STATEMENT OF CORPORATE GOVERNANCE DIFFERENCES

As a "foreign private issuer" under the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), enCore Energy Corp. (the "**Company**") must, pursuant to Section 110 of the NYSE American Company Guide, provide disclosure of the significant ways in which its corporate governance practices differ from those followed by domestic companies pursuant to the standards of NYSE American LLC the "**NYSE American**"). Such disclosure is below. References to a "**Section**" below are references to the referenced rule in the NYSE American Company Guide.

NYSE American Corporate Governance Standard	Company Practice
Proxy Solicitations	
Under Section 705, listed companies must comply with applicable state and federal laws and rules (including interpretations thereof), including without limitation, Exchange Ac Regulations 14A and 14C.	The Company is a "foreign private issuer" as defined in Rule 3b-4 under the Exchange Act, and the equity securities of the Company are accordingly exempt from the proxy rules set forth in Sections 14(a), 14(b), 14(c) and 14(f) of the Exchange Act. The Company solicits proxies in accordance with applicable rules and regulations in Canada.
Quorum Requirements	
Under Section 123, the NYSE American expects that an appropriate quorum of the shares issued and outstanding and entitled to vote will be provided for by the by-laws of companies listing voting securities. The NYSE American recommends a quorum of at least 331/3%.	The Company is subject to the *Business Corporations Act* (British Columbia), which permits the Company to specify a quorum requirement in its memorandum or articles. Under the Company's articles, quorum for the transaction of business at any meeting of shareholders is at least one shareholder.
Shareholder Approval Requirements	
Sections 711-713 require that a listed company obtain shareholder approval for: (i) the establishment or material amendment of a plan or other equity compensation arrangement, subject to exceptions; (ii) the issuance of shares as sole or partial consideration for an acquisition of the stock or assets of another company in certain circumstances; and (iii) certain transactions other than public offerings that may result in the issuance of common shares (or securities convertible into common shares) equal to 20% or more of presently outstanding shares for less than the greater of book or market value of the shares.	Neither Canadian securities laws nor Canadian corporate law require shareholder approval for such transactions, except where such transactions constitute a "related party transaction" or a "business combination" under Canadian securities laws or where such transaction is structured in a way that requires shareholder approval under the *Business Corporations Act* (British Columbia), or where the TSX Venture Exchange requires shareholder approval for a transaction involving a change of control of the Company, or the establishment of or amendments to equity-based compensation plans, in which case, the Company intends to follow its home country requirements.