

ATEBA RESOURCES INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations

September 30, 2012

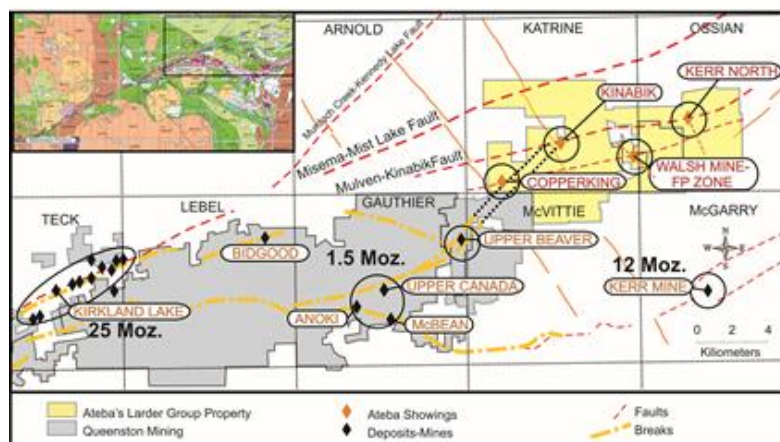
Management's discussion and analysis (MD&A) is current to November 14, 2012 and is management's assessment of the operations and the financial results together with future prospects of Ateba Resources Inc. ("Ateba", "Corporation", or the "Company"). This MD&A should be read in conjunction with our audited financial statements and related notes for the years ended December 31, 2011 and 2010, prepared in accordance with International Financial Reporting Standards. All figures are in Canadian dollars unless stated otherwise. This discussion contains forward-looking statements that are not historical in nature and involves risks and uncertainties. Forward-looking statements are not guarantees as to Ateba's future results as there are inherent difficulties in predicting future results. Accordingly, actual results could differ materially from those expressed or implied in the forward-looking statements. The Company has adopted National Instrument 51-102F1 as the guideline in presenting the MD&A. Additional information relevant to the Company's activities, including the Company's audited financial statements, can be found on SEDAR at www.sedar.com.

Description of Business

The Company is a junior exploration company engaged in the acquisition and exploration of mineral properties with interests in both gold and uranium and seeking other opportunities. The Company was formed by articles of amalgamation under the *Business Corporations Act* (Ontario) on February 1, 1988, and is a reporting issuer in Alberta, British Columbia, Manitoba, Ontario, Quebec and Saskatchewan.

Exploration Highlights Larder Lake Group

Ateba Resources has been involved in ongoing exploration activities on the Larder Lake Group Property from 2010 through the present time. In March 2012, the Company completed a 2000 metre diamond drilling program that targeted the outer extents of the Walsh Mine Area and the FP Zone to the southeast.



A follow-up drill program is now underway, focused on the Walsh gold mine area of the property. The Larder Group Property encompasses several gold +/- copper targets including the historic Walsh gold mine, the FP Zone, the Copper King mine, and the Kinabik geophysical anomaly. The property is directly northeast and contiguous to Queenston Mining Inc.'s Upper Beaver property.

Recent and Previous Ateba

Exploration Results

Walsh Mine Drilling Highlights:

- 1923 Drilling
 - o 7.16m @ 2.80 g/t Au in hole 23-J
 - o 0.59m @ 491.45 g/t Au in hole 23-G
- 1986 Drilling
 - o 7.0m @ 7.7 g/t Au in hole 86-5
 - o 1.2m @ 4.8 g/t Au, 1.7m @ 4.0 g/t Au and 1.8m @ 1.3 g/t Au in hole 86-2
- Ateba's first drilling campaign (2010): 13 holes for 3,000m
 - o 2.9 m @ 4.49 g/t Au, 2.15 m @ 1.95 g/t Au, and 1.5 m @ 12.53 g/t Au
- Recently completed drilling campaign: 8 holes total for 1,050m
 - o 16.0m @ 0.47 g/t Au including 2.0m @ 1.4 g/t Au in hole AR-12-51

- 8.0m @ 0.19 g/t Au and 5.0 m @ 0.36 g/t Au in hole AR-12-46
- 4.0m @ 0.3 g/t Au in hole AR-12-48
- Renewed focus on broader zones of lower grade mineralization

FP Zone Highlights:

- First drilling campaign and discovery hole (AR-10-30) - 7 holes completed for 2,555m
 - 4.85 m @ 6.72 g/t Au Several potassium feldspar dikes and alteration zones intersected
- Second drilling campaign (2011)
 - Visible gold in AR-11-33
- Recently completed drilling campaign: 9 holes completed for 900m
 - 1.0m @ 1.18 g/t Au in hole AR-12-37. Generally less favorable results than the adjacent Walsh Mine Area

