

ATEBA RESOURCES INC.

FORM OF PROXY ("Proxy")

FOR USE AT THE
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
APRIL 23, 2018

This proxy is solicited on behalf of the management of ATEBA RESOURCES INC. (the "Company"). The undersigned, being a shareholder of the Company hereby appoints **Lisa McCormack**, President, Chief Executive Officer, Secretary and Director of the Company, or failing her, **Arvin Ramos**, Chief Financial Officer and Director of the Company, or instead of either of them, _____, as proxyholder for and on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the annual and special meeting of the shareholders of the Company to be held on, **Monday, April 23, 2018** (the "Meeting"), and at any adjournment or adjournments thereof, to the same extent and with the same power as if the undersigned were personally present at the Meeting or such adjournment or adjournments thereof. The undersigned hereby directs the proxyholder to vote the securities of the Company recorded in the name of the undersigned as specified below.

1. Number of Directors

- FOR** To 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.
- AGAINST**

2. Election of Directors

- FOR** The election of **Lisa McCormack** as a director of the Company.
- WITHHOLD**
- FOR** The election of **Arvin Ramos** as a director of the Company.
- WITHHOLD**
- FOR** The election of **Kelly Malcolm** as a director of the Company.
- WITHHOLD**
- FOR** The election of **James Fairbairn** as a director of the Company.
- WITHHOLD**

3. Appointment of Auditors

- FOR** To confirm the appointment of Jones & O'Connell LLP, Chartered Professional Accountants as auditors of the Company for the ensuing year and to authorize the directors to fix the remuneration of the auditors.
- WITHHOLD**

4. Amendment of Articles of Amalgamation - Consolidation

- FOR** To 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 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 post-consolidation common share of the Company.
- AGAINST**

5. Amendment of Articles of Amalgamation - Name Change

- FOR** To 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).
- AGAINST**

6. Enactment of New By-Law

- FOR** To 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.
- AGAINST**

7. Approval of New Stock Option Plan

- FOR** To pass, with or without variation a resolution to confirm and approve the new share option plan of the Company
- AGAINST**

If any amendments or variations to the matters referred to above or to any other matters identified in the notice of meeting are proposed at the Meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the Meeting or any adjournment or adjournments thereof, this Proxy confers discretionary authority on the person voting the Proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person. **To be valid, this Proxy must be received by the Company's transfer agent, Capital Transfer Agency Inc., Suite 920, 390 Bay Street, Toronto, Ontario M5H 2Y2, Fax Number: 416-350-5008, not later than 48 hours, excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario, prior to the Meeting or any adjournment thereof. Late Proxies may be accepted or rejected by the Chairperson of the Meeting in his or her discretion, and the Chairperson is under no obligation to accept or reject any particular late Proxy.**

This Proxy revokes and supersedes all proxies of earlier date.

DATED this _____ day of _____, 2018.

Signature of Shareholder

Name of Shareholder (Please Print)

Number of Shares Held

(See Reverse)

NOTES AND INSTRUCTIONS

THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY

1. **The Proxy should be read in conjunction with the meeting materials prior to voting.**
2. **If a shareholder appoints the management designees specified above to vote the common shares represented by the Proxy at the Meeting or any adjournment or postponement thereof, they will vote as follows:**
 - (a) where a choice is specified, the Proxy will be voted in accordance with the instructions of the shareholder; and
 - (b) **where no choice is specified, the Proxy will be voted in favour of the matters listed on the Proxy.**
3. **Each shareholder has the right to appoint a person other than the management designees specified above to represent them at the Meeting or any adjournment or postponement thereof.** Such right may be exercised by inserting in the space provided the name of the person to be appointed, who need not be a shareholder of the Company.
4. **If the shareholder appoints someone other than the management designees, they will vote as follows:**
 - (a) where a choice is specified, the Proxy will be voted in accordance with the instructions of the shareholder; and
 - (b) **where no choice is specified, the Proxy will be voted in such person's discretion.**
5. The Proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the notice of meeting accompanying the Proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof.
6. To be valid, the Proxy must be signed. Please date the Proxy. If the Proxy is not dated, it is deemed to bear the date of its mailing to the shareholders of the Company.
7. If the shareholder is a company, the Proxy must be executed by an officer or attorney thereof duly authorized.