ATEBA RESOURCES INC.

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

March 31, 2011

Management's discussion and analysis (MD&A) is current to June 21, 2011 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, 2010 and 2009, prepared in accordance with Canadian generally accepted accounting principles. 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.

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.

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.

As at June 21, 2011, 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.

Exploration Activities

Larder Lake, Ontario (Gold)

In January and February of 2010, the Company signed 2 Option Agreements covering 110 mining claims in Ossian and Katrine Townships, Ontario. In order to acquire 100% interests on these claims, the Company must, 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.

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.

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 Ateba to 462 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 462claim units. The Property is situated within striking distance of multiple past producing gold mines near the Larder-Cadillac Break.

Mineralization of the deposit is associated with a Syenitic intrusion with quartz-carbonate vein sets hosting mineralization that consists of pyrite, chalcopyrite, sphalerite, galena and native gold. This association of gold with sulphide mineralization and the geological setting is very similar to the deposit type observed in the Kirkland Lake Gold Mining Camp.

The Company is involved in an exploration program consisting of diamond drilling and assaying as well as an IP survey in the Kinabik area and walk mag survey over the FP zone to the southeast of the Walsh Mine. The company has reported 6.72 g/t Au over 4.85 metres in the area from diamond drilling conducted on the property. Ateba has had the opportunity to review the results of its initial exploration program and is currently completing further exploration consisting primarily of approximately 3,000 metres of diamond drilling which was designed to follow up on the exploration hole in the FP Zone. Historic 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 to the southeast. Ateba's three township properties are contiguous to the northeast of Queenston Mining Inc.'s Upper Canada and Upper Beaver projects in Gauthier Township where significant gold resources are being developed.
Exploration drilling in 2011 thus far has been at the FP zone where an exploratory drill hole was completed approximately 600 m to the southeast of the Walsh Mine area in order to test sulphide mineralization

exposed in trenches at the surface. The drill hole intersected a potassium feldspar dike which cuts mafic metavolcanics. An alteration zone coincident with the contact of the dike returned a mineralized interval grading 6.72 g/t Au over 4.85 m. The gold mineralization is present both within the metavolcanics and the porphyry. The exploratory hole totalled 300 m total depth and will be followed with additional drilling totalling approximately 3,000 m. Further meterage is available in the drilling budget if initial results deem continued drilling appropriate. A walk mag survey is being conducted over the FP Zone to compliment the continued drilling program in that area.

In addition to drilling at the Walsh Mine/FP Zone area Ateba also drilled the Copper King area in the southwestern portion of the property where the extension of the Upper Canada Trend is interpreted to cross Ateba's ground. Drilling was targeted on magnetic highs which are coincident with the interpreted trend extension and on mineralization exposed in trenches near the historic Copper King Mine. A total of approximately 1,500 m were drilled at Copper King before the spring melt forced the drill rig out of the area in order to remove a temporary bridge. Future exploration on the target is possible with the construction of a more permanent bridge. Although no significant gold mineralization was encountered in Copper King drilling, strong deformation and alteration suggests that the Upper Canada Break structural corridor does extend onto Ateba's property toward the Kinabik target, coinciding with a structural intersection of the Mulven-Kinabik Fault. The Upper Canada Break is significant in that it brackets Queenston Mining's Upper Canada and Upper Beaver deposits. The Mulven-Kinabik Fault is a branch of the Matachewan-Kirkland Trend which hosts the Kirkland Lake Gold Camp. These two structures are associated with over 100 million ounces of historic gold production and they appear to intersect at the Kinabik target.

In addition to the intersection of these two significant structures, the Kinabik target is coincident with a resistivity anomaly, reflected by silicification and disseminated pyrite at surface. A recently completed deep IP survey confirms the presence of an approximately 400 metre-wide, elongate anomaly that begins near the surface in the area of Kinabik Lake. The anomaly increases in width and plunges shallowly to the east. The resistivity anomaly identified by the deep IP survey is also associated with a chargeability high; a geophysical signature consistent with a buried intrusive body. This target will be tested by a 3,000 m drill program, scheduled to begin immediately.

Along with drilling, Ateba is currently conducting geophysical surveys over various parts of the property. An airborne magnetic-EM survey is planned to cover the entire property to tie together the various geophysical anomalies that have been identified through geological work and previous geophysical surveys. It is hoped that the airborne survey will form the basis of a structural framework for various showings on the property.