The Walsh Mine area has produced the best and most consistent exploration results on the property and will be the focus of exploration in the immediate future. Mineralization at the Walsh Mine is most evident as narrow, high grade, gold bearing quartz veins. There are four main veins that transect the historic mine area and trend roughly northwest with steep dips. It is these veins that attracted the attention of early miners to the site. Throughout the exploration history at the Walsh Mine Area, it has also been these high grade veins that have commonly been the primary focus of exploration activities. Although grades within these veins can be very high (491.45 g/t Au over 0.59m in Hole G - 1923), the associated widths are typically narrow and the results are not repeatable along strike. This is commonly referred to as the nugget effect and was historically remedied by a combination of exploration drifting with concurrent mining. Rocmec Mining Corporation Inc. is currently pursuing technology to mine a similar style of mineralization at the Russian Kid deposit, to the east-northeast of the Larder Group Property. Examination of previous drilling and surface exploration results from the Walsh Mine Area has led to the development of a working model for mineralization in the area that envisages a plunging shoot below the historic Walsh Mine workings. In general, mineralization in the area is represented by northwesterly trending, planar structures of concentrated quartz veining and veinlets associated with potassic alteration and gold mineralization. These planar features have been traditionally referred to as the Walsh Mine veins, which is useful nomenclature for the purpose of understanding the internal geometry of the deposit. These veins are hosted within a potassically altered stockwork of quartz veinlets in mafic syenite. The degree of alteration and density of quartz veinlets is directly associated with gold mineralization in the syenite. The Walsh Mine veins extend beyond the core area of Walsh Mine mineralization where they become more discreet entities, lacking abundant interstitial quartz veinlets and pervasive potassic alteration. The core area which contains both styles of mineralization in relative abundance, measures roughly 450m along strike and 250m in width. This area has been tested by previous drilling to a depth of approximately 250m and worked to a depth of approximately 150m during historic development at the mine site. Current drilling is targeted below the previous work with the aim of following mineralization to depth and to better define the plunge of mineralization. To view this working model in a regional context, it should be noted that the vast majority of the resource at Queenston's Upper Beaver Deposit lies below 200m from surface and extends to well over 1000m from surface. The Upper Beaver shaft is located about 10 km from our historic Walsh Mine shaft. Future drilling on the Walsh Mine area will continue to follow mineralization at depth with each stage of drilling building on a succession of drilling data and assays.

In addition to physical exploration work on the ground at the Walsh Mine Area, a review of exploration to date on all of the Larder Group Property has helped to summarize the exploration potential of the extensive land package. Previous rounds of exploration drilling, geophysical programs, trenching, mapping and prospecting have narrowed the most prospective ground to three main targets comprised of the Walsh Mine, the Copper King Mine and the Mulven-Kinabik Fault (Kinabik Target).

Regionally, the most prospective ground is associated with regional structures that transect intrusive rocks. The best example of this type of mineralization occurs at the Upper Beaver deposit on Queenston's property directly to the southwest of the Larder Group Property. Two targets on the Larder Group Property bare similarities to the Upper Beaver Deposit. As described above, the Walsh Mine mineralization is associated with a northwesterly trending structure that transects a significant north-south oriented mafic syenite intrusive and adjacent volcanic rocks. The expression of this mineralized structure in the volcanic rocks to the southeast is the FP Zone which was the focus of previous exploration work and returned moderately favorable results. The central axis of the north-south oriented syenite intrusive at the Walsh Mine is considered the most prospective portion of the trend and the most likely location to host a vertically

extensive mineralized shoot. This is Ateba's main focus at the current time.

The Copper King area also bears similarities to the Upper Beaver deposit in the form of northeasterly trending chalcopyrite bearing veins. Earlier drilling by Ateba at the Copper King area revealed strong deformation parallel to the northeasterly trending Upper Canada Break. It is interpreted that the chalcopyrite bearing veins are associated with this structure and are one of the key elements required for localization of significant mineralization. The other key element is the presence of an intrusive body of sufficient size. Although drilling at the Copper King area did not locate an intrusive body, chalcopyrite bearing veins and structural deformation within the corridor indicate that it is a favorable environment for exploration.

