ATEBA RESOURCES INC.

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

June 30th, 2013

Management's discussion and analysis (MD&A) is current to August 27, 2013 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, 2012 and 2011, 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

During 2012 and first quarter 2013, Ateba Resources was actively involved in ongoing exploration activities on the Larder Lake Group Property. In the first quarter of 2013, the Company completed a 2106 metre diamond drilling program. The core for this most recent program has now been cut and assayed. The Larder Lake Group Property encompasses several gold +/- copper targets including the historic Walsh gold mine (where the recent drilling was focused), the FP Zone, the Copper King mine and the Kinabik geophysical anomaly. During the second quarter the Company has been reviewing the results of the drilling programme and considering financing options for ongoing exploration on the Property.

Results to Date

Early results from the latest drilling campaign have served to further define the geometry and extents of syenite hosted mineralization in the vicinity of the historic Walsh Mine. The most significant mineralization is concentrated within the core of a 450m+ long mineralized vein system that plunges steeply to the southeast from the historic Walsh Mine shaft along a northwest trending, alteration corridor.

The results of these first two drill holes from the drilling campaign are summarized as follows:

Hole	Interval (m)	Au Grade (g/t)	Including
AR-12-54	1.00m	2.031 g/t	N/A
AR-12-55	26.00m	0.035 g/t	N/A
	54.00m	0.114 g/t	14.00m @ 0.388 g/t

Results from the final three holes of the latest round of drilling are consistent with earlier results from the first two drill holes of the programme where it was noted that the Walsh Mine Area is dominated by wide zones of alteration at depth beneath the historic shaft. Alteration types include silicic, potassic and albite-epidote varieties. Hole AR-58 intersected over 365m of alteration at a -60 degree inclination beneath the shaft and bottomed in alteration at 445m due to drill rig limitations. Assays from the final three drill holes reveal numerous intervals of elevated gold mineralization within the broad package of altered rocks. Following is a table of the most significant intervals intersected in holes AR-56, AR-57 and AR-58:

Hole	Interval (m)	Au Grade (g/t)	From	To	Including
AR-13-56	8	0.624	128	136	5m @ 0.793
AR-13-56	12	0.375	195	207	2.2m @ 1.260
AR-13-56	23	0.305	229	252	2.0m @ 1.571
AR-13-56	6	0.936	339	345	1m @ 3.018
AR-13-57	38	0.092	124	162	11m @ 0.212
AR-13-57	21	0.190	178	199	1.0 @ 1.708
AR-13-57	10	0.158	245	255	
AR-13-58	1	2.665	176	177	
AR-13-58	4	0.397	266	270	1.0 @ 1.057
AR-13-58	1	3.118	299	300	
AR-13-58	5	0.625	324	329	1.0 @ 1.809

The company anticipates that future drilling at the Walsh Mine will require holes designed to test the mineralized shoot below true depths of 400m. Regionally, mineralization extends to depths well below 1000m which is the case with the Upper Beaver Deposit where Osisko Mining is pursuing mine development. The Walsh Mine Area is also hosted in syenitic rocks that have proven to be excellent host rocks for many of the regional deposits. The company plans to continue following the core of the mineralized vein system to depth within this syenitic intrusive.

The Walsh Mine area has produced the best exploration results on the property and is now the target of a second campaign of drilling to follow up on initial results. The goal of this second drilling programme is to test the extents and continuity of previously identified mineralization between the Walsh Mine and the adjacent FP Zone to the southeast as well as to the northwest of the shaft area. The first round of drilling on the target was designed to confirm the continuity of gold mineralization which was the target of historic developmental work. The mineralization consists of zones of anastomosing quartz veins and alteration in mafic syenite. These zones are associated with gold mineralization that is often nuggety in distribution. This uneven distribution raises one of the biggest challenges in exploring the Walsh Mine mineralization. In an effort to overcome the nugget effect, the second campaign of drilling was designed as a series of shallow holes to intersect the mineralized zones at numerous pierce points, thus providing better statistical control on the gold mineralization. This outlay of drillholes is also well-suited to define the strike extent of the main northwest-southeast trending corridor of mineralization which is known from surface mapping and trenching to extend toward the FP-Zone. The Walsh Mine area and the FP Zone are separated by the Kinabik Creek Lineament which appears to dextrally offset the alteration corridor. The final drillhole of the current drilling campaign is designed to test this lineament. To date, all of the shallow drillholes at the Walsh Mine have been completed and the final drillhole is underway.

Initial exploration occurred in the early 1900's with shaft sinking and development diamond drilling coming about in the 1920's. Historic gold grades were garnered from face samples in over 1000 metres of drifting on four development levels. Further exploration in the mid 1930's and diamond drilling in the 1970's led to a significant diamond drilling in the 1980's. The previous historic results, as well as the 8-10,000 tonne "ore pile" on surface, led the Company back to the project in 2010 and exploration continues today.