To date, over approximately 6,000 m of drilling remains to be completed of the 10,000 m of drilling budgeted for 2011.

Elliot Lake, Ontario (Uranium)

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

The 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.

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. 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.

Recently Pele Mountain Resource Inc. announced through its Advisory Board member, Dr. Mariano "Elliot Lake is the only mining camp in Canada to have achieved successful commercial production of REE and was once the most important source of heavy REE in North America. Rafinates from uraninite deposits generally, and especially those found at Elliot Lake, such as at Pele's Eco Ridge mine deposit, potentially represent a major source of REE in North America and include the highly valued heavy lanthanides. There is reason to expect that similar REE values could be found on Ateba's contiguous property.

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 can not 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.

Overall Performance

For the three months ended March 31, 2011, the Company's cash and cash equivalent position (including lawyer's trust account) decreased by $470,240 to $1,383,437 from $1,853,677 at December 31, 2010.

The Company is engaged in the business of preliminary or early stage mineral exploration and mine development. The Company holds no interests in producing or commercial ore deposits. The Company has no production or other revenue. There is no operating history upon which investors may rely. Commercial development of any kind will only occur in the event that sufficient quantities of ore containing economic concentrations of gold, copper, uranium or other mineral resources are discovered. If in the future further discoveries are made, substantial financial resources will be required to establish ore reserves. Additional substantial financial resources will be required to develop mining and processing for any ore reserves that may be discovered. If the Company is unable to finance the establishment of ore reserves or the development of mining and processing facilities it will be required to sell all or a portion of its interest in such property to one or more parties capable of financing such development.

New Accounting Standards

BASIS OF PRESENTATION

(a) Statement of Compliance

These interim financial statements are unaudited and have been prepared in accordance with IAS 34 "*Interim Financial Reporting*" ("IAS 34") 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").

These are the Company's first IFRS interim financial statements for part of the period covered by the Company's annual financial statements for the year ended December 31, 2011. Previously, the Company prepared its annual and interim financial statements in accordance with Canadian Generally Accepted Accounting Principles ("GAAP").

As these are the Company's first set of interim financial statements in accordance with IFRS, the Company's disclosures exceed the minimum requirements under IAS 34. The Company has elected to exceed the minimum requirements in order to present the Company's accounting policies in accordance with IFRS and the additional disclosures required under IFRS, which also highlight the changes from the Company's 2010 annual financial statements prepared in accordance with Canadian GAAP. In 2012 and beyond, the Company may not provide the same amount of disclosure in the Company's interim financial statements under IFRS as the reader will be able to rely on the annual financial statements which will be prepared in accordance with IFRS.

(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 not 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 $120,577 for the three months ended March 31, 2011 (2010 – $31,325) and has working capital of $1,247,807 as at March 31, 2011 (December 31, 2010 –$1,788,215). The ability of the Company to carry out its business plan rests with its ability to secure additional equity and other financing.

FIRST TIME ADOPTION OF IFRS

The Company has adopted IFRS on January 1, 2011 with a transition date of January 1, 2010. Under IFRS 1 '*First-time Adoption of International Reporting Standards*', the IFRS are applied retrospectively at the transition date with all adjustments to assets and liabilities as stated under GAAP taken to deficit unless certain exemptions are applied. The Company has used IFRS 1 exemption with respect to accounting for business combinations that occurred prior to transition date of January 1, 2010 using same accounting policies that were previously used under Canadian GAAP.

Below is the Company's Balance Sheet as at the transition date of January 1, 2010 under IFRS:

	January 1 2010 Unaudited
CURRENT	
Cash and cash equivalents	$ 405,807
Lawyer's trust account	50,000
Accounts receivable	5,619
Marketable securities	1,470
Deposits	16,667
	479,563
INTEREST IN MINING PROPERTIES	48,965
INVESTMMENTS	5
	$ 528,533

LIABILITIES

CURRENT

Accounts payable and accrued liabilities	$ 55,905

SHAREHOLDERS' EQUITY

CAPITAL STOCK	22,663,825
CONTRIBUTED SURPLUS	45,000
ACCUMULATED OTHER COMPREHENSIVE LOSS	(2,675)
DEFICIT	(2,233,522)
	472,628
	$ 528,533