The Kinabik area was initially targeted as a prospective location for an intrusive body along the Upper Canada Break extension based on its geophysical signature. Again, drilling did not intersect intrusive rocks but it did reveal the presence of VMS style lithologies associated with the Mulven-Kinabik Fault. Drilling intersected pillow basalts, fragmental volcanics and chemical metasediments as well as narrow intervals of massive sulfide mineralization. The drill intersection is interpreted as a strong indication of the presence of a VMS system in the immediate vicinity. Mapping on the Quebec side of the provincial border has documented numerous occurrences of VMS systems. Such a systematic mapping effort has not been undertaken on the Ontario side of the border and it is likely that similar occurrences exist. As such, the length of the Mulven-Kinabik Fault through the property remains a prospective target. It is also worth noting that the Mulven-Kinabik Fault trends parallel to and is in line with economic mineralization at the Russian Kid mine, just across the provincial border to the east.

Earlier exploration activities conducted by Ateba on the Larder Group Property are documented below. These activities date from 2010 onward and were concentrated on the targets described above.

Larder Lake Group, Ontario (Gold) Summary

In January and February of 2010, the Company signed 2 Option Agreements covering 110 mining claim units in Ossian and Katrine Townships, Ontario. In order to acquire 100% interests on these claims, the Company must from those dates, over four years, incur work expenditures on the properties totalling \$2,500,000, issue 1,666,667 common share purchase units and pay an aggregate of \$250,000. Each purchase unit consists of one common share of the Company and a share purchase warrant entitling the holder to purchase one common share for a period of two years from the date of the issuance of the unit. The properties are subject to a royalty of 2.0% of net smelter returns. The Company can purchase 1.0% of both NSR's for \$1,000,000 each for a period of four (4) years. During 1st quarter of 2011 and 2010, the Company made payments totalling \$83,333 and \$50,000 (including or in addition to the deposits made at the end of 2009) respectively. The Company also issued 333,334 common share purchase units for these two optioned properties in 1st quarter of both 2011 and 2010. These 2 option agreements were amended in early 2012 to extend the considerations of the option agreements for 2 periods of six months each. For the first extension, the Company issued 166,667 shares and payments totalling \$16,667 to the option holders in January and February 2012. In July and August 2012, the second extension of the amendment of the 2 option agreements was implemented by issuing 166,667 shares immediately and payments totalling \$16,667 to be made no later than February 2013 to the option holders.

In addition, the Company, in December, 2010, signed a further Option Agreement covering 249 mining claim units in McVittie, Katrine, and Ossian Townships. In order to acquire 100% interests on these claims, the Company must, over four years, incur work expenditures on the properties totalling \$1,000,000, issue 666,667 common share purchase units and pay an aggregate of \$100,000. Each purchase unit consists of one common share of the Company and a share purchase warrant entitling the holder to purchase one common share for a period of two years from the date of the issuance of the unit. The properties are subject to a royalty of 2.0% of net smelter returns. The Company can purchase 1.0% of this NSR for \$1,000,000 for a period of four (4) years. In December 2010, the Company made a payment of \$20,000 and issued 133,334 common share purchase units for this Optioned property. This option agreement gives the Company a 15 kilometre strike along the Matachewan-Kirkland Trend, host to the Kirkland Lake Gold Mining Camp. Another feature of this trend is the Larder Lake Cadillac break, a major geological structure hosting past production of 102 million ounces of gold. The option agreement was amended in late 2011 to extend the considerations of the option agreement for 2 periods of six months each. For the first extension, the Company issued 66,667 shares and payment of \$6,667 to the option holder in December 2011. In June 2012, the second extension of the amendment of the option agreement was implemented by issuing 66,667

shares immediately and payments totalling \$6,667 to be made no later than December 2012 to the option holders.

In January and February of 2011, the Company staked a further 110 claim units contiguous to the optioned claims from the above three option agreements to bring the total to claims optioned to and staked by Ateba to 469 units. The company is required to spend \$nil on this property for the year ended the anniversary date of the agreement, February 7, 2012 and \$44,000 per year thereafter.

The claims now, on which the historic Walsh Katrine Mine, the Copper King Mine Properties and the Kinabik Showings are located, are in Ossian, McVittie and Katrine Townships near the Quebec/Ontario border in the Larder Lake area (the "Property") of northeastern Ontario. The Property is situated about 20 km east of the world renowned Kirkland Lake Gold Mining Camp and approximately 6 km north of the Kerr-Addison Mine in Virginiatown. A map and further information regarding the Walsh Katrine Mine Property is available on the Company website: www.atebaresources.ca. The option and staked interest in this highly prospective area for gold is 100% ownership in 469 claim units. The Property is situated within driving distance of multiple past producing gold mines near the Larder-Cadillac Break as the property is readily accessible by road vehicle.

