

**ATEBA RESOURCES INC.**  
217 Queen Street West, Suite 401  
Toronto, Ontario M5V 0R2

**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 **Thursday, August 13, 2020**, at the hour of 10:00 a.m. (Eastern time), at the office of Irwin Lowy LLP at 217 Queen Street West, Suite 401, Toronto, Ontario M5V 0R2 for the following purposes, some of which are in connection with a proposed business combination with Glow Lifetech Ltd. (“**Glow**”), which, subject to certain conditions and applicable shareholder and regulatory approvals, may result in a reverse takeover of the Company by Glow (the “**Proposed Transaction**”):

1. to receive and consider the audited financial statements of the Company for the years ended December 31, 2018 and 2019, and the reports of the auditors thereon;
2. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
3. to elect the directors of the Company;
4. to consider and, if deemed advisable, to pass, with or without variation, a special resolution, to approve, conditional on and effective following the closing of the Proposed Transaction, the amendment of the articles of amalgamation of the Company to change the name of the Company to “Glow Lifetech Corp.”, or such other 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);
5. to consider and, if deemed advisable, 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 on the basis of up to five (5) pre-consolidation common shares of the Company into one (1) post-consolidation common share of the Company;
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving a reduction in the stated capital of the common shares of the Company by \$26,700,342, or such other amount as the directors of the Company may determine;
7. to consider and, if deemed advisable, to pass, with or without variation, a resolution to approve, conditional on and effective following the closing of the Proposed Transaction, the new stock option plan of the Company; and
8. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolutions referred to in items 4, 5 and 6 above is attached to this notice as Exhibit A.

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 ULC, at 390 Bay Street, Suite 920, Toronto, Ontario M5H 2Y2, not later than 10:00 a.m. (Eastern time) on Tuesday, August 11, 2020 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 Monday, June 29, 2020, as the record date for the Meeting, 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.

## COVID-19 GUIDANCE

**In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, the shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and in the management information circular.**

## NOTICE-AND-ACCESS

Notice is also hereby given that the Company has decided to use the notice-and-access method of delivery of meeting materials for the Meeting for beneficial owners of common shares of the Company (the “**Non-Registered Holders**”) and for registered shareholders. The notice-and-access method of delivery of meeting materials allows the Company to deliver the meeting materials over the internet in accordance with the notice-and-access rules adopted by the Ontario Securities Commission under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under the notice-and-access system, registered shareholders will receive a form of proxy and the Non-Registered Holders will receive a voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the notice of Meeting, the management information circular, the annual financial statements of the Company for the financial years ended December 31, 2018 and 2019 and related management’s discussion and analysis and other meeting materials (collectively the “**Meeting Materials**”), shareholders receive a notification with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and will also reduce the cost of printing and mailing the Meeting Materials to shareholders. Shareholders are reminded to view the Meeting Materials prior to voting. The Company will not be adopting stratification procedures in relation to the use of notice-and access provisions.

### **Websites Where Meeting Materials Are Posted:**

Meeting Materials can be viewed online under the Company’s profile at [www.sedar.com](http://www.sedar.com) or on the website of Capital Transfer Agency ULC, the Company’s transfer agent and registrar, at [www.capitaltransferagency.ca](http://www.capitaltransferagency.ca). The Meeting Materials will remain posted on the Capital Transfer Agency ULC’s website at least until the date that is one year after the date the Meeting Materials were posted.

### **How to Obtain Paper Copies of the Meeting Materials**

Shareholders may request paper copies of the Meeting Materials be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Meeting Materials are posted on the Capital Transfer Agency ULC’s website. In order to receive a paper copy of the Meeting Materials or if you have questions concerning notice-and-access, please contact the Company’s transfer agent and registrar, Capital Transfer Agency ULC, by calling toll free at 1-844-499-4482 or by email at [info@capitaltransferagency.com](mailto:info@capitaltransferagency.com). **Requests should be received by 4:00 p.m. (Eastern time) on July 30, 2020 in order to receive the Meeting Materials in advance of the Meeting.**

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](http://www.sedar.com).

**DATED** at Toronto, Ontario this 29<sup>th</sup> day of June, 2020.

### **BY ORDER OF THE BOARD**

“Jessica Whitton” (signed)

President, Chief Executive Officer, Corporate Secretary  
and Director

**EXHIBIT A**

**SPECIAL RESOLUTIONS OF THE SHAREHOLDERS**

**OF**

**ATEBA RESOURCES INC. (THE “COMPANY”)**

**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 “Glow Lifetech Corp.”, or 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 directed 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.”

**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 on the basis of up to five (5) pre-consolidation common shares of the Company 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 June 29, 2020 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 directed 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.”

## REDUCTION OF STATED CAPITAL

### “BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the stated capital account maintained by the Company in respect of its common shares be reduced pursuant to paragraph 34(1) of the *Business Corporations Act* (Ontario) by an amount equal to \$26,700,342, or such other amount as the directors of the Company may determine, by deducting that amount from the stated capital account maintained by the Company for the common shares of the Company, provided that the directors of the Company be and they hereby are authorized to select a lesser reduction in stated capital in their sole discretion as they may deem appropriate and in the best interests of the Company (the “**Reduction of Stated Capital**”);
2. the directors of the Company be authorized to fix the effective date of the Reduction of Stated Capital;
3. 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 directed to revoke this resolution and to determine not to proceed with the Reduction of Stated Capital without further notice to, or approval of, the shareholders of the Company; and
4. 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.”