

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
TO BE HELD ON DECEMBER 29, 2010**

-and-

INFORMATION CIRCULAR

with respect, among other things, to a proposed

ARRANGEMENT

involving

ABENTEUER RESOURCES CORP.,

**HOLDERS OF COMMON SHARES OF ABENTEUER RESOURCES CORP.,
and**

ROUGH RIDER ENERGY CORP.

November 15, 2010

Abenteuer Resources Corp.

Suite 900, 555 Burrard Street
Vancouver, BC V7X 1M8

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.** (“**ABU**” or the “**Company**”) will be held at 10:00 a.m. on Wednesday, December 29, 2010 at the offices of McCullough O’Connor Irwin LLP at Suite 2610, 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X1. At the Meeting, holders of common shares of ABU (the “**ABU Shareholders**”) will be asked to:

1. receive and consider the financial statements of the Company together with the auditor's report thereon for the financial year ended December 31, 2009;
2. elect the directors of the Company to serve until the next annual general meeting of the Company’s shareholders;
3. appoint the auditors for the ensuing year and authorise the directors of the Company to fix the remuneration to be paid to the auditors for the ensuing year;
4. consider, and if thought advisable, to approve, by an ordinary resolution of disinterested shareholders, the adoption of a new incentive stock option plan on the basis set out in the accompanying Circular;
5. consider and, if deemed advisable, to pass, with or without amendment, a special resolution (the “**Continuance Resolution**”) authorising the board of directors of ABU to apply for the continuance (the “**Continuance**”) of ABU out of the Province of Alberta under Section 189 of the *Business Corporations Act* (Alberta), and to continue ABU into the Province of British Columbia under the *Business Corporations Act* (British Columbia) (the “**BCBCA**”) and authorise the corresponding filing of Articles of Continuance (the “**Articles of Continuance**”) as attached as Exhibit A to Schedule “B” with the British Columbia Registrar of Companies;
6. consider and, if deemed advisable, to pass, with or without amendment, a special resolution (the “**Arrangement Resolution**”) approving an arrangement (the “**Arrangement**”) under Part 9, Division 5 of the BCBCA as a result of which, among other things: (a) the Company will transfer all of its interest in oil and gas properties located in the Province of Saskatchewan and certain cash, if available, to its wholly-owned subsidiary, Roughrider Energy Corp. (“**SpinCo**”) in exchange for SpinCo common shares; (b) the Company will consolidate its common shares on a two and one half (2.5) old shares for one (1) new share basis; (c) the Company will spin out all of its SpinCo common shares to ABU Shareholders; (d) SpinCo will cease to be the Company’s wholly-owned subsidiary; and (e) the ABU Shareholders will also become shareholders of SpinCo, as described in the Circular accompanying this Notice under the heading “*The Transaction – The Arrangement*”; and
7. transact such other business as may properly be put before the Meeting.

ABU Shareholders of record at the close of business on November 15, 2010 will be entitled to vote at the Meeting. ABU Shareholders who are unable to attend the Meeting in person are requested to sign, date and return the enclosed form of proxy in the appropriate return envelope addressed to Olympia Trust

Company. In order to be valid for use at the Meeting, proxies returned by mail must be received by Olympia Trust Company by 10:00 a.m. (Vancouver time) on December 27, 2010 or, if the Meeting is adjourned or postponed, 48 hours prior to the time to which the Meeting has been adjourned or postponed. Proxies may also be delivered by hand to Olympia Trust Company at its Vancouver office at 1003-750 West Pender Street, Vancouver, British Columbia, not later than 10:00 a.m. (Vancouver time) on December 27, 2010 or, if the Meeting is adjourned or postponed, 48 hours prior to the time to which the Meeting is adjourned or postponed.

Registered ABU Shareholders have the right to dissent with respect to the Continuance Resolution and the Arrangement Resolution and, if the Continuance Resolution and the Arrangement Resolution become effective, to be paid the fair value of their shares in accordance with Section 191 of the *Business Corporations Act* (Alberta) (the "**ABCA**") and Sections 237 through 247 of the *Business Corporations Act* (British Columbia) (the "**BCBCA**") and the provisions of the Interim Order, as applicable (the "**Dissent Rights**"). An ABU Shareholder's right to dissent is more particularly described in the Circular and the text of Section 191 of the ABCA and Sections 237 through 247 of the BCBCA as set forth in Schedules "E" and "F" to the accompanying Circular, respectively. Failure to strictly comply with the requirements set forth in such sections, as modified by the Interim Order, may result in the loss of any right to dissent.

The Circular accompanying this Notice contains the full text of the resolution approving the Company's Incentive Stock Option Plan, the Continuance Resolution and the Arrangement Resolution, and provides additional information relating to the Company's Incentive Stock Option Plan, the Arrangement, the Dissent Rights, and the RTO, as well as information concerning the Company, SpinCo, and the Arrangement Resulting Issuer.

DATED at Vancouver, British Columbia this 30th day of November, 2010.

**BY ORDER OF THE BOARD OF DIRECTORS
OF ABENTEUER RESOURCES CORP.**

(Signed) "*J. Lewis Dillman*"

J. Lewis Dillman
President and Director