Ateba Resources is involved in an exploration program consisting of mapping, trenching, sampling, geophysics and drilling concentrated on two areas of the Larder Lake Group Property. To date, Ateba has completed approximately 10,200m of drilling between the Walsh Mine-FP Trend and the Copper King-Kinabik Trend. The history and status of the company's exploration activities on each of the areas is outlined below.

Walsh Mine-FP Trend

The Walsh Mine-FP trend is a north-westerly trending zone of alteration and mineralization in the eastern portion of the Larder Lake Group Property. It is associated with historic workings at the Walsh mine, near the northern extension of the trend. Subsequent work by Ateba identified further mineralization along the south-easterly extension of the trend. Exploration work is concentrated on defining the nature, degree and extent of mineralization along the trend. Anomalous alteration and/or geophysical signatures have been identified along a section of the trend over one kilometre in strike length.

Walsh Mine

The most significant historic work conducted on the Larder Lake Group Property was carried out at the Walsh Mine area. Historic exploration results from the 1920's to the 1980's show economic grades of gold over mineable widths. The 2010 drilling program confirmed the continuity of these known gold zones both along strike and down dip as well as a new structure, over 600 m to the southeast which is known as the FP Zone.

FP Zone

The 2010 drilling program produced an intercept of 6.72 g/t Au over 4.85 m in exploratory hole AR-10-30. The mineralized intersection is associated with alteration along a Potassium Feldspar dyke which intrudes mafic metavolcanic rocks. The alteration and mineralization is associated with both lithologies. Numerous similar geological occurrences were identified and a drill program was designed to test these structures. The company's 2011 FP Zone drilling program consisted of six holes (AR-11-31 to AR-11-36) totalling 2,255.5 m. The initial drilling program tested several alteration zones adjacent to porphyry dikes.

In addition to drilling, a walk mag survey was conducted over the FP Zone. The magnetic survey revealed several east-west and north-westerly trending magnetic anomalies, both of which were targeted by the drilling program. Another general area of high magnetic susceptibility was identified by the survey. These targets were followed up on surface with mapping, grab sampling and trenching. The surface work revealed a broad area of pyrite rich, silicified, mafic metavolcanics that contain gold values above background levels. These areas were the focus of the second drilling campaign.

Kinabik-Copper King Trend

The Kinabik-Copper King Trend is the interpreted extension of the Upper Canada Break which extends past historic producing mines at the Upper Canada and Upper Beaver deposits to the southwest of the Larder Lake Group Property. These deposits are a focus of current exploration and development work by Queenston Mining. Evidence of the extension of this trend onto Ateba's property is indicated by mineralization and strong deformation at Copper King, alteration at Kinabik and geophysical anomalies in

both areas. Geophysical anomalies at the Kinabik area are significant and the area is associated with promising structural intersections and surface alteration. This trend and the coincident deformational corridor are considered the most highly prospective zone for intrusive related mineralization.

Copper King

The Copper King Area lies in the south-western portion of the Larder Lake Group Property adjacent to the Upper Beaver deposit area. The Copper King area hosts historic workings identified by pits, trenches and a shaft at surface. It was identified as the potential extension of the Upper Canada Break which passes through the Upper Canada and Upper Beaver deposit areas. Ateba's 2011 drilling in the Copper King area consisted of seven holes totalling 1,550 m and confirmed the continuity of significant structural deformation associated with the trend. The identified trend is significant in that it is coincident with north-easterly trending linear magnetic anomalies that lead toward the Kinabik Area. The majority of copper-mineralized quartz veining in the Copper King area is also coincident with this north-easterly trend.

Kinabik

The Kinabik Area of the Larder Lake Group Property was identified by surface alteration and confirmed with ground magnetics, an IP survey and most recently, a deep IP survey. The area lies at the intersection of the interpreted Upper Canada Break and the regionally significant, east-westerly trending Mulven-Kinabik Fault. At surface, it is comprised of mafic pillow basalts with strong propylitic alteration consisting of silicification, disseminated pyrite and abundant quartz-calcite veining. Channel sampling across the area did not reveal elevated gold values.

Ateba also contracted the completion of a deep IP survey to follow-up on earlier geophysical work that identified a circular resistivity high anomaly associated with the area. The deep IP survey indicates that the resistivity anomaly is actually elongate and cigar shaped in form and plunges shallowly to the east, parallel to the Mulven Kinabik Fault. The survey also identified a strong chargeability anomaly which lies beneath the resistivity anomaly. An extension of this chargeability anomaly can be correlated with the altered rocks that outcrop at the area that was sampled by Ateba.

A total of 2,000 m of diamond drilling was conducted by Ateba on the Kinabik target to test the anomalies identified by geophysical and surface work. The initial drill program on the Kinabik target entailed four holes ranging from 300 to 702m in depth. Assays did not reveal significant mineralization; however, the drilling did intersect VMS style lithologies associated with the Mulven-Kinabik Fault.

