

# **ATEBA RESOURCES INC.**

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

**March 31, 2014**

*Management's discussion and analysis (MD&A) is current to May 28th, 2014 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, 2013 and 2012, 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](http://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 early 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 was 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 rest of the year the Company reviewed the results of the drilling programme and considering financing options for ongoing exploration on the Property. There has been no exploration on the Larder Lake Property during the period ended March 31, 2014 now being reported.

### **Results to Date**

Early results from the winter 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 the five hole 2013 drilling campaign are summarized as intersections ranging from 1 metre of 2.0 g/t gold to 107 metres of 0.09 g/t including 14 metres of 0.4 g/t au with it being 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 reveal numerous intervals of elevated gold mineralization within the broad package of altered rocks.

The company anticipates that future drilling at the Walsh Mine will require holes designed to test the mineralized shoots 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 (still in the process of being taken over by Agnico Eagle and Yamana) 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 will be the target of a new 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 will focus in the area in the future.

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 will be planned with the goal of determining if the intersected lithologies are the distal portion of a larger VMS system.

### ***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 Osisko 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 of Osisko's. 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 Copper King Area was the subject of a mapping program in May, 2012, aimed at providing a context for recent work conducted by Ateba and Osisko. This mapping work also provides context for Osisko's discovery of 18.1m @ 9.3 g/t Au and 1.7% Cu including 11m @ 13.1 g/t Au and 2.8% Cu. The discovery is being called the East Basalt Zone and is significant in that it is sufficiently distant from the Upper Beaver Deposit to be considered a new discovery. It is significant for Ateba in that the discovery occurs 700m from the Upper Beaver deposit in the direction of the Copper King Mine on Ateba's property. It also lies along a previously interpreted structural corridor that extends from the Upper Canada deposit, along the Larder Cadillac Break, to the Kinabik Target on Ateba's ground. This corridor contains a northeast trending deformational fabric and hosts cm-scale, northeast trending, vertical-subvertical chalcopyrite veins. Layering in the ubiquitous, local basalts is shallowly dipping to the north along the south limb of a southwest plunging synform. The chalcopyrite veins are thought to intersect favorable, subsurface basalts, the contacts of which are potential hosts for the type of mineralization intersected by Osisko. These basalts and chalcopyrite veins are found on Ateba's property and merit follow-up geophysics and drilling to explore for similar deposits on the Ateba Property along the Copper King-Kinabik Structural Corridor.

#### *Kinabik Target*

The Kinabik Target lies at the northeastern terminus of the Copper King-Kinabik Structural Corridor where it curves eastward and trends into the east-west trending Mulven-Kinabik Fault. An IP resistivity anomaly at the site was not associated with an intrusive as hoped. However, the drilling campaign at the Kinabik target did reveal pillow basalts, clastic volcanics, chemical metasediments, sodium depletion, propylitic alteration and semi-massive sulfides. All of these are characteristics of VMS style mineralization and deserve follow up exploration.

#### *Kerr North*

The Kerr North target is a geophysical target which is expressed as a strong, coincident magnetic high/low across the Mulven Kinabik Fault. The geophysical anomaly was examined on the ground and determined to be the result of a faulted mafic intrusive body. Previously identified copper-gold mineralization in the area is associated with quartz veining. Observations of the geology at the Kerr North Target indicate that it is not a VMS style system as suggested by its location with respect to the Kinabik area. No further exploration activities have been conducted at the Kerr North area of the property.

### **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. These option agreements have been amended to extend the terms of the Company's commitments reflecting current market conditions. All three amended and extended agreements are in good standing. 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 1<sup>st</sup> 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 1<sup>st</sup> quarter of both 2011 and 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. The extending agreements extend various payments and work commitments. The NSR remains the same.

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 has filed sufficient work on this property to insure the claims are in good standing until the end of 2014.

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 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 12,200m 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.

The three option agreements above are all in the process of renegotiation due to market conditions and information will be press released on progress whether positive or negative in a timely manner via press release.

### **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 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 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  $U_3O_8$  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 Ateba, 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. Update, 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.

The REO potential of Ateba's property has not been defined though the same uranium hosting units of the Matinenda Formation that are present on Pele Mountain's adjacent property and associated with overlying REO mineralization have been identified and drilled on Ateba's property. In addition, recently identified potential exists in the overlying Stinson Formation and in basal conglomerates that underlie previously defined mineralization.

The company also continues to look for additional mineral properties of merit.

### **Company Directors**

As at May 28, 2014, the directors and officers of the Company were:

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

### **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.

### **New Accounting Standards**

## **BASIS OF PRESENTATION**

### **(a) Statement of Compliance**

These 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.

