

ABENTEUER RESOURCES CORP.

Suite 900 - 555 Burrard Street
Vancouver, BC V7X 1M8
Tel: 604-443-5000 / Fax: 604-443-5001

NOTICE OF ANNUAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “Meeting”) of **Abenteuer Resources Corp.** (the “Company”) will be held at the Terminal City Club, 837 West Hastings Street,, Vancouver, British Columbia, V6C 1B6 on Thursday, July 5, 2007, at the hour of 10:30 a.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended December 31, 2006, and accompanying report of the auditor.
2. To appoint PriceWaterhouseCoopers, Chartered Accountants, as auditor of the Company for the fiscal year ending December 31, 2007.
3. To authorize the directors of the Company to fix the remuneration to be paid to the auditor for the fiscal year ending December 31, 2007.
4. To set the number of directors of the Company for the ensuing year at three (3) persons.
5. To elect directors of the Company to serve until the next annual general meeting of the Company’s shareholders.
6. To consider and, if thought fit, to pass an ordinary resolution to re-approve the Company’s Incentive Stock Option Plan.
7. To transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional 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.

The Company’s board of directors has fixed May 31, 2007 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Olympia Trust Company, 2300, 125 – 9th Avenue SE, Calgary, Alberta T2G 0P6 by 10:30 a.m. (Vancouver time) on Tuesday, July 3, 2007, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Annual and Special Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 8th day of June, 2007.

By Order of the Board of

ABENTEUER RESOURCES CORP.

“*J. LEWIS DILLMAN*”,
President and Director