Elliot Lake, Ontario (Uranium/REO) Summary

The Company intends to hold its uranium property in good standing which is located in the Elliot Lake area, Ontario. The Company will further explore and develop this property as U₃O₈ and REO prices dictate. The company also continues to look for additional mineral properties of merit.

The Elliot Lake Property is located in the Sault Ste. Marie Mining Division in Joubin and Gunterman townships. The property comprises 25 contiguous leased mining claims, where all patented mining rights are registered 100% in the name of Ateba.

This Property is located on the southern limb of the Quirk Lake Syncline. In the Elliot Lake area, uranium ore is found within pyrite rich quartz-pebble conglomerates in the Matinenda Formation of the Elliot Lake Group. The ore-bearing conglomerates consist of well-rounded, well-sorted quartz pebbles or cobbles set in a matrix of quartz, feldspar, and sericite, and have a pyrite content of 6-10%. The Elliot Lake Uranium Camp has produced more than 270 million pounds of U₃O₈ from vast, strata-bound deposits. Importantly, Elliot Lake is also the only Canadian mining camp to ever achieve commercial REO production and is a historically important source of Heavy REO.

Diamond drilling in the mid 1950's (1953-44) by Abeta Mining Corp., a predecessor company, and again in 1977 by Lac Minerals outlined a deposit with reported historic reserves of 12,992,000 tons with an average diluted grade of 0.75 lbs. U₃O₈ per ton (Robertson, 1977). These ore reserve calculations are historical in nature and because they do not conform to the current NI 43-101 standards should not be relied upon.

Ateba's Elliot Lake Property is contiguous to Pele Mountain's Eco Ridge Property. The Ateba property hosts the same structure as found at Eco Ridge, the Pardee Reef, in which both the mineralized deposits occur. Given its proximity and comparable geology, Ateba management believes there is reason to expect similar uranium and REO values on its property as those found at Eco Ridge. Pele Mountain recently (April 16, 2012) released the results of an updated Preliminary Economic Assessment (PEA) on the Eco Ridge Property. The highlights include a net present value (NPV) of \$1.02-billion (at a 10-percent discount rate) and an internal rate of return (IRR) of 50-percent. In addition to the production of 27.5 Mlbs. of U3O8, Pele Mountain's PEA anticipates the production of 97.2 Mlbs. of REO's over the course of the mine life. A similar ratio of REO's to U3O8 is expected on Ateba's ground.

Company Directors

As at November 14, 2012, the directors and officers of the Company were:

William P. Dickie	President and Director
Robert J. B. H. Holmes	Director
Peter J. Evans	Director
Scott Jobin-Bevans	Director
John Kennedy	Chief Financial Officer

Dr. Scott Jobin-Bevans, Ph.D., P. Geo. is also a "Qualified Person" for the Company under the definition of National Instrument 43-101.

Risks

There are certain risk factors that could have material affects that are un-quantifiable at present due to the nature of the Company's industry segment and other considerations.

Exploration Development and Operating Risk

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration and development, any of which could result in work stoppages, damage to property, and possible environmental damage. None of the properties in which the Company has an interest have a known body of commercial ore. Development of the Company's mineral properties will follow upon obtaining satisfactory exploration results. Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development activities will result in discoveries of commercially viable bodies or ore. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling, to develop metallurgical processes to extract the metal from the resources and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis.

Commodity Prices

The price of the common shares in the capital the Company ("Common Shares"), its financial results, exploration and development activities have been, or may in the future be, adversely affected by declines in the price of uranium, gold and/or other metals. These prices fluctuate widely and are affected by numerous factors beyond the Company's control such as the sale or purchase of commodities by various central banks, financial institutions, expectations of inflation or deflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, international supply and demand, speculative activities and increased production due to new mine developments, improved mining and production methods and international economic and political trends. The Company's revenues, if any, are expected to be in large part derived from mining and sale of precious, base and energy metals or interests related thereto. The effect of these factors on the price of these metals, and therefore the economic viability of any of the Company's exploration projects, cannot accurately be predicted.

Additional Capital

The exploration activities of the Company may require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration and development of any of the Company's properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financings will be favourable to the Company. In addition, low commodity prices may affect the Company's ability to obtain financing.

Environmental, Aboriginal and, Permitting

All phases of the Company's operations are subject to environmental regulation and aboriginal consultation in the jurisdictions in which it operates. These regulations, among other things, mandate the maintenance of air and water quality standards, land reclamation, transportation, storage and/or disposal of hazardous or mine waste. Environmental legislation and aboriginal consultation are evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, in any, will not adversely affect the Company's operations.

