their capability to execute trades on the TSXV, and to refer to the Scheme Booklet for further details.

Importantly, 92 Energy Shareholders are reminded that if your entitlement to the Scheme Consideration would be 100,000 New ATHA Shares or less as Scheme Consideration (in other words, a 92 Energy Shareholder who would hold 171,409 92 Energy Shares or less on implementation of the Scheme) you can elect to be treated as an Electing Selling Scheme Participant and have the Sale Agent sell your New ATHA Shares on your behalf and receive cash (after deduction of certain costs). To make a valid Election, you must complete and return the Election Form made available to you or submit your Election online (via the Automatic Investor

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<sup>1</sup> Terms capitalised but otherwise not defined in this announcement have the meaning given in 92 Energy's Scheme Booklet provided in the Company's ASX announcement dated 21 February 2024.



Portal) to the 92 Energy Share Registry by 5:00pm (AWST) on Tuesday, 2 April 2024. Please refer to Sections 4.4(b) and (c) of the Scheme Booklet for further details on the Sale Facility.

Concurrent and in addition to the merger with 92 Energy, ATHA entered a definitive agreement with Latitude Uranium Inc. (CSE: LUR) (**Latitude**) under which ATHA proposes to acquire all of the issued and outstanding common shares of Latitude by way of a Canadian court-approved plan of arrangement.

92 Energy is also pleased to announce that the Ontario Superior Court of Justice has granted the final order (the "**Final Order**") in connection with the previously announced plan of arrangement under the *Business Corporations Act* (Ontario) (the "**Arrangement**"), pursuant to which, among other things, ATHA will acquire all of the issued and outstanding common shares (the "**LUR Shares**") of Latitude Uranium Inc. (CSE: LUR) (OTCQB: LURAF) ("**Latitude Uranium**") in exchange for 0.2769 of a common share of ATHA (each whole share, an "**ATHA Share**") for each LUR Share held. As previously announced, the Arrangement was approved by Latitude Uranium's shareholders at a special meeting held on February 27, 2024.

Closing of the Arrangement remains subject to satisfaction of certain customary closing conditions, including stock exchange and regulatory approvals. Subject to the satisfaction of these closing conditions, the parties currently expect to complete the Arrangement on or around 7 March 2024.

## **92 ENERGY DIRECTORS' RECOMMENDATION**

92 Energy Shareholders should carefully read the Scheme Booklet in its entirety, including the reasons for and against the Scheme, the risks in relation to the Scheme and the accompanying materials to the Scheme Booklet, before deciding whether to vote in favour of the Scheme.

92 Energy Shareholders should be aware that:

- the 92 Energy Directors unanimously recommend the Scheme to 92 Energy Shareholders and recommend that 92 Energy Shareholders vote in favour of the Scheme at the Scheme Meeting; and
- each 92 Energy Director intends to vote, or procure the voting of, all 92 Energy Shares in which they have a relevant interest in favour of the Scheme at the Scheme Meeting,

in each case in the absence of:

- a "92 Energy Superior Proposal" (as that term is defined in the Scheme Booklet); or
- the Independent Expert updating or varying the Independent Expert's report to conclude that the Scheme is not in the best interests of 92 Energy Shareholders.



## **FURTHER INFORMATION**

If you have any questions about the Scheme or the Scheme Booklet, please contact the 92 Energy Information Line, which is now open, on 1300 441 599 (within Australia) or +61 2 9068 1927 (outside Australia) Monday to Friday (excluding public holidays) between 8:30am to 5:00pm (AWST).

This announcement is authorised for release by the Board of 92 Energy Limited.

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For further information contact:

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### **ABOUT 92 Energy Limited**

92 Energy Limited is an Australian, ASX listed, uranium exploration company targeting high-grade unconformity associated uranium in the Athabasca Basin, Saskatchewan, Canada. On the fourth hole of its inaugural exploration drilling program, 92 Energy made a uranium discovery at its Gemini project, known as the Gemini Mineralization Zone or 'GMZ'.

The Company owns a 100% interest in its 61 mineral claims in the world-class Athabasca Basin. The claims make up the Company's 10 projects, being Gemini, Tower, Clover, Powerline, Wares, Wormboiler, Murphy, Cable, Snowbird and Alpine.

[www.92energy.com](http://www.92energy.com)

### **Forward Looking Statements**

Some statements in this announcement regarding estimates or future events are forward-looking statements. Forward-looking statements include, but are not limited to, statements preceded by words such as "planned", "expected", "projected", "estimated", "may", "scheduled", "intends", "anticipates", "believes", "potential", "could", "nominal", "conceptual" and similar expressions. Forward-looking statements, opinions and estimates included in this announcement are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Statements regarding plans with respect to the Company's mineral properties may also contain forward looking statements.

Forward-looking statements are provided as a general guide only and should not be relied on as a guarantee of future performance. Forward-looking statements may be affected by a range of variables that could cause actual results to differ from estimated results expressed or implied by such forward-looking statements. These risks and uncertainties include but are not limited to liabilities inherent in exploration and development activities, geological, mining, processing and technical problems, the inability to obtain exploration and mine licenses, permits and other regulatory approvals required in connection with operations, competition for among other things, capital, undeveloped lands and skilled personnel; incorrect assessments of prospectivity and the value of acquisitions; the inability to identify further mineralisation at the Company's tenements, changes in commodity prices and exchange rates; currency and interest rate



fluctuations; various events which could disrupt exploration and development activities, operations and/or the transportation of mineral products, including labour stoppages and severe weather conditions; the demand for and availability of transportation services; the ability to secure adequate financing and management's ability to anticipate and manage the foregoing factors and risks and various other risks. There can be no assurance that forward-looking statements will prove to be correct.

**Not an offer of securities**

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions registered under the US Securities Act or exempt from, or not subject to, the registration of the US Securities Act and applicable US state securities laws.