FP Zone exploration was designed and implemented to test for previously identified, altered and mineralized zones within favorable host rock. Initial drilling on the FP Zone intersected strong alteration along intrusive contacts of potassium feldspar dikes with mafic metavolcanics which otherwise assayed low in gold content. Further mapping and channel sampling in the area revealed northeast trending alteration zones and a broad area of strongly silicified and pyritiferous mafic metavolcanics which assayed above background in gold content. A second round of drilling was planned and executed on the FP Zone in investigating the promising alteration zones and possible potassium-feldspar dikes within the more favorable, silicified, pyrite rich mafic metavolcanics. Nine, 100 m holes were drilled on the zone for a total of 900m. Logging and sampling of the core is being completed.

Ateba Resources completed an initial round of drilling on the Kinabik target over the summer of 2011. Drilling intersected lithologies indicative of VMS style system. These lithologies include sequences of mafic metavolcanics, fragmental volcanics, semi-massive pyrite and chemical sediments which were intersected in close proximity to the Mulven-Kinabik Fault, a major regional lithologic break along strike from the Kirkland Lake area. Further exploration of this target is being planned with the goal of determining if the intersected lithologies are the distal portion of a larger VMS system.

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 2011and 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 2011and 2010. The considerations for these agreements were extended for six months in January and February 2012 by issuing 166,667 shares and payments totalling $16,667.

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 of the Larder Lake Cadillac break, a major geological structure hosting past production of 102 million ounces of gold. The considerations for this agreement were extended for six months in December 2011 by issuing 66,667 shares and payment of $6,667. All three options have been extended and sufficient work has been completed to satisfy the requirements of the Ministry of Natural Resources of Ontario.

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, the Kinabik and Kerr North 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. They are 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 (now Osisko). 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.

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 prophyllitic 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 apophases 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.

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 U_3O_8 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 pyritiferous 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 cobles 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 U_3O_8 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 of the 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. U_3O_8 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 Echo Ridge Property. On July 5, 2011, Pele Mountain announced the findings of an independent Preliminary Economic Assessment (PEA) on Eco Ridge. The Report assessed the property as having an NPV of $662 million (using a 7.5% discount rate) and an IRR of 47%. As this is a preliminary assessment of the project, Pele Mountain also indicated in their press release that they expect the economics of the project to improve. 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.

Company Directors

As at August 27th, 2013, 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 will 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.

New 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 and have been audited.

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 $144,723 for the six months ended June 30th, 2013 (2012 – $190,473) and has working capital deficiency of $186,266 as at June 30th, 2013 (2012 – working capital $637,196). The ability of the Company to carry out its business plan rests with its ability to secure additional equity and other financing.

These financial statements have been approved by the Board of Directors of the Company on August 27, 2013.

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, 2012 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 six months ended June 30th, 2013, the Company's cash and cash equivalent position decreased by $193,671 to $55,784 from $249,455 at December 31, 2012.

Three month period ended June 30, 2013
The Company incurred a loss of $74,261 or $0.00 per share for the three month period in 2013, compared with a loss of $90,891 or $0.00 a share for same period in 2012.

For the three month period ended June 30th, 2013, the Company earned $nil in interest income, compared to $1,205 in the same period in 2012.

Total office and general costs amounted to $36,671 in the three month period ended June 30th, 2013 compared to $36,955 in the same period in 2012.

Shareholder information costs in the three month period ended June 30th, 2013 amounted to $12,319, compared to $5,094 for the same period in 2012.

Promotion and travel for the three month period ended June 30th, 2013 amounted to $21 compared to $11,008 for the same period in 2012. The decrease is due to lower management travel and entertainment in 2013.

Directors' fees incurred amounted to $4,500 for the three month periods ended June 30th, 2013 and 2012.

For the three month periods ended June 30th, 2013 and 2012, consulting fees amounted to $15,750.

Professional fees decreased by $5,000 to $5,000 during the three month period ended June 30th, 2013, compared to $10,000 in the same period in 2012.

The Company incurred no stock-based compensation expense for the three month periods ended June 30th, 2013 and 2012.

The Company incurred $8,789 in property evaluation costs related to consideration of other properties for possible exploration for the three months ended June 30, 2012. There were no such costs incurred in the same period in 2013.

Six month period ended June 30, 2013
The Company incurred a loss of $144,723 or $0.00 per share for the six month period in 2013, compared with a loss of $190,473 or $0.00 a share for same period in 2012.

For the six month period ended June 30th, 2013, the Company earned $64 in interest income, compared to $3,282 in the same period in 2012.