Acquisition

The Company uses its best judgment to acquire mining properties for exploration and development in pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions and develop them, or integrate such opportunity and their personnel with the Company. The Company cannot assure that it can complete any acquisition that it pursues or is currently pursuing, on favourable terms, or that any acquisition completed will ultimately benefit the Company.

Competition

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than itself. Competition in the mining business could adversely affect the Company's ability to acquire suitable producing properties or prospectus for mineral exploration in the future.

Land Title

The Company has not sought formal title opinions on its mineral property interests in Canada. Any of the Company's properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. The Company has no present knowledge of any material defect in the title of any of the properties in which the Company has or may acquire an interest.

Accounting Standards

BASIS OF PRESENTATION

(a) Statement of Compliance

The interim financial statements have been prepared using accounting policies consistent with the International Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

(b) Basis of Presentation

The financial statements have been prepared on the historical cost basis. Current assets are recorded at fair value. The comparative figures presented in these financial statements are in accordance with IFRS.

The financial statements have been prepared on the basis that the Company is a going concern, which contemplates the realization of its assets and the settlement of its liabilities in the normal course of operations. The ability of the Company to continue operations is dependent upon obtaining the necessary financing to complete the development of its property. The financial statements do not include any adjustments related to the carrying values and classifications of assets and liabilities should the Company be unable to continue as a going concern.

The Company incurred a loss of \$79,465 for the three months ended September 30, 2012 (2011 – net income of \$68,001) and a loss of \$269,938 for the nine months ended September 30, 2012 (2011 -

\$165,755) and has working capital of \$371,991 as at September 30, 2012 (December 31, 2011 – \$980,117). The ability of the Company to carry out its business plan rests with its ability to secure additional equity and other financing.

SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared in accordance with IFRS. Reference should be made to the audited financial statements for the year ended December 31, 2011 for significant accounting policies under IFRS.

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates relate to the determination of the recoverability of mineral property costs, and the valuation allowance of future tax assets. Actual results could differ from those estimates.

RESULTS OF OPERATIONS

Overall Performance

For the nine months ended September 30, 2012, the Company's cash and cash equivalent position decreased by \$597,159 to \$450,313 from \$1,047,472 at December 31, 2011.

Three month period ended September 30, 2012

The Company incurred a loss of \$79,465 or \$0.00 per share for the three month period in 2012, compared with net income of \$68,001 or \$0.00 a share for same period in 2011.

For the three month period ended September 30, 2012, the Company earned \$nil in interest income, compared to \$1,932 in the same period in 2011.

Total office and general costs amounted to \$36,536 in the three month period ended September 30, 2012 compared to \$37,440 in the same period in 2011.

Shareholder information costs in the three month period ended September 30, 2012 amounted to \$2,622, compared to \$16,889 for the same period in 2011. The decrease is due to lower investor relations activity in 2012.

Promotion and travel for the three month period ended September 30, 2012 amounted to \$3,299 compared to \$5,352 for the same period in 2011.

Directors' fees incurred amounted to \$4,500 for the three month periods ended September 30, 2012 and 2011.

For the three month periods ended September 30, 2012 and 2011, consulting fees amounted to \$15,750.

Professional fees decreased by \$13,000 to \$7,000 during the three month period ended September 30, 2012, compared to \$20,000 in the same period in 2011.

The Company incurred no stock-based compensation expense for the three month periods ended September 30, 2012 and 2011.

The Company incurred \$9,758 in property evaluation costs related to consideration of other properties for possible exploration for the three months ended September 30, 2012. There were no such costs incurred in the same period in 2011.

Ateba incurred no losses on disposal of marketable securities during the three month periods ended September 30, 2012 and 2011.

Ateba recorded no gain on sale of flow through rights in the three month period ended September 30, 2012. The Company recorded a gain on sale of flow through rights as a result of the renunciation of exploration expenditures in the three month period ended September 30, 2011. This transaction was related to the December 2010 private placement (reference is made to note # 7 to the interim financial statements for the period ended September 30, 2012).

Nine month period ended September 30, 2012

The Company incurred a loss of \$269,938 or \$0.00 per share for the nine month period ended September 30, 2012, compared with a loss of \$165,755 or \$0.00 a share for the period ended September 30, 2011.

For the nine month period ended September 30, 2012, the Company earned \$3,282 in interest income compared to \$3,913 in the same period in 2011.

Total office and general costs for the nine month period ended September 30, 2012 were \$109,616 compared to \$112,316 in 2011.