IFRS employs a conceptual framework that is similar to Canadian GAAP. The adoption of IFRS has not changed the actual cash flows of the Company, the adoption resulted in significant changes to the liabilities and equity reported on the balance sheet. The adoption has not resulted in any changes to the assets on the balance sheet, the results of operations nor the cash flows of the Company. Presented below are the reconciliations prepared by the Company to reconcile the IFRS liabilities, equity and cash flows of the Company from those reported under Canadian GAAP:

	December 31, 2010	January 1, 2010
(a) Total Liabilities		
Total liabilities under Canadian GAAP	$175,224	$55,905
Adjustment for deferred revenue (see note below)	166,000	-
Total liabilities under IFRS	$341,224	$55,905
(b) Total Equity		
Total equity under Canadian GAAP	$2,417,186	$472,628
Adjustment for deferred revenue (see note below)	(166,000)	-
Total equity under IFRS	$2,251,186	$472,628

Note to the IFRS reconciliation above

In the December 2010 private placement, the company issued 4,150,000 flow through units at $0.17. The price of $0.17 represents an increment of $0.04 over the $0.13 common share unit price. As such, this increment has been set up retrospectively to December 2010 as deferred revenue and the related share capital has been reduced by the same amount pursuant to the IFRS policies adopted in these financial statements. This increment will be recognized as a gain on sale of tax benefit associated with renounced exploration expenditures.

The amounts stated on the balance sheet as at January 1, 2010 approximate the fair value of financial assets and liabilities.

These financial statements have been approved by the Board of Directors of the Company on June 21, 2011.

The company has elected to early adopt the recommendations of IFRS 9 Financial Instruments as of the transition date to IFRS of January 1, 2010.

SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") retroactively applied to January 1, 2010.

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.

The significant accounting policies are as follows:

(a) Financial Instruments

Financial Instruments are initially recognized at their fair value on a settlement basis when the Company becomes a party to the contractual provisions of the financial instrument or non-financial derivative contract. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value hierarchy establishes three levels to classify valuation techniques used to measure fair value. Level 1 items are quoted prices in active markets for identical assets or liabilities. Level 2 items are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets or quoted prices that are derived principally from or corroborated by observable market data and other means. Level 3 inputs are unobservable and supported by little or no market activity. The fair value hierarchy gives the highest priority to Level 1 items and the lowest priority to Level 3 items.

Subsequent measurement of financial instruments is based on the classification of the financial instrument as follows:

(i) Fair Value Basis – Profit or Loss

Cash and cash equivalents and lawyer’s trust account are recorded on a fair value basis with any changes in fair value being recorded in profit or loss in other income. Cash and cash equivalents and lawyer’s trust account are managed based on their fair value to the entity in accordance with the company’s investment strategy and reported internally at fair value. Transaction costs associated with these items are expensed as incurred. The fair value of cash and cash equivalents are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices in active markets. The fair value of lawyer’s trust account approximates its cost due to its inherent nature and is classified within Level 3 of the fair value hierarchy given that it has no observable market.

(ii) Fair Value Basis – Other Comprehensive Income

Marketable securities are recorded on a fair value basis with any changes in fair value being recorded in other comprehensive loss. Marketable securities are managed based on their fair value to the entity in accordance with the company’s investment strategy and reported internally at fair value. The fair value of marketable securities is based upon quoted market prices. Marketable securities are written down only if there is a permanent decline in the anticipated recoverable amount below their cost. The cost of financial assets designated as available for sale is disclosed.

(iii) Amortized Cost

Accounts receivable are recorded on the balance sheet at amortized cost, with interest being recorded in profit or loss using the effective interest method. The fair value of accounts receivable approximates their recorded amounts due to their short-term maturities.

Accounts payable and accrued liabilities are recorded on the balance sheet at amortized cost, with interest being recorded in net income using the effective interest method. The fair value of accounts payable and accrued liabilities approximated their recorded amounts due to their short-term maturities.

(b) Revenue recognition

Interest income is recognized on an accrual basis; and, profits on the sale of marketable securities are recognized at the time of settlement.

(c) Mining properties

The Company's interests in mining properties are carried at cost on a property-by-property basis. Costs include capitalized expenditures for acquisition, geological surveys, exploration and development. When shares of the Company are issued from treasury as consideration for the acquisition of mining properties, the market value of the shares is considered a cost of acquisition. Costs for each property are written off to the statement of income (loss) if future recovery is determined to be unlikely.

