

ABENTEUER RESOURCES CORP.

Suite 1578, 609 Granville Street
Vancouver, British Columbia
V7Y 1G5

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of Abenteuer Resources Corp. (the “**Company**”) will be held at Suite 2600 - 1066 West Hastings Street, Vancouver, British Columbia on Wednesday, December 30, 2015 at 10:00 a.m. (local time in Vancouver, British Columbia). At the Meeting, the shareholders will receive the financial statements for the year ended December 31, 2014, together with the auditor’s report thereon, and consider resolutions to:

1. elect directors for the ensuing year;
2. appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditor of the Company for the ensuing year;
3. authorize the directors to determine the remuneration to be paid to the auditor;
4. consider and, if deemed appropriate, approve by special resolution, the consolidation of the fully paid and issued common shares of the Company on, or up to, a five (5) old for one new common share basis, as more particularly set out in the section of the information circular entitled “Particulars of Matters to be Acted Upon – Consolidation of Common Shares”;
5. confirm the Company’s stock option plan, as required annually by the policies of the TSX Venture Exchange; and
6. transact such other business as may properly be put before the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders who will not be attending the Meeting in person read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (“**Computershare**”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by 10:00 a.m. (local time in Vancouver, British Columbia) on December 24, 2015 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on November 25, 2015 will be entitled to vote at the Meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 1st day of December, 2015.

ON BEHALF OF THE BOARD

“J. Lewis Dillman”

J. Lewis Dillman
President and Chief Executive Officer