ATEBA RESOURCES INC.

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

June 30, 2015

Management's discussion and analysis (MD&A) is current to August 25th, 2015 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, 2014 and 2013, 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 Larder Lake Group

During early 2013, Ateba Resources was actively involved in ongoing exploration activities on the Larder Lake Group Property. There has been no further exploration during the first half of 2015 on the Group. In 2013, the Company completed a 2106 metre diamond drilling program. The core for that program was cut and assayed. The Larder Lake Group Property encompasses several gold +/- copper targets including the historic Walsh gold mine (where the drilling was focused), the FP Zone, the Copper King mine and the Kinabik geophysical anomaly. During the rest of 2013 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 now being reported.

<u>Results to Date</u>

The results from the previous yearsô drilling campaigns 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 were 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 a joint venture formed 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 any new campaign of drilling to follow up on initial results. The goal of this second drilling programme would be 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 drill holes 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 drill hole of the current drilling campaign is designed to test this lineament. To date, all of the shallow drill holes at the Walsh Mine have been completed and the final drill hole is underway.

Initial exploration occurred in the early 1900ôs with shaft sinking and development diamond drilling coming about in the 1920ôs. Historic gold grades were garnered from face samples in over 1000 metres of drifting on four development levels. Further exploration in the mid 1930ôs and diamond drilling in the 1970ôs led to a significant diamond drilling in the 1980ôs. The previous historic results, as well as the 8-10,000 tonne ñore pileò 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 the Canadian Malartic Joint Venture. Evidence of the extension of this trend onto Atebaôs 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 the Canadian Malartic Joint Venture. 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. Atebaôs 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 then Canadian Malartic Joint Venture. This mapping work also provides context for Osiskoôs 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 Atebaôs 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 Atebaôs 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 Canadian Malartic joint venture. These basalts and chalcopyrite veins are found on Atebaôs 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.

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 Companyôs commitments reflecting current market conditions. All three amended and extended agreements are in default although sufficient funds have been spent to keep the properties in good standing with the Ministry of Northern Development and Mines. The properties are subject to a royalty of 2.0% of net smelter returns. The Company can purchase 1.0% of both NSRôs 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 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 with the Ministry of Northern Development and Mines until the end of 2015.

In April, 2014, the Company received a notice of default from one of two of the optionors of the Group for failure to meet option payments and complete required work commitments. The Group remains in good standing with the Ministry of Northern Development and Mines.

The claims now, on which the historic Walsh Katrine Mine, the Copper King Mine Properties and the Kinabik are located, are in Ossian, McVittie and Katrine Townships near the Quebec/Ontario border in the Larder Lake area (the ñPropertyò) 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 companyôs 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 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 1950ôs (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.

Atebaôs Elliot Lake Property is contiguous to Pele Mountainôs 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. Recent update: Pele Mountain Resources Inc. in a news release on March 30 announced it ñhas entered into a memorandum of understanding with Sheng Kang Ning (Shanghai) Mining Investment Co. Ltd. (SKN) to jointly pursue the opportunity of developing rare earth processing facilities at Pele's Eco Ridge property in Elliot Lake, Ont.ò 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 Atebaôs property has not been defined though the same uranium hosting units of the Matinenda Formation that are present on Pele Mountainôs adjacent property and associated with overlying REO mineralization have been identified and drilled on Atebaôs 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 August 25th, 2015, 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 Companyõs 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 Companyõs 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 Companyõs mineral exploration and development activities will result in discoveries of commercially viable bodies or ore. The long-term profitability of the Companyõs 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 (ñCommon Sharesò), 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 Companyõs 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 Companyõs 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 Companyõs 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 Companyõs 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 Companyõs ability to obtain financing. The additional capital required to advance these properties is difficult to raise due to market conditions in the junior mining exploration sector.

Environmental, Aboriginal and, Permitting
All phases of the Companyõs 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 Companyôs 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 Companyôs 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 Companyôs 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 (ñIFRSò) issued by the International Accounting Standards Board (ñIASBò) and Interpretations of the International Financial Reporting Interpretations Committee (ñIFRICò).

(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 $92,449 for the six months ended June 30, 2015 (2014 ï $93,446) and has working capital deficiency of $772,836 as at June 30, 2015 (2014 ï $590,777). 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 25, 2015.

SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared in accordance with 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.

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 lawyerᤠtrust 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 are managed based on their fair value to the entity in accordance with the companyᤠinvestment 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.

(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 companyᤠinvestment 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 6 (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 shareholdersô 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 June 30, 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

Overall Performance
For the six months ended June 30, 2015, the Companyás cash and cash equivalent position decreased by $6,725 to $272 from $6,997 at December 31, 2014.

Three month period ended June 30, 2014
The Company incurred a loss of $47,834 or $0.00 per share for the three month period in 2015, compared with a loss of $48,661 or $0.00 a share for same period in 2014.

Total office and general costs amounted to $18,038 in the three month period ended June 30, 2015 compared to $18,060 in the same period in 2014.

Shareholder information costs in the three month period ended June 30, 2015 amounted to $6,795, compared to $6,751 for the same period in 2014.

Directorsô fees incurred amounted to $3,000 for the three month periods ended June 30, 2015 and 2014.

For the three month period ended June 30, 2015, consulting fees amounted to $15,000, compared to $15,750 for the same period in 2014.

Professional fees amounted to $5,000 for the three month periods ended June 30, 2015 and 2014.

Six month period ended June 30, 2014
The Company incurred a loss of $92,449 or $0.00 per share for the six month period in 2015, compared with a loss of $93,446 or $0.00 a share for same period in 2014.

Total office and general costs amounted to $36,072 in the six month period ended June 30, 2015 compared to $36,098 in the same period in 2014.

Shareholder information costs in the six month period ended June 30, 2015 amounted to $10,377, compared to $9,848 for the same period in 2014.

Directorsô fees incurred amounted to $6,000 for the six month periods ended June 30, 2015 and 2014.

For the six month period ended June 30, 2015, consulting fees amounted to $30,000, compared to $31,500 for the same period in 2014.

Professional fees amounted to $10,000 for the six month periods ended June 30, 2015 and 2014.

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

	June 30, 2015	**March 31, 2014**	**December 31, 2014**	**September 30, 2014**
	$	$	$	$
Total Revenue	nil	nil	nil	nil
Net income (loss)	(47,834)	(44,615)	(1,468,448)	(44,517)
Net income (loss) Per Share ï basic and fully diluted	0.00	0.00	0.00	0.00
	June 30, 2014	**March 31, 2013**	**December 31, 2013**	**September 30, 2013**
	$	$	$	$
Total Revenue	nil	57	nil	nil
Loss	(48,661)	(44,785)	(68,141)	(65,756)
Loss Per Share ï basic and fully diluted	0.00	0.00	0.00	0.00

Liquidity and Capital Resources

In the six month periods ended June 30, 2015 and 2014, no funds were raised. $6,725 in cash was used on expenses, exploration costs and other operations in the six months ended June 30, 2015 (2014 - $1,440). The company issued no shares in accordance with the three property option agreements.

In the year ended December 31, 2014, no funds via private placements were raised and $246,719 in cash was used on expenses, exploration costs and other operations. The company issued shares and warrants on two properties in accordance with the property option agreements.

Related-party Transactions

A company controlled by a director, William P. Dickie, charged fees in the amount of $36,000 during the six month periods ended June 30, 2015 and for 2014, for administrative and bookkeeping services, which are included in office, general and investor relations expense. The contract between Ateba and this company as amended allows for a monthly fee of $6,000 and expires in June 2016.

Consulting fees of $15,000 were charged by the Chief Financial Officer for financial management services for the six month periods ended June 30, 2015 and 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 Companyôs 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 (ñNSRò), 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 30, 2015	**June 30, 2014**
Mineral Properties		
Capitalized mineral properties and deferred expenditures		**3,962**
Acquisition of property options		**40,245**
Expensed development and exploration		
Corporate expenses	**92,449**	**93,446**
Total assets	**1,453,599**	**2,884,984**

Mineral properties and deferred costs	**June 30, 2015 Capitalized**	**June 30, 2014 Capitalized**
Acquisition costs		**40,245**
Geological		**2,600**
Drilling		
Assaying		
Consulting		
Travel		
Surveying		
Labour		
Other		**1,362**

Corporate Expenses	**June 30, 2015**	**June 30, 2014**
Office and general	**36,072**	**36,098**
Shareholder information	**10,377**	**9,848**
Promotion and travel		
Directorsô fees	**6,000**	**6,000**
Consulting	**30,000**	**31,500**
Professional fees	**10,000**	**10,000**
Stock-based compensation		
Other		
Interest income	**nil**	**nil**

Outstanding share data	**June 30, 2015**	**June 30, 2014**
Issued and outstanding common shares	**58,032,579**	**58,032,579**
Outstanding options to purchase common shares	**3,250,000**	**3,250,000**
Outstanding warrants to purchase common shares	**466,666**	**933,332**

Disclosure of Outstanding Share Data, June 30, 2015

	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	3,250,000 466,666

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 assetõs carrying value and amortized over the assetõs 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 ï *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 ñSubsequent to the end of the periodò 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 Managementõs 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 month period ended June 30, 2015 with Management. The Board of Directors has approved the financial statements on the recommendation of the Audit Committee on August 25, 2015.

Cautionary Note Regarding Forward Looking Statements

This Managementœs 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 2015, 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 Atebaœs 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 managementœs views as of any date subsequent to the date of this MD&A.

August 25, 2015
John Kennedy - Chief Financial Officer