

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: APPIA RARE EARTHS & URANIUM CORP. (the "Issuer").

Trading Symbol: API

Date: February 9, 2024

1. New Options Granted:

Date of Grant: February 8, 2024

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares ⁽¹⁾	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Kloni Inc.	Consultant	No	300,000	0.275	February 8, 2029	Nil
		TOTAL	300,000			

Total Number of optioned shares proposed for acceptance: 300,000.

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Nick Bontis	100,000	\$0.25	August 4, 2020	August 4, 2025
	400,000	\$0.50	Sept 21, 2021	Sept. 21, 2027
William R. Johnstone	100,000	\$0.25	August 4, 2020	August 4, 2025
	400,000	\$0.50	Sept 21, 2021	Sept. 21, 2027
Frank van de Water	100,000	\$0.25	August 4, 2020	August 4, 2025
	400,000	\$0.50	Sept 21, 2021	Sept. 21, 2027
Brian Robertson	400,000	\$0.50	Sept 21, 2021	Sept. 21, 2027
Thomas Skimming	400,000	\$0.50	Sept 21, 2021	Sept. 21, 2027
Douglas Underhill	400,000	\$0.50	Sept 21, 2021	Sept. 21, 2027
Tom Drivas	1,000,000	\$0.50	Sept 21, 2021	Sept. 21, 2027
Sherry Bates	50,000	\$0.25	August 4, 2020	August 4, 2025
	100,000	\$0.50	Sept 21, 2022	Sept 21, 2027
Irvine Annesley	160,000	\$0.25	August 4, 2020	August 4, 2025

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Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
	600,000	\$0.50	Sept 21, 2022	Sept 21, 2027
Jack Lifton LLC	150,000	\$0.91	June 4, 2021	June 3, 2026
Olga Stevens	200,000	\$0.50	Sept. 21, 2022	Sept. 21, 2027
Svetlana Vass	50,000	\$0.50	Sept. 21, 2022	Sept. 21, 2027
Dr. John Belhumeur	200,000	\$0.50	Sept. 21, 2022	Sept. 21, 2027
Tracy Weslosky	300,000	\$0.50	Sept. 21, 2022	Sept. 21, 2027
Kahlen Branning	200,000	\$0.50	Sept. 21, 2022	Sept. 21, 2027
Sharron Clayton	200,000	\$0.50	Sept. 21, 2022	Sept. 21, 2027
Dr. Gary Delaney	200,000	\$0.60	October 18, 2022	October 18, 2027
0856037 B.C. Ltd. (Stephen Burega)	1,000,000	\$0.35	January 3, 2023	January 3, 2028
2233752 Alberta Ltd.	500,000	\$0.275	November 6, 2023	November 6, 2026
Big Ben Mining Corp.	250,000	\$0.275	November 6, 2023	November 6, 2026
TOTAL	7,860,000			

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. N/A.
- (b) State the date of the news release announcing the grant of options. February 9, 2024.
- (c) State the total issued and outstanding share capital at the date of grant or amendment.

The total issued and outstanding Share Capital as at January 31, 2024 being the date of grant of options, is 136,333,594.

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

Options representing 0.2% of current issued and outstanding capital have been granted. An aggregate number of Options representing 5.77% of current issued and outstanding capital are issued and outstanding.

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.

After the grant of options above, 8,160,000 shares are reserved for option grants.

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

N/A

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

N/A

4. 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 Certificate of Compliance.
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 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated February 9, 2024.

William R. Johnstone

Name of Director or Senior
Officer

"William R. Johnstone"

Signature

Assistant Corporate Secretary

Official Capacity