If the economically recoverable mineral reserves are developed, capitalized costs of the related property will be reclassified as mining assets and amortized using the unit of production method. When a mineral property is abandoned, all related costs are written off to operations.

Mining properties are assessed for impairment when facts and circumstances suggest that the carrying value of the mining property may exceed its recoverable amount. When facts and circumstances suggest that the carrying value of the mining property may exceed its recoverable amount, the mining property is written down to its recoverable amount through recognition of an impairment loss.

(d) Income taxes

Future income tax assets and liabilities are determined based on temporary differences between the accounting and tax base of the assets and liabilities, and are measured using substantially enacted tax rates expected to be in effect when these temporary differences are likely to reverse. The amount of future income tax assets recognized is limited to the amount of the benefit that is more likely than not to be realized, and a valuation allowance is applied against any future tax asset if it is more likely than not that the asset will not be realized.

(e) Loss per common share

Basic loss per share is computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year, including contingently issuable shares which are included when the conditions necessary for issuance have been met. Diluted earnings per share is calculated in a manner similar to basic loss per share, except that the weighted average shares outstanding are increased to include the potentially issuable common shares from the assumed exercise of options and warrants, if dilutive. The number of additional shares included in the calculation is based on the treasury stock method for options.

(f) Stock option plan

The Company has a stock option plan, which is described in note 8 (b). The Company accounts for stock-based compensation using the fair-value method. Under the fair value method, stock-based payments are measured at the fair value of equity instruments and are amortized over the vesting period. The offset to the recorded cost is contributed surplus in shareholders' equity.

If the stock options are exercised, the proceeds are credited to share capital and the fair value at the date of grant is reclassified from contributed surplus to share capital.

(g) Impairment of long-lived assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

(h) Asset retirement obligations

The fair value of the liability for an asset retirement obligation is recorded when it is incurred or can be reasonably estimated, and the corresponding increase to the asset is depreciated over the life of the asset. The liability is increased over time to reflect an accretion element considered in the initial measurement at fair value. As at March 31, the Company has not incurred or committed any asset retirement obligations related to the development of its exploration property.

Following the initial recognition of the asset retirement obligation, the carrying amount of the liability is increased for the passage of time and adjusted for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation.

(i) Share issue costs
Costs incurred in connection with share issuances are charged to capital stock.

(j) Cash and cash equivalents
Cash and cash equivalents on the balance sheet comprise cash at banks and short term deposits with an original maturity of one year or less, which are readily convertible into a known amount of cash.

(k) **Flow Through Shares**
The increment between the prices of a flow through share issued in a private placement over that of a common share is set up as deferred revenue and the related share capital reduced by the same amount pursuant to the IFRS policies adopted in these financial statements. This increment will be recognized as a gain on sale of tax benefit associated with renounced exploration expenditures.

(l) **Warrants**
The fair value of warrants issued is estimated on the date of issue using the Black-Scholes calculation based on assumptions for risk free interest rate, expected life of the warrant, price volatility and dividend yield. Warrants related to mining option agreements are capitalized into Interest in Mining Properties. Warrants related to issuance of shares are shown as a reduction in share capital.

Results of Operations

Three month period ended March 31, 2011
The Company incurred a net loss of $120,577 or $0.00 per share for the three month period, compared with a net loss of $31,325 or $0.00 a share for same period in 2010.

For the three month period ended March 31, 2011, the Company earned $1,500 in interest income, compared to $577 in the same period in 2010. There was a higher amount of funds available in 2011 compared to 2010.

The Company incurred stock-based compensation expense of $nil for the three month periods ended March 31, 2011 and 2010.

For the three month period ended March 31, 2011, consulting fees amounted to $15,000 compared to $5,875 in the same period in 2010.

Shareholder information costs in the three month period ended March 31, 2011 amounted to $43,030, compared to $3,151for the three month period ending March 31, 2010. The increase to is due higher investor relation activity and stock exchange fees.

Professional fees increased by $11,500 to $14,000 during the three month period ended March 31, 2011, compared to $2,500 in the same period in 2010. This increase was due to higher legal and audit fees.

Promotion and travel for the three month periods ended March 31, 2011 amounted to $4,297 compared to $nil for the same period in 2010. The increase is due to convention expenses.

