

ABACUS MINING & EXPLORATION CORPORATION

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of Shareholders (the “**Meeting**”) of **ABACUS MINING & EXPLORATION CORPORATION** (the “**Company**”) will be held at Room 2808 – 2800 Park Place, 666 Burrard Street, Vancouver, BC on Thursday, October 19, 2017, at the hour of 10:00 a.m. (Pacific Time), for the following purposes:

1. to receive and consider the Financial Statements of the Company for the financial year ended December 31, 2016, together with the report of the auditors thereon;
2. to set the number of directors of the Company at five;
3. to elect directors of the Company for the ensuing year;
4. to appoint auditors of the Company for the ensuing year and authorize the directors to fix their remuneration;
5. to consider and, if thought fit, to approve and adopt an ordinary resolution amending the May 28, 2009 Stock Option Plan, such ordinary resolution in the form as set out in the accompanying Management Information Circular; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting are the Circular, the form of Proxy or Voting Instruction Form, and the Financial Statement Request Form.

Shareholders who are unable to attend the Meeting in person are requested to read the information on the reverse of the enclosed form of Proxy or Voting Instruction Form and then to complete, date, sign and deposit the form of Proxy or Voting Instruction Form, as applicable, in accordance with the instructions set out in the form of Proxy or Voting Instruction Form and in the Circular.

BY ORDER OF THE BOARD

(signed) “*Michael D. McInnis*”
President, CEO, Chairman

Vancouver, BC
September 15, 2017