Shareholder information costs in the nine month period ended September 30, 2012 amounted to \$20,062, compared to \$92,703 for the same period in 2011. The decrease is due to lower investor relation activity and stock exchange fees.

Promotion and travel for the nine month period ended September 30, 2012 amounted to \$24,307 compared to \$13,206 in the same period in 2011. The increase is due to higher management travel and entertainment in 2012.

Directors' fees incurred amounted to \$13,500 for the nine month period ended September 30, 2012 compared to \$14,000 in the same period in 2011.

For the nine month periods ended September 30, 2012 and 2011, consulting fees amounted to \$47,250.

Professional fees amounted to \$29,000 during the nine month period ended September 30, 2012, compared to \$54,000 in the same period in 2011. This decrease was due to lower legal and audit fees.

The Company incurred no stock-based compensation expense for the nine month periods ended September 30, 2012 and 2011.

The Company incurred \$29,485 in property evaluation costs related to consideration of other properties for possible exploration for the nine months ended September 30, 2012. There were no such costs incurred in the same period in 2011.

Ateba incurred a loss on disposal of marketable securities of \$2,193 during the nine months ended September 30, 2011 compared to \$nil during the same period in 2012.

Ateba recorded no gain on sale of flow through rights in the nine month period ended September 30, 2012. The Company recorded a gain on sale of flow through rights as a result of the renunciation of exploration expenditures in the nine month period ended September 30, 2011. This transaction was related to the December 2010 private placement (reference is made to note # 7 to the interim financial statements for the period ended September 30, 2012).

Summary of Quarterly Results

Selected financial information for the eight quarters as follows:

	September 30, 2012	June 30, 2012	March 31, 2011	December 31, 2011
	\$	\$	\$	\$
Total Revenue	nil	1,205	2,077	2,307
Net income (loss)	(79,465)	(90,891)	(99,582)	(77,645)
Net income (loss) Per Share – basic and fully diluted	0.00	0.00	0.00	0.00

	September 30, 2011	June 30, 2011	March 31, 2011	December 31, 2010
	\$	\$	\$	\$
Total Revenue	1,932	481	1,500	2,340
Loss	68,001	(113,179)	(120,577)	(149,663)
Loss Per Share – basic and fully diluted	0.00	0.00	0.00	0.00

Liquidity and Capital Resources

In the nine month period ended September 30, 2012, no funds were raised and \$566,054 in cash was used on expenses, exploration costs and other operations. The company also issued 400,001 shares (\$12,000) in the nine month period ended September 30, 2012 relating to Option Agreements as amended for mining rights for the Larder Lake Group.

In the year ended December 31, 2011, \$930,000 in cash was raised pursuant to a private placement and \$1,736,205 in cash was used on expenses, exploration costs, private placement costs and other operations. The Company issued 7,750,000 shares (\$930,000) during the year pursuant to the private placement. The company also issued 400,001 shares (\$50,000) in 2011 relating to three Option Agreements as amended for mining rights for the Larder Lake Group.

Related-party Transactions

A company controlled by a director, William P. Dickie, charged fees in the amount of \$108,000 during the nine months ended September 30, 2012 (2011 - \$108,000), for administrative and bookkeeping services, which are included in office, general and investor relations expense. The contract between Ateba and this company allows for a monthly fee of \$12,000 and expires in June 2014. Consulting fees of \$45,000 (2011 - \$45,000) were charged by the Chief Financial Officer for financial management services for the nine months ended September 30, 2012.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Financial Instruments and Other Instruments

a) Fair value

The carrying values of the Company's cash and cash equivalents, lawyer's trust account, accounts receivable and accounts payable and accrued liabilities approximate their fair values due to the relatively short periods to maturity or sale of the instruments.

b) Interest rate risk

The Company is not exposed to significant interest rate price risk due to the short-term maturity of its monetary assets and liabilities.

c) Credit risk

The Company is exposed to credit risk with respect to its goods and services tax recoverable; however, the risk is minimized because the amount due is from a subdivision of the Canadian federal government.

d) Derivatives – mineral properties

The Company retains and/or has obligations related to certain carried interest rights and net smelter royalties (“NSR”), the value of which is derived from future events and commodity prices. These rights are derivative instruments. However, the mineral property interests to which they relate are not sufficiently developed to reasonably determine value.

e) Currency risk

The Company is not exposed to significant currency rate price risk due to most of their operations being run in Canadian dollars.