Directors' fees incurred amounted to $5,000 for the three month periods ended March 31, 2011 compared to $2,250 in the same period in 2010.

Total office and general costs amounted to $38,557 in the three month period ended March 31, 2011 compared to $18,126 in 2010. The increase is due to higher administrative and bookkeeping services and printing costs related to Annual General Meeting of shareholders held in April 2011.

Ateba incurred a loss on disposal of marketable securities of $2,193 during the three months ended March 31, 2011 compared to $nil during the same period in 2010.

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

	March 31, 2011 $	**December 31, 2010** $	**September 30, 2010** $	**June 30, 2010** $
Total Revenue	1,500	2,340	1,614	476
Loss	120,577	149,663	98,041	38,638
Loss Per Share – basic and fully diluted	0.00	0.00	0.00	0.00

	March 31, 2010 $	**December 31, 2009** $	**September 30, 2009** $	**June 30, 2009** $
Total Revenue	577	1,129	2,800	3,145
Loss	31,325	29,323	36,177	66,515
Loss Per Share – basic and fully diluted	0.00	0.00	0.00	0.00

Liquidity and Capital Resources

In the three month period ended March 31, 2011, the Company did not raise any funds from the issuance of shares.

In the year ended December 31, 2010, $2,247,950 of cash was raised pursuant to two private placements and the exercising of stock options and $800,080 in cash was used on expenses, exploration costs, private placement costs and other operations. The Company issued 12,630,385 shares ($1,807,950) in December 2010 and 5,725,500 shares ($420,000) in July 2010 pursuant to two private placements. The company also issued and 466,668 shares ($40,667) in January, February and December 2010 relating to three Option Agreements for mining rights in McVittie, Katrine and Ossian Townships, Ontario and 200,000 shares ($20,000) from the exercise of stock options.

Related-party Transactions
A company, Cognate Engineering Services Inc., controlled by a director, William P. Dickie, charged fees in the amount of $36,000 during the three month period ended March 31, 2011 (2010 - $18,000), 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 2012.

During the year, consulting fees of $15,000 (2010- $4,500) were charged by the Chief Financial Officer for financial management services for the three months ended March 31, 2011.

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

	March 31, 2011	March 31, 2010
Mineral Properties		
Capitalized mineral properties and deferred expenditures	**338,024**	**1,465**
Acquisition of property options	**157,833**	**82,017**
Expensed development and exploration		
Corporate expenses	**122,077**	**31,902**
Total assets	**2,617,838**	**532,078**

Mineral properties and deferred costs	**March 31, 2011 Capitalized**	**March 31, 2010 Capitalized**
Acquisition costs	**157,833**	**82,017**
Geological	**331,117**	
Drilling		
Assaying	**6,907**	
Consulting		
Travel		
Surveying		
Labour		
Other		**1,465**

Corporate Expenses	**March 31, 2011**	**March 31, 2010**
Stock-based compensation		
Office and general	**38,557**	**18,126**
Consulting	**15,000**	**5,875**
Professional fees	**14,000**	**2,500**
Promotion and travel	**4,297**	
Shareholder information	**43,030**	**3,151**
Loss on disposal of marketable securities	**2,193**	
Directors' fees	**5,000**	**2,250**
Other		
Interest income	**1,500**	**577**

Outstanding share data	**March 31, 2011**	**March 31, 2010**
Issued and outstanding common shares	**48,882,579**	**29,860,026**
Outstanding options to purchase common shares	**2,600,000**	**1,500,000**
Outstanding warrants to purchase common shares	**13,018,225**	**333,334**

Disclosure of Outstanding Share Data, March 31, 2011

	Authorized	**Outstanding**
Voting or equity securities issued and outstanding	Unlimited Common Shares	48,882,579
Securities convertible or exercisable into voting or equity shares	Outstanding Options Outstanding Warrants	2,600,000 13,018,225

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 Canadian generally accepted accounting principles 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 interim financial statements for the period ended March 31, 2011 with Management. The Board of Directors has approved the interim financial statements on the recommendation of the Audit Committee.

External auditors, appointed by the shareholders, have independently examined the financial statements that were presented under Canadian GAAP for the year ended December 31, 2010. The December 31, 2010 figures that are been presented under IFRS have not been audited.

June 21, 2011
John Kennedy - Chief Financial Officer