

FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **APPIA RARE EARTHS & URANIUM CORP.** (the “Issuer”).

Trading Symbol: “**API**”

December 31, 2023

This Quarterly Listing Statement must be posted on or before the day on which the Issuer’s unaudited interim financial statements are to be filed under the Securities Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer’s first, second and third fiscal quarters. This statement is not intended to replace the Issuer’s obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term “Issuer” includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached. **Pdf version attached as Schedule A. Filed on SEDAR on February 27, 2024.**

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
Please refer to Note 11 to the Financial Statements.
Related parties include Tom Drivas, CEO, Stephen Burega, President, Frank van de Water, CFO, Irvine Annesley VP Exploration, Romios Gold Resources Inc. (“RG”) a company with a number of common directors and officers supplying administrative assistance and Gardiner Roberts LLP (“GR”), a law firm related to William R. Johnstone, a director of the Issuer. Other Directors are entitled to Directors’ Fees and occasionally additional fees if they provide services to the Issuer.
- (b) A description of the transaction(s), including those for which no amount has been recorded. **The CEO, President, CFO, Vice-President, RG and GR supply services on a regular basis to APPIA.**
- (c) The recorded amount of the transactions classified by financial statement category. For the three months: **Management and Director’s fees: \$99,950, Office and general (\$45,816). Professional fees \$55,119, Investor relations \$154,027.**
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto. **Related parties were owed \$19,234 for unpaid fees at December 31, 2023**
- (e) Contractual obligations with Related Persons, separate from other contractual obligations. **There is a service agreement with the CEO entitling him to \$5,000 per month. The CFO is paid according to time spent on the Issuer’s affairs.**
- (f) Contingencies involving Related Persons, separate from other contingencies. **In the case of change of control of the issuer, there is a severance payment due to the CFO.**

2. **Summary** of securities issued and options granted during the period.

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
December 27 2023	Common shares	Private Placement	4,873,667 FT	0.30	\$1,462,100	cash	Not related	\$106,759
December 11 2023	Common shares	Earn in on REE Project	500,000		\$130,000	project	Not related	
December 6, 2023	Common shares	Exercise of options	436,364		\$120,000	cash		

(b) summary of options granted during the period

Date	Number	Related Party		Exercise Price	Expiry Date	Mkt on date of Grant
NOVEMBER 6 2023	1,186,364	Consultants		\$0.275	Nov 6, 2026	\$0.275

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions. **An unlimited number of Common shares may be issued. There are no preferred shares issued.**
- (b) number and recorded value for shares issued and outstanding. **There were 136,333,594 common shares outstanding on December 31, 2023 with a share capital value of \$34,430,316.**

- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value.
 - (d) **There were 7,860,000 options outstanding at December 31,2023 exercisable at a weighted average price of \$0.45, 510,000 expiring in August 2025, 150,000 in June 2026, 750,000 in November 2026, 5,250,000 in September 2027, 200,000 in October 2027. 1,000,000 January 2028 (see note 8 to the FS for details)**
 - (e) **There were no warrants outstanding at December 31,2023 as they all expired, unexercised.**
 - (f) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer. **Not applicable**
4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Tom Drivas, Director, CEO
Stephen Burega, President
Frank van de Water, Director, CFO, Secretary
Irvine Annesley, VP Exploration
Thomas Skimming, Director
William R. Johnstone, Director, Assistant Secretary
Brian Robertson, Director
Nick Bontis, Director
Douglas Underhill, Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation. **Attached in pdf format. Filed on SEDAR on February 27, 2024.**

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated: February 27, 2024

Frank van de Water, Secretary

Issuer Details Name of Issuer Appia Rare Earths & Uranium Corp.	For the Three months Ended December 31 2023	Date of Report YY/MM/D 24/02/27
Issuer Address 500 – 2 Toronto Street		
City/Province/Postal Code Toronto, ON, M5C 2B6	Issuer Fax No. (416) 218 9772	Issuer Telephone No. (416) 546 2707
Contact Name Frank van de Water	Contact Position Secretary	Contact Telephone No. (416) 221 4124
Contact Email Address fvandewater@rogers.com	Web Site Address www.appiareu.ca	