Other Information

Additional Disclosure for Venture Companies without Significant Revenue

	September 30, 2012	September 30, 2011
Mineral Properties		
Capitalized mineral properties and deferred expenditures	297,521	1,128,149
Acquisition of property options	52,001	157,833
Expensed development and exploration		
Corporate expenses	269,938	335,668
Total assets	2,852,924	3,273,607

	September 30, 2012	September 30, 2011
Mineral properties and deferred costs	Capitalized	Capitalized
Acquisition costs	52,001	157,833
Geological	19,348	230,665
Drilling	193,871	732,175
Assaying	20,351	54,501
Consulting	56,000	73,500
Travel	7,620	11,493
Stock-based compensation		15,000
Computer software		9,661
Other	331	1,154

Corporate Expenses	September 30, 2012	September 30, 2011
Office and general	109,616	112,316
Shareholder information	20,062	92,703
Promotion and travel	24,307	13,206
Directors’ fees	13,500	14,000
Consulting	47,250	47,250
Professional fees	29,000	54,000
Stock-based compensation	-	-
Loss on disposal of marketable securities	-	2,193
Property evaluation costs	29,485	-
Gain on sale of flow through rights	-	(166,000)
Other	-	-
Interest income	3,282	3,913

Outstanding share data	September 30, 2012	September 30, 2011
Issued and outstanding common shares	57,099,247	56,632,579
Outstanding options to purchase common shares	2,750,000	2,750,000
Outstanding warrants to purchase common shares	17,087,891	17,421,225

Disclosure of Outstanding Share Data, September 30, 2012

	Authorized	Outstanding
Voting or equity securities issued and outstanding	Unlimited Common Shares	57,099,247
Securities convertible or exercisable into voting or equity shares	Outstanding Options Outstanding Warrants	2,750,000 17,087,891

Dividends

The Corporation has neither declared nor paid any dividends on its Common Shares. The Corporation intends to retain its earnings, if any, to finance growth and expand its operation and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

Environmental Liability

Ateba has not made a provision for any environmental liabilities. The Company is currently in compliance with all enacted environmental legislation and regulations in the countries where it is actively engaged in its primary operations.

Asset Retirement Obligations

Future costs to retire mining assets including dismantling, remediation and ongoing treatment, and monitoring of the site are reconciled and recorded as a liability at fair value. The liability is accreted, over time through periodic charges to earnings. In addition, asset retirement costs are capitalized as part of the asset's carrying value and amortized over the asset's useful life. As the mining plant which the Company has an interest in is not yet in production, the Company currently has made no provision for any retirement obligations.

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Corporation's President and Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. As at the end of the year covered by this management's discussion and analysis, management of the Corporation, with the participation of the President and Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the Corporation's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, the President and Chief Executive Officer and the Chief Financial Officer have concluded that, as of the end of the period covered by this management's discussion and analysis, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Corporation's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Corporation, including the President and Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Proposed Transactions

In the normal course of business, as and ongoing part of the exploration process, the Company investigates mineral properties which are submitted to the Board of Directors for consideration. As well there are transactions listed in the "Subsequent to the end of the period" section of this MD&A. However, the Company continues to evaluate, review and negotiate other prospective mineral projects.

Management's Responsibility

Management is responsible for all information contained in this report. The audited financial statements have been prepared in accordance with International Financial Reporting Standards and include amounts based on Management's informed judgments and estimates. The financial and operating information included in this report is consistent with that contained in the audited financial statements in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Audit Committee has reviewed the financial statements for the nine months ended September 30, 2012 with Management. The Board of Directors has approved the financial statements on the recommendation of the Audit Committee on November 14, 2012.

Cautionary Note Regarding Forward Looking Statements

This Management's Discussion and Analysis include "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward looking statements. These forward looking statements are based on current expectations and involve risks and uncertainties that could cause actual events or results to differ materially from estimated or anticipated events or results reflected in the forward looking statements. Examples of such forward looking statements include statements regarding financial results and expectations for 2012, including, but not limited to, forecast levels of exploration, demand for metals, currency exchange rates or may be based on assumptions and/or estimates related to future economic, market and other conditions. Factors that could cause actual results, developments or events to differ materially from those anticipated include, among others, the factors described or referred to elsewhere herein and include unanticipated and/or unusual events. Many of such factors are beyond Ateba's ability to control or predict. Actual results may differ materially from those anticipated. Readers of this MD&A are cautioned not to put undue reliance on forward looking statements due to their inherent uncertainty. Ateba disclaims any intent or obligation to update publicly any forward looking statements, whether as a result of new information, future events or results or otherwise, except as may be required by applicable securities legislation or regulators. These forward looking statements should not be relied upon as representing management's views as of any date subsequent to the date of this MD&A.

November 14, 2012

John Kennedy - Chief Financial Officer