

ABACUS MINING & EXPLORATION CORPORATION

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders (the “**Meeting**”) of **ABACUS MINING & EXPLORATION CORPORATION** (the “**Company**”) will be held at Suite 1000, 1050 West Pender Street, Vancouver, BC on Tuesday, November 30, 2021, 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, 2020, together with the reports of the auditors thereon;
2. to set the number of directors of the Company at four;
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 re-approving the stock option plan previously adopted by the Company, 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) “*Paul Anderson*”
President, CEO

Vancouver, BC
October 18, 2021

**Notice of Availability of Proxy Materials for
ABACUS MINING & EXPLORATION CORPORATION
(the “Company”)
ANNUAL GENERAL MEETING**

You are receiving this notice to advise that the proxy materials for the above noted securityholders' meeting are available on the internet. This communication presents only an overview of the more complete proxy materials that are available to you on the internet. We remind you to access and review all of the important information contained in the information circular and other proxy materials before voting.

The information circular and other relevant materials are available at:

1. <http://www.amemining.com>; or
2. www.sedar.com

Meeting Date and Location

When: November 30, 2021 at 10:00am (Pacific Time)

Where: Suite 1000, 1050 West Pender St., Vancouver, British Columbia, Canada V6E 3S7

How to Obtain Paper Copies of the Proxy Materials

The meeting materials can be viewed online under the Company's profile at www.sedar.com or on the Company's website at <https://amemining.com>.

You can obtain a paper copy of the meeting materials, by:

1. calling the Company at 604-682-0301; or
2. sending an email to info@amemining.com, and providing your name and mailing address.

If you wish to receive materials in advance of the voting deadline and the meeting, all requests must be received no later than November 19, 2021. If you do not receive the current materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.

Securityholder Meeting Notice

The resolutions to be voted on at the meeting are listed below along with the sections within the information circular where disclosure regarding the matter can be found.

1. Number of Directors - To set the Number of Directors at four (4).
2. Election of Directors - To elect Directors of the Company.
3. Appointment of Auditors - To appoint PricewaterhouseCoopers LLP as auditors of the Company.
4. Stock Option Plan - To re-approve the Company's stock option plan.

Voting

Please note you cannot vote by returning this notice.

To vote your securities you must vote using the methods reflected on the Voting Instruction Form or Proxy.