Total office and general costs amounted to $73,161 in the six month period ended June 30th, 2013 compared to $73,080 in the same period in 2012.

Shareholder information costs in the six month period ended June 30th, 2013 amounted to $21,105, compared to $17,440 for the same period in 2012.

Promotion and travel for the three month period ended June 30th, 2013 amounted to $21 compared to $21,008 for the same period in 2012. The decrease is due to lower management travel and entertainment in 2013.

Directors' fees incurred amounted to $9,000 for the six month periods ended June 30th, 2013 and 2012.

For the six month periods ended June 30th, 2013 and 2012, consulting fees amounted to $31,500.

Professional fees decreased by $12,000 to $10,000 during the six month period ended June 30th, 2013, compared to $22,000 in the same period in 2012.

The Company incurred no stock-based compensation expense for the six month periods ended June 30th, 2013 and 2012.

The Company incurred $19,727 in property evaluation costs related to consideration of other properties for possible exploration for the six months ended June 30, 2012. There were no such costs incurred in the same period in 2013.

Summary of Quarterly Results
Selected financial information for the eight quarters as follows:

	June 30, 2013	**March 31, 2013**	**December 31, 2012**	**September 30, 2012**
	$	$	$	$
Total Revenue	nil	64	633	nil
Net income (loss)	(74,261)	(70,462)	(74,254)	(79,465)
Net income (loss) Per Share – basic and fully diluted	0.00	0.00	0.00	0.00

	June 30, 2012	**March 31, 201**	**December 31, 2011**	**September 30, 2011**
	$	$	$	$
Total Revenue	1,205	2,0377	2,307	1,932
Loss	(90,891)	(99,582)	(77,645)	68,001
Loss Per Share – basic and fully diluted	0.00	0.00	0.00	0.00

Liquidity and Capital Resources

In the six month periods ended June 30th, 2013 and 2012, no funds were raised. $193,671 in cash was used on expenses, exploration costs and other operations min the six month period ended June 30th, 2013 (2012 - $481,418). The company also issued 166,667 shares ($5,000) in January and February 2012 relating to Option Agreements as amended for mining rights for the Larder Lake Group.

In the year ended December 31, 2012, no funds were raised and $798,017 in cash was used on expenses, exploration costs, private placement costs and other operations. The company issued 533,335 shares in 2012 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 $72,000 during the six month periods ended June 30th, 2013 and 2012, for administrative and bookkeeping services, which are included in office, general and investor relations expense. The contract between Ateba and this company expires in June 2014.

Consulting fees of $30,000 were charged by the Chief Financial Officer for financial management services for the six month periods ended June 30th, 2013 and 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

	June 30th, 2013	**June 30, 2012**
Mineral Properties		
Capitalized mineral properties and deferred expenditures	**156,898**	**280,668**
Acquisition of property options	**nil**	**30,334**
Expensed development and exploration		
Corporate expenses	**144,787**	**193,755**
Total assets	**2,748,731**	**2,861,279**

Mineral properties and deferred costs	**June 30th, 2013 Capitalized**	**June 30, 2012 Capitalized**
Acquisition costs	**nil**	**21,667**
Geological	**45,000**	**6,752**
Drilling	**70,000**	**193,871**
Assaying		**-**
Consulting	**35,000**	**21,250**
Travel	**5,000**	**3,802**
Surveying		
Labour		
Other	**1,566**	**331**

Corporate Expenses	June 30th, 2013	June 30, 2012
Office and general	**73,161**	**36,125**
Shareholder information	**21,105**	**12,346**
Promotion and travel	**42**	**10,000**
Directors' fees	**9,000**	**4,500**
Consulting	**31,500**	**15,750**
Professional fees	**10,000**	**14,000**
Stock-based compensation		
Property evaluation costs		**10,938**
Other		
Interest income	**64**	**2,077**

Outstanding share data	June 30th, 2013	June 30, 2012
Issued and outstanding common shares	**57,232,580**	**56,865,913**
Outstanding options to purchase common shares	**2,750,000**	**2,750,000**
Outstanding warrants to purchase common shares	**7,164,557**	**17,087,891**

Disclosure of Outstanding Share Data, June 30th, 2013

	Authorized	Outstanding
Voting or equity securities issued and outstanding	Unlimited Common Shares	57,232,580
Securities convertible or exercisable into voting or equity shares	Outstanding Options Outstanding Warrants	2,750,000 7,164,557

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 an 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 three months ended March 31, 2012 with Management. The Board of Directors has approved the financial statements on the recommendation of the Audit Committee on August 27, 2013.

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 2013, 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.

August 27, 2013
John Kennedy - Chief Financial Officer