

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. **Name and Address of Company**

Ateba Resources Inc. (the “**Company**”)
365 Bay Street, Suite 400
Toronto, Ontario M5H 2V1

2. **Date of Material Change**

March 14, 2018

3. **News Release**

A press release disclosing the material change was released on March 14, 2018, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

The Company settled an aggregate of \$661,861 of indebtedness owed to certain arms-length and non-arms-length creditors through the issuance of an aggregate of 132,372,384 common shares (“**Common Shares**”) of the Company at a price of \$0.005 per Common Share (the “**Debt Settlement**”).

The Debt Settlement constituted a “related party transaction” as defined in Multilateral Instrument 61-101 – Protection of Minority Securityholders in Special Transactions (“**MI 61-101**”), as insiders of the Company acquired 25,468,350 Common Shares. The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 due to the fact that the Company is in financial hardship.

5. **Full Description of Material Change**

The material change is fully described in the Company’s press release, which is attached as Schedule “A” and is incorporated herein.

The following supplementary information is provided in accordance with Section 5.2 of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”).

(a) **a description of the transaction and its material terms:**

In connection with the Debt Settlement, an insider of the Company acquired 20,868,350 Common Shares.

As a result of the Debt Settlement, Irwin Lowy LLP, Generic Capital Corporation and Totus Inc. each hold more than 10% of the issued and outstanding Common Shares of the Company and therefore have become “insiders” of the Company as defined and in accordance with the *Securities Act* (Ontario).

(b) the purpose and business reasons for the transaction:

The Settlement of the \$661,861 of indebtedness will improve the Company's financial position and reduce its accrued liabilities; To reduce the working capital deficit of the Company.

(c) the anticipated effect of the transaction on the Company's business and affairs:

The settlement of indebtedness will improve the Company's financial position and reduce its accrued liabilities.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

Irwin Lowy LLP, a creditor of the Company, will acquire 30,871,342 Common Shares in connection with the Debt Settlement.

Irwin Professional Corporation, a creditor of the Company, will acquire 20,868,350 Common Shares in connection with the Debt Settlement.

Generic Capital Corporation, a creditor of the Company, will acquire 31,828,016 Common Shares in connection with the Debt Settlement.

Totus Inc., a creditor of the Company, will acquire 30,871,342 Common Shares in connection with the Debt Settlement.

Arvin Ramos, Chief Financial Officer and Director of the Company, will acquire 4,600,000 Common Shares in connection with the Debt Settlement.

(ii) the anticipated effect of the transaction on the percentage of securities of the Company, or of an affiliated entity of the Company, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

Prior to the closing of the Debt Settlement, Irwin Lowy LLP, directly and indirectly, owned and controlled no Common Shares of the Company.

After giving effect to the Debt Settlement, Irwin Lowy LLP, directly and indirectly, owns and controls 30,871,342 Common Shares representing approximately 16.21% of the issued and outstanding Common Shares of the Company.

Prior to the closing of the Debt Settlement, Irwin Professional Corporation, directly and indirectly, owned and controlled 7,506,461 Common Shares of the Company representing approximately 12.93% of the issued and outstanding Common Shares of the Company.

After giving effect to the Debt Settlement, Irwin Professional Corporation, directly and indirectly, owns and controls 28,374,811 Common Shares representing approximately 14.90% of the issued and outstanding Common Shares of the Company.

Prior to the closing of the Debt Settlement, Generic Capital Corporation, directly and indirectly, owned and controlled no Common Shares of the Company.

After giving effect to the Debt Settlement, Generic Capital Corporation, directly and indirectly, owns and controls 31,828,016 Common Shares representing approximately 16.72% of the issued and outstanding Common Shares of the Company.

Prior to the closing of the Debt Settlement, Richard Patricio, a joint actor to the Creditor, directly and indirectly, owned and controlled 650,000 Common Shares representing approximately 1.12% of the issued and outstanding Common Shares of the Company.

After giving effect to the Debt Settlement, Richard Patricio, in concert with the Creditor, directly and indirectly, own and control 31,521,342 Common Shares representing approximately 16.55% of the issued and outstanding Common Shares of the Company.

Prior to the closing of the Transaction, Arvin Ramos, directly and indirectly, owned and controlled no Common Shares of the Company.

After giving effect to the Transaction, Arvin Ramos, directly and indirectly, own and controls 4,600,000 Common Shares representing approximately 2.42% of the issued and outstanding Common Shares of the Company.

- (e) **unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the Company for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:**

A resolution of the board of directors was passed on February 20, 2018, approving the Debt Settlement. No special committee was established in connection with the transaction, and no materially contrary view or abstention was expressed or made by any director.

- (f) **A summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:**

Not applicable.

- (g) **disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the Company that relates to the subject matter of or is otherwise relevant to the transaction:**

- (i) **that has been made in the 24 months before the date of the material change report:**

Not applicable.

- (ii) **the existence of which is known, after reasonable enquiry, to the Company or to any director or officer of the Company:**

Not applicable.