These 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. These 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 \$44,785 for the three months ended March 31, 2014 (2013 - \$70,462) and has working capital deficiency of \$542,116 as at March 31, 2014 (2013 - \$96,673). 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 May 28, 2014.

## **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, 2013 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 three months ended March 31, 2014, the Company's cash and cash equivalent position decreased by \$3,468 to \$268 from \$3,736 at December 31, 2013.

The Company incurred a loss of \$44,785 or \$0.00 per share for the three months ended March 31, 2014, compared with a loss of \$70,462 or \$0.00 a share for the same period in 2013.

For the three month period ended March 31, 2014, the Company earned \$nil in interest income, compared to \$64 in 2013.

Total office and general costs for the three months ended March 31, 2014 were \$18,038 compared to \$36,125 in 2013.

Shareholder information costs in the three months ended March 31, 2014 amounted to \$3,097, compared to \$8,786 for 2013. The decrease is due to lower investor relations activity.

Promotion and travel for the three month periods ended March 31, 2014 and 2013 amounted to \$nil.

Directors' fees incurred amounted to \$3,000 for the three months ended March 31, 2014, compared to \$4,500 in the same period in 2013.

For the three month periods ended March 31, 2014 and 2013, consulting fees amounted to \$15,750.

Professional fees amounted to \$5,000 during the three month periods ended March 31, 2014 and 2013.

Ateba incurred no stock-based compensation for the three month periods ended March 31, 2014 and 2013.

### **Summary of Quarterly Results**

Selected financial information for the eight quarters as follows:

	<b>March 31, 2014</b>	<b>December 31, 2013</b>	<b>September 30, 2013</b>	<b>June 30, 2013</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Total Revenue	nil	nil	57	nil
Net income (loss)	(44,785)	(68,141)	(65,756)	(74,261)
Loss Per Share – basic and fully diluted	0.00	0.00	0.00	0.00
	<b>March 31, 2013</b>	<b>December 31, 2012</b>	<b>September 30, 2012</b>	<b>June 30, 2012</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>

Total Revenue	64	633	nil	1,205
Loss	(70,462)	(74,254)	(79,465)	(90,891)
Loss Per Share – basic and fully diluted	0.00	0.00	0.00	0.00

#### **Liquidity and Capital Resources**

In the three month periods ended March 31, 2014 and 2013, no funds via private placement were raised. \$3,736 in cash was used on expenses, exploration costs and other operations in the three months ended March 31, 2014 (2013 - \$173,488). The company issued 799,999 shares in accordance with the three property option agreements in the three months ended March 31, 2014 (2013 – nil).

In the year ended December 31, 2013, no funds via private placement were raised and \$246,719 in cash was used on expenses, exploration costs and other operations. The company issued no shares in accordance with the three property option agreements.

#### **Related-party Transactions**

A company controlled by a director, William P. Dickie, charged fees in the amount of \$18,000 during the three months ended March 31, 2014 (2013 - \$36,000), 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 \$15,000 (2012 - \$15,000) were charged by the Chief Financial Officer for financial management services for the three months ended March 31, 2014.

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, 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*

	March 31, 2014	March 31, 2013
Mineral Properties		
Capitalized mineral properties and deferred expenditures	3,962	141,566
Acquisition of property options	40,245	nil
Expensed development and exploration		
Corporate expenses	44,785	70,526
Total assets	2,842,424	2,802,528

	March 31, 2014 Capitalized	March 31, 2013 Capitalized
<b>Mineral properties and deferred costs</b>		
Acquisition costs	40,245	nil
Geological	2,600	45,000
Drilling		70,000
Assaying		
Consulting		20,000
Travel		5,000
Surveying		
Labour		
Other	1,362	1,566

	March 31, 2014	March 31, 2013
<b>Corporate Expenses</b>		
Office and general	18,038	36,490
Shareholder information	3,097	8,786
Promotion and travel		
Directors' fees	3,000	4,500
Consulting	15,750	15,750
Professional fees	5,000	5,000
Stock-based compensation		

Other		
<b>Interest income</b>	<b>nil</b>	<b>64</b>

	March 31, 2014	March 31, 2013
<b>Outstanding share data</b>		
Issued and outstanding common shares	58,032,579	57,232,580
Outstanding options to purchase common shares	3,450,000	2,750,000
Outstanding warrants to purchase common shares	933,332	7,164,557

### Disclosure of Outstanding Share Data, December 31, 2013

	Authorized	Outstanding
Voting or equity securities issued and outstanding	Unlimited Common Shares	58,032,579
Securities convertible or exercisable into voting or equity shares	Outstanding Options Outstanding Warrants	3,450,000 933,332

## 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, 2014 with Management. The Board of Directors has approved the financial statements on the recommendation of the Audit Committee on May 28, 2014.

#### **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 2010, 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.

May 28, 2014

John Kennedy - Chief Financial Officer