

**ATEBA RESOURCES INC.**

130 King Street West  
Suite 3680, P.O. Box 99  
Toronto, ON M5X 1B1

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an annual meeting of the shareholders of Ateba Resources Inc. (the “**Company**”) will be held at Suite 3680, 130 King Street West, Toronto, Ontario, on Monday, the 26<sup>th</sup> day of April, 2011, at 4:00 p.m. (Eastern Standard Time) (the “**Meeting**”), unless otherwise adjourned or postponed, for the following purposes:

- (a) to receive the audited financial statements of the Company for the fiscal year ended December 31, 2009 and the report of the auditors thereon;
- (b) to elect the board of directors of the Company for the ensuing year;
- (c) to confirm the appointment by the directors of English & Jones LLP, Chartered Accountants, as the auditors of the Company, to hold office until the close of the next annual meeting of shareholders of the Company, and to authorize the directors of the Company to fix the auditors remuneration;
- (d) to consider and, if deemed advisable, approve and confirm, with or without variation, a resolution of the directors of the Company establishing an amended stock option plan for directors, officers, key employees, and consultants of the Company; and
- (e) to transact such further and other business as may be properly brought before the Meeting or any adjournment thereof.

The accompanying Management Information Circular of the Company provides additional information relating to the matters to be addressed at the Meeting and forms part of this Notice.

**DATED** this 23<sup>rd</sup> day of March, 2011.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(Signed)*

William P. Dickie  
Chief Executive Officer

**IMPORTANT**

**It is desirable that as many shares as possible be represented at the meeting. If you do not expect to attend and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose.** All proxies must be deposited with the Company’s registrar and transfer agent, Capital Transfer Agency Inc., 105 Adelaide Street West, Suite 1101, Toronto, Ontario M5H 1P9, not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof. The Company may refuse to recognize any instrument of proxy received after such time.