- (h) **the general nature and material terms of any agreement entered into by the Company, or a related party of the Company, with an interested party or a joint actor with an interested party, in connection with the transaction:**

Other than debt conversion agreements, the Company did not enter into any agreement with an interested party or a joint actor with an interested party in connection with the Debt Settlement. To the Company's knowledge, no related party to the Company entered into any agreement with an interested party or a joint actor with an interested party, in connection with the Debt Settlement.

- (i) **disclosure of the formal valuation and minority approval exemptions, if any, on which the Company is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:**

The Debt Settlement constituted a "related party transaction" as defined in Multilateral Instrument 61-101 – Protection of Minority Securityholders in Special Transactions ("MI 61-101"), as insiders of the Company acquired 25,468,350 Common Shares. The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 because the Company is in financial hardship. A material change report will be filed less than 21 days before the closing date of the Debt Settlement. This shorter period is reasonable and necessary in the circumstances to allow the Company to improve its financial position by reducing its accrued liabilities.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer

For further information, contact Arvin Ramos, Chief Financial Officer of the Company at (416) 721-3877.

9. Date of Report

This report is dated at Toronto, this 20th day of March 2018.

ATEBA RESOURCES INC.

Per: Arvin Ramos (signed)
Arvin Ramos
Chief Financial Officer

SCHEDULE "A"



ATEBA SETTLES DEBT

TORONTO, ONTARIO, March 14, 2018 – Ateba Resources Inc. (the “**Company**”) is pleased to announce that it has settled an aggregate of \$661,861 of indebtedness owed to certain arms-length and non-arms-length creditors through the issuance of an aggregate of 132,372,384 common shares (“**Common Shares**”) of the Company at a price of \$0.005 per Common Share (the “**Debt Settlement**”). All Common Shares issued in connection with the Debt Settlement are subject to a statutory hold period of four months plus a day from March 14, 2018 in accordance with applicable securities legislation.

Irwin Lowy LLP, Irwin Professional Corporation, Generic Capital Corporation and Totus Inc. (collectively, the “**Creditors**”), have today filed their early warning reports advising of the Creditors holdings in the Company.

The Creditors and the Company entered into debt conversion agreements on February 20, 2018 (the “**Debt Conversion Agreements**”), pursuant to which the Creditors agreed to accept Common Shares at a deemed issued price of \$0.005 per Common Share, in full settlement of \$572,195.25 of aggregate indebtedness owing to the Creditors by the Company (the “**Transaction**”). The Transaction closed on March 14, 2018.

Prior to the closing of the Transaction, Irwin Lowy LLP, directly and indirectly, owned and controlled no Common Shares of the Company. After giving effect to the Transaction, Irwin Lowy LLP, directly and indirectly, owns and controls 30,871,342 Common Shares representing approximately 16.21% of the issued and outstanding Common Shares of the Company.

Prior to the closing of the Transaction, Irwin Professional Corporation, directly and indirectly, owned and controlled 7,506,461 Common Shares of the Company representing approximately 12.93% of the issued and outstanding Common Shares of the Company.

After giving effect to the Transaction, Irwin Professional Corporation, directly and indirectly, owns and controls 28,374,811 Common Shares representing approximately 14.90% of the issued and outstanding Common Shares of the Company.

Prior to the closing of the Transaction, Generic Capital Corporation, directly and indirectly, owned and controlled no Common Shares of the Company. After giving effect to the Transaction, Generic Capital Corporation, directly and indirectly, owns and controls 31,828,016 Common Shares representing approximately 16.72% of the issued and outstanding Common Shares of the Company.

Prior to the closing of the Transaction, Richard Patricio, a joint actor to the Creditor, directly and indirectly, owned and controlled 650,000 Common Shares representing approximately 1.12% of the issued and outstanding Common Shares of the Company.

After giving effect to the Transaction, Richard Patricio, in concert with the Creditor, directly and indirectly, own and control 31,521,342 Common Shares representing approximately 16.55% of the issued and outstanding Common Shares of the Company.

Depending on market and other conditions, or as future circumstances may dictate, the Creditors may from time to time increase or decrease their respective holdings of Common Shares or other securities of

the Company. A copy of the early warning reports are available on the Company's Company profile on SEDAR at www.sedar.com.

The Debt Settlement constituted a "related party transaction" as defined in Multilateral Instrument 61-101 – Protection of Minority Securityholders in Special Transactions ("**MI 61-101**"), as an insider of the Company acquired 20,868,350 Common Shares. The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 due to the fact that the Company is in financial hardship. A material change report will be filed less than 21 days before the closing date of the Debt Settlement. This shorter period is reasonable and necessary in the circumstances to allow the Company to improve its financial position by reducing its accrued liabilities.

For more information, please contact:

Lisa McCormack
Chief Executive Officer
Tel: (416) 361-2515

This news release may contain forward-looking statements including but not limited to comments regarding the timing and content of upcoming work programs, geological interpretations, receipt of property titles, potential mineral recovery processes, etc. Forward-looking statements address future events and conditions and therefore, involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.