

ATEBA RESOURCES INC.

Suite 400, 365 Bay Street
Toronto, Ontario M5H 2V1

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of shareholders of **Ateba Resources Inc.** (the "**Company**") will be held on **Monday, April 23, 2018**, at the hour of 10:00 a.m. (Eastern time), at the office of Irwin Lowy LLP at Suite 400, 365 Bay Street, Toronto, Ontario M5H 2V1 for the following purposes:

1. to receive and consider the audited financial statements of the Company for the years ended December 31, 2010, December 31, 2011, December 31, 2012, December 31, 2013, December 31, 2014, December 31, 2015, December 31, 2016 and December 31, 2017, and the respective reports of the auditors thereon;
2. to consider and, if deemed advisable, pass, with or without variation, a special resolution to determine the number of directors of the Company and the number of directors to be elected at the Meeting to be four and to empower the directors of the Company, by resolution of the directors, to determine the number of directors within the minimum and maximum number set out in the articles of amalgamation of the Company;
3. to elect the directors of the Company;
4. to confirm the appointment by the board of directors of, and to appoint, the auditors of the Company and to authorize the directors to fix their remuneration;
5. to consider and, if deemed advisable, pass, with or without variation, a special resolution to amend the articles of amalgamation of the Company to consolidate each of the issued and outstanding common shares of the Company by changing a maximum of fifty (50) pre-consolidation common shares of the Company, or such lesser number of pre-consolidation common shares as the directors of the Company in their discretion may determine, into one (1) post-consolidation common share of the Company, as more fully described in the accompanying management information circular dated March 16, 2018 of the Company;
6. to consider and, if deemed advisable, pass, with or without variation, a special resolution to amend the articles of amalgamation of the Company to change the name of the Company to such name as the directors of the Company, in their sole discretion, may determine and as may be acceptable to the Director appointed under the *Business Corporations Act* (Ontario);
7. to consider and, if deemed advisable, pass, with or without variation, a resolution confirming the repeal of all existing by-laws of the Company and the enactment of a new by-law no. 1 of the Company;
8. to consider and, if deemed advisable, pass, with or without variation a resolution to confirm and approve the new share option plan of the Company; and
9. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of each of the special resolutions referred to in items 2, 5 and 6 above are attached to this notice of the Meeting as Exhibits "A", "B" and "C", respectively. A copy of the new by-law no. 1 referred to in item 7 above is attached as Schedule "B" to the accompanying management information circular dated March 16, 2018 of the Company.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its duly executed form of proxy with the Company's transfer agent and registrar, Capital Transfer Agency Inc., Suite 401, 121 Richmond Street West, Toronto, Ontario M5H 2K1, not later than 5:00 p.m. (Eastern time) on Thursday, April 19, 2018 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Friday, March 16, 2018 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual and special meeting. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedar.com.

DATED at Toronto, Ontario this 16th day of March, 2018.

BY ORDER OF THE BOARD

"Lisa McCormack" (Signed)

President, Chief Executive Officer, Secretary and
Director

EXHIBIT "A"

SPECIAL RESOLUTION OF THE SHAREHOLDERS

OF

ATEBA RESOURCES INC.

NUMBER OF DIRECTORS

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the number of directors of the Company and the number of directors to be elected at the annual and special meeting of the shareholders of the Company to be held on April 23, 2018, within the minimum and maximum number of directors of the Company provided for in the articles of amalgamation of the Company, is hereby determined to be four;
2. the directors of the Company be and they are hereby empowered, by resolution of the directors, to determine, from time to time, the number of directors of the Company and the number of directors to be elected at meetings of the shareholders of the Company subsequent to April 23, 2018, within the minimum and maximum number of directors of the Company provided for in the articles of amalgamation of the Company; and
3. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

EXHIBIT "B"

SPECIAL RESOLUTION OF THE SHAREHOLDERS

OF

ATEBA RESOURCES INC.

AMENDMENT TO ARTICLES OF AMALGAMATION – CONSOLIDATION

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the articles of amalgamation of the Company be amended to consolidate each of the issued and outstanding common shares of the Company by changing a maximum of fifty (50) pre-consolidation common shares of the Company, or such lesser number of pre-consolidation common shares as the directors of the Company in their discretion may determine, into one (1) post-consolidation common share of the Company (the "**Consolidation**"), and further authorizing the directors in their sole discretion when and if to effect the Consolidation, in each case without requirement for further approval, ratification or confirmation by shareholders, as more particularly described in the management information circular dated March 16, 2018 of the Company, provided that in the event the Consolidation would result in a shareholder of the Company holding a fraction of a common share, a shareholder shall not receive a whole common share of the Company for each such fraction;
2. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the directors of the Company be, and they are hereby authorized and empowered to revoke this resolution at any time prior to the issue of a certificate of amendment giving effect to the Consolidation and to determine not to proceed with the amendment of the articles of amalgamation of the Company without further approval of the shareholders of the Company; and
3. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of the articles of amendment in the prescribed form to the Director appointed under the *Business Corporations Act* (Ontario), the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."

EXHIBIT "C"

SPECIAL RESOLUTION OF THE SHAREHOLDERS

OF

ATEBA RESOURCES INC.

AMENDMENT TO ARTICLES OF AMALGAMATION – NAME CHANGE

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the articles of amalgamation of the Company be amended to change the name of the Company to such name as the directors of the Company, in their sole discretion, may determine and as may be acceptable to the Director appointed under the *Business Corporations Act* (Ontario) (the "**Name Change**");
2. notwithstanding that this resolution has been duly passed by the shareholders of the Company, the directors of the Company be, and they are hereby authorized and empowered to revoke this resolution at any time prior to the issue of a certificate of amendment giving effect to the Name Change and to determine not to proceed with the amendment of the articles of amalgamation of the Company without further approval of the shareholders of the Company; and
3. any director or officer of the Company be and he or she is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this resolution, including, without limitation, the execution and delivery of the articles of amendment in the prescribed form to the Director appointed under the *Business Corporations Act* (Ontario), the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination."