ABEN

GOLD CORP.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of the shareholders of Aben Gold Corp. (the "**Company**") will be held virtually on Monday, December 7, 2026 at the hour of 10:00 a.m. (Pacific Time) for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended September 30, 2025, together with the auditor's report thereon;

2. To appoint the auditor for the Company and to authorize the directors to set the auditor's remuneration;

3. To fix the number of directors and to elect directors for the ensuing year;

4. To consider and, if thought fit, to pass an ordinary resolution to approve the Company's Stock Option Plan; and

5. To transact such further business as may properly come before the Meeting and any adjournment or postponement thereof.

The Company is conducting the Meeting virtually. Registered shareholders and validly appointed proxyholders may attend the Meeting via Zoom at:

https://us06web.zoom.us/j/82145008410?pwd=CblSQDnWG1W0ugF0pbAgc74z9ZgTNj.1

Meeting ID: 821 4500 8410

Passcode: 104681

A registered shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his or her stead. If you are unable to attend the Meeting virtually, please read the notes accompanying the instrument of proxy enclosed and then complete and return the proxy within the time set out in the notes. As set out in the notes, the enclosed instrument of proxy is solicited by management, but you may amend it, if you so desire, by inserting in the space provided the name of the person you wish to represent you at the Meeting. Non-registered shareholders of the Company should carefully follow the instructions received from their intermediary in respect of voting shares of the Company that they beneficially own, as more fully described under "Beneficial Shareholders" in the Information Circular.

DATED at Vancouver, British Columbia, as of November 3, 2026.

BY ORDER OF THE BOARD

/s/ "*Riley Trimble*"

Riley Trimble
Chief Executive Officer

INFORMATION CIRCULAR
FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

This information is given as of November 3, 2026, unless otherwise noted.

The Company is conducting the Meeting virtually. Registered shareholders and validly appointed proxyholders may attend the Meeting via Zoom at:

https://us06web.zoom.us/j/82145008410?pwd=CbISQDnWG1W0ugF0pbAgc74z9ZgTNj.1

Meeting ID: 821 4500 8410

Passcode: 104681

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of **Aben Gold Corp.** (the "**Company**") for use at the Annual General Meeting (the "**Meeting**") of the shareholders of the Company, to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed instrument of proxy is solicited by management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the instrument of proxy. The cost of solicitation will be borne by the Company. None of the directors of the Company (the "**Board**" or the "**Directors**") has advised management in writing that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

APPOINTMENT AND REVOCATION OF PROXIES

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and employees of the Company. The Company will bear all costs of this solicitation. The Company has arranged for intermediaries to forward the meeting materials to beneficial owners of the common shares of the Company (the "Common Shares") held of record by those intermediaries and will reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "**Proxy**") are officers and/or directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy. If your shares are held in physical (i.e., paper) form** and are actually registered in your name, then you are a registered shareholder. However, if, like most shareholders, you keep your shares in a brokerage account, then you are a beneficial shareholder. The process for voting is different for registered and beneficial shareholders and you will need to carefully read the instructions below.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

(a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;

(b) any amendment to or variation of any matter identified therein; and

(c) any other matter that properly comes before the Meeting.

In respect of a matter that properly comes before the Meeting and for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the shares represented by the Proxy in their discretion. In the absence of instructions, the management nominees named in the Proxy intend to vote FOR each of the matters set out in the Notice of Meeting.

Registered Shareholders

Registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting virtually. Registered shareholders electing to submit a proxy may do so by:

(a) completing, dating and signing the enclosed Proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to 14th Floor, 320 Bay Street, Toronto, Ontario, M5H 4A6, or by hand delivery at 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9;

(b) using a touch-tone phone to transmit voting choices to the toll-free number given in the enclosed Proxy. Registered shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll-free number, the holder's account number and the proxy access number; or

(c) using the internet at Computershare's website, https://www.investorvote.com. Registered shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy for the holder's account number and the proxy access number,

in all cases ensuring that the proxy is received at least **48 hours** (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment thereof at which the proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold shares in their own name. If shares are listed in an account statement provided to a shareholder by an intermediary, then in almost all cases those shares will not be registered in the shareholder's name on the records of the Company. Such shares will more likely be registered under the names of the shareholder's intermediary or an agent of that intermediary. In the United States, the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Beneficial shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of shares). Beneficial shareholders who wish to vote their shares at the Meeting should follow the instructions set out in this section.

Intermediaries are required to seek voting instructions from shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of beneficial shareholders — those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" for Non-Objecting Beneficial Owners).

NOBOs

The Company is taking advantage of the provisions of National Instrument 54-101 "*Communication with Beneficial Owners of Securities of a Reporting Issuer*" that permit it to deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a scannable Voting Instruction Form ("VIF") from Computershare, the Company's transfer agent. To vote their shares, NOBOs should complete the VIF and return it to Computershare in accordance with the instructions provided in the VIF. In addition, Computershare provides for both telephone voting and internet voting as described in the VIF. The VIF will name the same persons as the Company's Proxy to represent your shares at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company) other than any of the persons designated in the VIF, to represent your shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs it receives. If you receive a VIF from Computershare, the VIF must be completed and returned to Computershare in accordance with its instructions in order to have your shares voted at the Meeting or to have an alternative representative duly appointed to attend the Meeting and to vote your shares at the Meeting.

These shareholder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of securities were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your VIF to Computershare in accordance with the instructions provided to you.

OBOs

Beneficial shareholders who are OBOs will receive instructions from their intermediary as to how to vote their shares. OBOs who wish to vote at the Meeting should follow the instructions of their intermediary carefully to ensure that their shares are voted at the Meeting.

If you are an OBO, the form of proxy supplied to you by your intermediary will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your shares at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company) other than any of the persons designated in the VIF, to represent your shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your shares voted or to have an alternative representative duly appointed to attend the Meeting and vote your shares at the Meeting**.

Notice to Shareholders in the United States

The solicitation of proxies in this Information Circular involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and the securities laws of certain provinces of Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the applicable provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), as amended (the "**BCBCA**"), certain of its directors and executive officers are residents of Canada and a substantial portion of the assets of such persons is located outside of the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

(a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date or the notice of revocation to Computershare at the address set out under "Registered Shareholders" above, or at the address of the registered office of the Company at 1030-505 Burrard Street, Vancouver, British Columbia, V7X 1M5, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof; or

(b) personally attending the Meeting virtually and voting the registered shareholder's shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Record Date

Only shareholders of record at the close of business on **October 28, 2026**, who either personally attend the Meeting or who complete and deliver an instrument of proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have their shares voted at the Meeting or any adjournment thereof.

Voting Securities

On **October 28, 2026, 35,816,022** common shares without par value of the Company were issued and outstanding, each share carrying the right to one vote. At a general meeting of the Company, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he or she is the holder.

Principal Holders

To the knowledge of the Directors and executive officers of the Company, there are no persons who, or corporations which, beneficially own or control or direct, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular, none of the Directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed fiscal year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

STATEMENT OF EXECUTIVE COMPENSATION

The following disclosure complies with the requirements of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*.

For the purposes of this Information Circular, the following definitions apply:

> ***"CEO"*** *means chief executive officer;*
>
> ***"CFO"*** *means chief financial officer;*
>
> ***"company"*** *includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;*
>
> ***"compensation securities"*** *includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries;*
>
> ***"external management company"*** *includes a subsidiary, affiliate or associate of the external management company;*
>
> *"**named executive officer**" or "**NEO**" means each of the following individuals:*

(a) *each individual who, in respect of the Company, during any part of the most recently completed fiscal year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;*

(b) *each individual who, in respect of the Company, during any part of the most recently completed fiscal year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;*

(c) *in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed fiscal year whose total compensation was more than $150,000, as determined in accordance with subsection 1.3(5), for that fiscal year;*

(d) *each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that fiscal year;*

"plan" *includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and*

*"**underlying securities**" means any securities issuable on conversion, exchange or exercise of compensation securities.*

For the purposes of the following disclosure, the Company's NEOs for the fiscal year ended September 30, 2025 are: (a) Riley Trimble, CEO and President; and (b) Donald C. Huston, Acting CFO.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following is a summary of compensation (excluding compensation securities) paid or payable, directly or indirectly, to the Directors and NEOs for each of the Company's two most recently completed fiscal years ended September 30.

Table of Compensation Excluding Compensation Securities

Name and Position	Year	Salary, Consulting Fees, Retainer or Commis-sion	Bonus	Committee or Meeting Fees	Value of Perqui-sites	Value of all Other Compe-nsation	Total Compen-sation
Riley Trimble *CEO, President & Director*	2025 2024	$90,000[1] $82,500[1]	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$90,000 $82,500
Donald C. Huston *Acting CFO and Director*	2025 2024	$6,000[2] $6,000[2]	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$6,000 $6,000
James G. Pettit *Chairman & Director*	2025 2024	$36,000[3] $42,000[3]	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$36,000 $42,000
Amanda B. Chow *Director*	2025 2024	$24,000[4] $24,000[4]	Nil Nil	Nil Nil	Nil Nil	Nil Nil	$24,000 $24,000
Timothy J. Termuende *Director*	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

(1) Riley Trimble provided consulting services to the Company pursuant to an agreement dated October 18, 2024. For details, see "Employment, Consulting and Management Agreements".

(2) Donald C. Huston provided consulting services to the Company pursuant to an agreement dated July 1, 2016. For details, see "Employment, Consulting and Management Agreements".

(3) James G. Pettit provided consulting services to the Company pursuant to an agreement dated July 1, 2016, as amended November 1, 2016, June 29, 2023 and January 1, 2024. For details, see "Employment, Consulting and Management Agreements".

(4) *Amanda B. Chow provided consulting services to the Company pursuant to an agreement dated July 1, 2016, as amended August 1, 2017 and December 1, 2021. For details, see "Employment, Consulting and Management Agreements".*

External Management Companies

The Company has not engaged the services of an external management company to provide executive management services to the Company, directly or indirectly. However, the Company operates from the premises of Sentinel Market Services Ltd. ("**Sentinel**"), a private company controlled by James G. Pettit, Chairman, Director and former President and CEO of the Company, that provides office and administration services to the Company and various other public companies. Sentinel incurs expenses, which are reimbursed by the Company. These expenses include office space, equipment rental, administrative wages and other ancillary expenses. None of these expenses were paid directly or indirectly to Mr. Pettit.

Stock Options and Other Compensation Securities

During the fiscal year ended September 30, 2025, no NEO or director of the Company received compensation securities.

Exercise of Compensation Securities by Directors and NEOs

During the fiscal year ended September 30, 2025, no NEO or director of the Company exercised compensation securities.

Stock Options and Other Incentive Plans

The Company has a Stock Option Plan for the granting of stock options to the directors, officers, employees and consultants of the Company.

For information about the material terms of the Company's Stock Option Plan, please refer to the heading below "Particulars of Matters to be Acted Upon". Other than as disclosed below, there are no stock option agreements made outside of the Company's Stock Option Plan, nor are there any plans providing for the grant of stock appreciation rights, deferred share units or restricted stock units or any other incentive plan or portion of a plan under which awards have been granted by the Company.

Employment, Consulting and Management Agreements

The material terms of each agreement or arrangement for compensation provided during the most recently completed fiscal year in respect of services provided to the Company performed by a Director or NEO are as follows:

Riley Trimble, Chief Executive Officer, President and a Director of the Company, agreed to provide consulting services to the Company at $5,000 per month, beginning effective July 1, 2023, pursuant to a consulting agreement dated October 18, 2024. The amount payable was increased to $7,500 per month effective January 1, 2024. For the actual amounts paid during the most recently completed fiscal year to Mr. Trimble, see "Table of Compensation Excluding Compensation Securities".

The agreement with Mr. Trimble provides for termination:

a. at any time with the mutual written consent of both parties, or
b. at any time by the Company, without prior notice to Mr. Trimble**,** if at any time there has been a material breach of the terms of the contract by Mr. Trimble, or
c. at any time by either party on providing 90 days' written notice.

The agreement with Mr. Trimble does not provide for a change of control benefit.

James G. Pettit, Chairman and Director, and former CEO and President of the Company, agreed to provide consulting services to the Company at $5,000 per month pursuant to a consulting agreement dated July 1,

2016, as amended on November 1, 2016 and June 29, 2023. The agreement was further amended on January 1, 2024 whereby Mr. Pettit's fee was decreased to $3,000 per month. For the actual amounts paid during the most recently completed fiscal year to Mr. Pettit, see "Table of Compensation Excluding Compensation Securities".

The agreement with Mr. Pettit provides for termination:

(a) by the consultant on **90** days' notice to the Company;

(b) by the Company: (i) in its discretion, without any notice or payment in lieu thereof, for cause; (ii) for any material breach by the consultant of the provisions of the agreement and the consultant's failure to cure such breach within 30 days after notice from the Company; (iii) for any conduct by the consultant which in the opinion of the Company tends to bring the consultant or the Company into disrepute; (iv) for the commission of an act of bankruptcy by the consultant; and (v) for a conviction of the consultant of a criminal offence; and

(c) by the Company at any time at its sole discretion upon **90** days' notice or payment of fees in lieu thereof.

The agreement with Mr. Pettit does not provide for a change of control benefit.

Donald C. Huston, Acting Chief Financial Officer and a Director of the Company, agreed to provide consulting services to the Company at $500 per month pursuant to a consulting agreement dated July 1, 2016. For the actual amounts paid during the most recently completed fiscal year to Mr. Huston, see "Table of Compensation Excluding Compensation Securities".

The agreement with Mr. Huston provides for termination:

(a) by the consultant on **30** days' notice to the Company;

(b) by the Company: (i) in its discretion, without any notice or payment in lieu thereof, for cause; (ii) for any material breach by the consultant of the provisions of the agreement and the consultant's failure to cure such breach within 30 days after notice from the Company; (iii) for any conduct by the consultant which in the opinion of the Company tends to bring the consultant or the Company into disrepute; (iv) for the commission of an act of bankruptcy by the consultant; and (v) for a conviction of the consultant of a criminal offence; and

(c) by the Company at any time at its sole discretion upon **30** days' notice or payment of fees in lieu thereof.

The agreement with Mr. Huston does not provide for a change of control benefit.

Amanda B. Chow, a Director of the Company, agreed to provide consulting services to the Company at $2,000 per month pursuant to a consulting agreement dated July 1, 2016, as amended August 1, 2017 and December 1, 2021. For the actual amounts paid during the most recently completed fiscal year to Ms. Chow, see "Table of Compensation Excluding Compensation Securities". The agreement with Ms. Chow provides for the same termination provisions as the agreement with Mr. Huston and does not provide for a change of control benefit.

Incremental Payments on Termination or Change of Control

The table below summarizes the estimated incremental payments related to termination scenarios under the consulting agreements referred to above, assuming such scenarios occurred, hypothetically, on or before the most recently completed fiscal year ended September 30, 2025:

Consultant (NEO or Director)	Termination without Cause	Change of Control
Riley Trimble, CEO, President and Director	$22,500	Nil

James G. Pettit, Chairman and Director; former CEO and President	$9,000	Nil
Donald C. Huston, Acting CFO and a Director	$500	Nil
Amanda B. Chow, Director	$2,000	Nil

Oversight and Description of Director and NEO Compensation

The Company's Compensation Committee is composed of two Directors: Timothy Termuende and Amanda Chow. The compensation of Directors and NEOs is reviewed and approved periodically by the Compensation Committee. In setting compensation levels, the Compensation Committee relies primarily on the experience, skills and education of its members.

The Company's compensation practices are designed to attract, motivate and retain highly qualified consultants to manage the business of the Company by rewarding individual and corporate performance and aligning the interests of the Directors and NEOs with the Company's shareholders. Compensation is designed to achieve both current and long-term goals of the Company and to maximize returns to shareholders. Accordingly, a significant portion of executive compensation is tied to achieving the Company's goals. Compensation decisions are intended to be transparent, and the Company's practices are intended to be simple in design and competitive within the mineral exploration industry. Any compensation paid to the Directors and NEOs is dependent upon the Company's finances as well as the performance of each of the Directors and NEOs.

At present, the Board does not evaluate the implications of the risks associated with the Company's current compensation policies and practices, as the Company is still a venture issuer developing its business.

Pension Disclosure

The Company does not provide any pension, retirement plan or other remuneration for its Directors or officers that constitutes an expense to the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's compensation plans under which equity securities of the Company were authorized for issuance at the end of the Company's most recently completed fiscal year ended September 30, 2025:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights[(1)]	Weighted-average exercise price of outstanding options, warrants and rights[(1)]	Number of securities remaining available for future issuance under equity compensation plans[(1)]
Equity compensation plans approved by securityholders	1,390,000	$0.13	933,402
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	1,390,000		933,402

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No executive officer, director, employee, former executive officer, former director, former employee, proposed nominee for election as a director, or associate of any such person has been indebted to the Company or its subsidiaries at any time since the commencement of the Company's last completed fiscal year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company or its subsidiaries at any time since the beginning of the most recently completed fiscal year with respect to any indebtedness of any such person.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, "informed person" means:

(a) a Director or executive officer of the Company;

(b) a Director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;

(c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution; and

(d) the Company if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

Other than as set out in the following, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last completed fiscal year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries:

(a) Certain of the Directors and executive officers of the Company may be paid pursuant to written management agreements or consulting agreements, or receive Directors' fees or wages. See "Employment, Consulting and Management Agreements" under "Statement of Executive Compensation"; and

(b) Directors and officers of the Company have been granted stock options under the Company's Stock Option Plan and all Directors and officers will be eligible to be granted stock options under the Stock Option Plan in the future. See "Approval of Stock Option Plan" under "Particulars of Matters to be Acted Upon".

CORPORATE GOVERNANCE

The following disclosure is made pursuant to the Canadian Securities Administrators' National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**") and Form 58-101F2 *Corporate Governance Disclosure (Venture Issuers)*.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. Amanda B. Chow and Timothy J. Termuende who, apart from receiving directors' remuneration, do not have any other material relationship to the Company that would interfere with their ability to act in the best interests of the Company, are considered to be independent Directors. Riley Trimble is the President and CEO, James G. Pettit is the Chairman and Donald Huston is the Acting CFO, and, therefore, they are not considered to be independent Directors.

Other Directorships

Certain Directors of the Company currently serve as directors of other public companies. Some of the Directors may be engaged in the search for additional business opportunities on behalf of other companies, and situations may arise where these directors may be serving another company with interests that could be in conflict with those of the Company. In the event of any conflicts of interest, such conflicts must be disclosed to the Company and dealt with in accordance with the provisions of the *Business Corporations Act* (British Columbia). The following table sets out the Directors of the Company who are currently directors of other reporting issuers:

Director	Other Reporting Issuers
James G. Pettit	Century Lithium Corp. Skyharbour Resources Ltd. Apogee Minerals Ltd.
Donald C. Huston	Skyharbour Resources Ltd.
Amanda B. Chow	Skyharbour Resources Ltd.
Timothy J. Termuende	Eagle Plains Resources Ltd. Silver Range Resources Ltd. Sitka Gold Corp. Trident Resources Corp.

Orientation and Continuing Education

The Board briefs all new directors on the policies of the Board and other relevant corporate and business information.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual general meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Compensation Committee is responsible for setting compensation paid to Directors and executive officers and establishing and reviewing incentive plans for Directors, officers and management. For further details, see "Oversight and Description of Director and NEO Compensation".

Other Board Committees

The Board has no committees other than the Audit Committee and Compensation Committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

Liability Insurance

The Company has purchased, at its expense, directors' and officers' liability insurance for the protection of its directors and officers against liability incurred by them in their capacities as directors and officers of the Company and its subsidiaries.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

Pursuant to the *Business Corporations Act* (British Columbia) and the Canadian Securities Administrators' National Instrument 52-110 *Audit Committees* ("**NI 52-110**"), the Company is required to have an Audit Committee. A copy of the Company's Audit Committee Charter is set out in ***Schedule A*** of this Information Circular.

Composition of Audit Committee

The Company's Audit Committee is composed of three Directors: Riley Trimble, Timothy J. Termuende and Amanda Chow. As defined in NI 52-110, all of the Audit Committee members are "financially literate".

Relevant Education and Experience

Mr. Trimble has over a decade of experience in corporate development and communications to resource companies which trade on the TSX Venture Exchange (the "Exchange"), having worked with companies such as Skyharbour Resources Ltd., Surge Copper Corp., Bayfield Ventures Corp., Century Lithium Corp. and Rockridge Resources Ltd. He has extensive expertise in the US and Canadian capital markets, along with an understanding of managing all aspects of a public company's operations, from capital raising to project acquisition, exploration, and development.

Mr. Termuende has over 30 years of experience in public company management working with companies listed on the Exchange. Mr. Termuende is currently a director and/or officer of several junior public companies.

Ms. Chow also serves as a director and Audit Committee member of Skyharbour Resources Ltd., which trades on the Exchange. Ms. Chow is a Chartered Professional Accountant (CPA, CMA) and a graduate of Simon Fraser University where she earned her Bachelor of Business Administration degree. Ms. Chow has an in-depth understanding of accounting principles. She has experience in evaluating financial statements with accounting issues at least comparable to the financial statements and the issues that can reasonably be expected to be raised by the Company's financial statements.

As a result of their education and experience, each member of the Audit Committee has familiarity with, an understanding of, or experience in:

(a) the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

(b) reviewing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements; and

(c) internal controls and procedures for financial reporting.

Audit Committee Oversight

Since the commencement of the Company's most recently completed fiscal year, the Company's Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services is not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval of Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company's Board of Directors, and where applicable the Audit Committee, on a case-by-case basis.

External Auditor Service Fees

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees billed by the Company's external auditor in each of the last two fiscal years, by category, are as follows:

Fiscal Year Ending	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
September 30, 2025	$34,009	Nil	$5,800(1)	Nil
September 30, 2024	$26,823	Nil	$5,800(1)	Nil

(1) Fees related to preparation of the Company's corporate income tax return.

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

At the Meeting, shareholders will be asked to consider and, if thought appropriate, pass an ordinary resolution fixing the number of directors at five (5) and electing directors for the ensuing year.

Each director of the Company is elected annually and holds office until the next Annual General Meeting of the shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary, the shares represented by proxy will, on a poll, be voted for the nominees herein listed. **Management does not contemplate that any of the nominees will be unable to serve as a director.**

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Company, their respective principal occupations and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Information Circular:

Name, Province or State, Country of Residence and Present Positions Held	Principal Occupation and, if not at Present an Elected Director, Employment for the Last Five Years	Director Since	Number of Shares Beneficially Owned, Controlled or Directed
Riley Trimble(A) BC, Canada *CEO, President & Director*	Mr. Trimble has been self-employed as a corporate communications and development consultant for publicly listed mineral exploration and development companies since 2019.	Jun 12, 2023	478,000
Donald C. Huston BC, Canada *Acting CFO & Director*	Mr. Huston has been self-employed as a management consultant since April 1996. He is also a corporate director and senior officer of publicly listed companies.	Jul 18, 2000	15,346

James G. Pettit BC, Canada *Chairman & Director*	Mr. Pettit has been self-employed as a management consultant since April 1999. Mr. Pettit is also a director and/or senior officer of several publicly-listed companies.	Jan 4, 2002	1,345,812
Timothy J. Termuende(A)(C) BC, Canada *Director*	Consulting Geologist. Mr. Termuende is a director and/or officer of several publicly listed mineral exploration companies.	Mar 3, 2011	540,400
Amanda Chow(A)(C) BC, Canada *Director*	Ms. Chow has been a Chartered Professional Accountant at Kwok & Company since October 2002. She has also been a director and officer of several publicly-listed companies.	Oct 12, 2005	10,225

(A) Audit Committee member

(C) Compensation Committee member

The terms of office of those nominees who are presently directors of the Company will expire as of the date of the Meeting. All of the directors who are elected at the Meeting will have their term of office expire at the next Annual General Meeting of the Company.

Corporate Cease Trade Orders and Bankruptcies

No proposed director of the Company is, or within the 10 years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company that:

(a) was subject to an order that was issued while the proposed director was acting in the capacity of director, chief executive officer or chief financial officer, or

(b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity of director, chief executive officer or chief financial officer.

For the purposes of the preceding paragraph, “order” means a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, and which, in each case, was in effect for a period of more than 30 consecutive days.

No proposed director of the Company:

(a) is, at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

No proposed director of the Company has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

The above information was provided by management of the Company.

Appointment of Auditor

The shareholders will be asked to approve the re-appointment of Davidson & Company LLP, Chartered Professional Accountants, of 1200 – 609 Granville Street, Vancouver, British Columbia, as auditor of the Company for the ensuing year, at a remuneration to be fixed by the Company's Board. Davidson & Company LLP has acted as auditor of the Company since February 22, 2013.

Approval of Stock Option Plan

At the Meeting, shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution approving renewal of the Company's Stock Option Plan (the "**Option Plan**"). The Option Plan was adopted by the Board on October 23, 2023, and was most recently ratified and approved by the shareholders on December 2, 2025. The purpose of the Option Plan is to assist the Company in attracting, retaining and motivating directors, senior officers, employees, management company employees and consultants (collectively "**Eligible Persons**") to the Company and its subsidiaries and to closely align the personal interests of such Eligible Persons with the interests of the Company and its shareholders. Options granted under the Option Plan will be non-assignable and may be granted for a term not exceeding that permitted by the Exchange (currently ten years). A summary of the material aspects of the Option Plan is as follows:

1. the adoption and implementation of the Option Plan is subject to shareholder approval and acceptance by the Exchange;

2. the Option Plan will be administered by the Company's Board of Directors or, if the Board so designates, a Committee of the Board appointed in accordance with the Option Plan to administer the Option Plan;

3. the maximum number of shares in respect of which options may be outstanding under the Option Plan at any given time is equivalent to 10% of the issued and outstanding shares of the Company at that time, less the number of shares, if any, subject to existing options;

4. following termination of an optionee's employment, directorship, consulting agreement or other qualified position, the optionee's option shall terminate upon the expiry of such period of time following termination, not to exceed 90 days (30 days if the optionee is engaged in providing investor relations services), as has been determined by the directors;

5. an option granted under the Option Plan will terminate one year following the death of the optionee. These provisions do not have the effect of extending the term of an option which would have expired earlier in accordance with its terms, and do not apply to any portion of an option which had not vested at the time of death or other termination;

6. as long as required by Exchange policy, no one individual may receive options on more than 5% of the issued and outstanding shares of the Company (the "Outstanding Shares") in any 12-month period, no one consultant may receive options on more than 2% of the Outstanding Shares in any 12-month period, and options granted to persons employed to provide investor relations services may not exceed, in the aggregate, 2% of the Outstanding Shares in any 12-month period;

7. options may not be granted at prices that are less than the Discounted Market Price as defined in Exchange policy which, subject to certain exceptions, generally means the most recent closing price of the Company's shares on the Exchange, less a discount of from 15% to 25%, depending on the trading value of the Company's shares;

8. for any option which would otherwise expire during the period during which the optionee was prohibited from trading in the Company's securities (a "Blackout Period"), the term of such option shall be extended such that the option shall expire at the close of business on the tenth business day subsequent to the date the Blackout Period has been terminated;

9. any amendment of the terms of an option shall be subject to any required regulatory and shareholder approvals; and

10. in the event of a reorganization of the Company or the amalgamation, merger or consolidation of the shares of the Company, the Board of Directors shall make such appropriate provisions for the protection of the rights of the optionee as it may deem advisable.

As disclosed above, the adoption of the Option Plan is subject to the Company receiving shareholder approval therefor.

The form of resolution to be placed before shareholders at the Meeting is as follows:

"BE IT RESOLVED, as an ordinary resolution, that:

1. The renewal by the Company of the Option Plan, as described in the Information Circular dated November 3, 2026, prepared in connection with this annual general meeting of shareholders, is hereby approved, ratified and confirmed.

2. The board of directors of the Company is authorized to perform such further acts and execute such further documentation as may be required to give effect to the foregoing."

The full text of the Option Plan will be presented to the shareholders at the Meeting. Shareholders may also view the Option Plan in advance of the Meeting by requesting a copy of the Option Plan from the Company by email at info@abengold.com.

The policy of the Exchange requires that, to be effective, the Option Plan must be approved by a majority of votes cast at the Meeting.

OTHER MATTERS TO BE ACTED UPON

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. The management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Additional information concerning the Company is available on SEDAR+ at www.sedarplus.ca. Financial information concerning the Company is provided in the Company's comparative financial statements and related management's discussion and analysis for the fiscal year ended September 30, 2025.

Shareholders wishing to obtain a copy of the Company's financial statements and management's discussion and analysis may contact the Company as follows:

ABEN GOLD CORP.
1030 – 505 Burrard Street, Vancouver, BC, V7X 1M5
Telephone: (604) 687-3376
E-mail: info@abengold.com

BOARD APPROVAL

The contents of this Information Circular have been approved and its mailing has been authorized by the Directors of the Company.

DATED at Vancouver, British Columbia, as of November 3, 2026.

ON BEHALF OF THE BOARD
/s/ "Riley Trimble"
Riley Trimble
President and CEO

Schedule A

ABEN GOLD CORP.
(the "Company")

AUDIT COMMITTEE CHARTER

PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of the Company is to provide an open avenue of communication between management, the Company's independent auditor and the Board and to assist the Board in its oversight of:

(a) the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;

(b) the Company's compliance with legal and regulatory requirements related to financial reporting; and

(c) the independence and performance of the Company's independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company's articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with generally accepted accounting principles ("GAAP"). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor's responsibility is to audit the Company's financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with GAAP.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

AUTHORITY AND RESPONSIBILITIES

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.

2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.

3. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.

4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.

5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.

6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.

7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.

8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.

9. Pre-approve all non-audit services to be provided to the Company by the independent auditor.

10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.

11. Establish and review the Company's procedures for the:

    (a) receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and

    (b) confidential anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.

12. Conduct or authorize investigations into any matters that the Committee believes are within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.

13. Perform such other functions and exercise such other powers as are prescribed from time to time for the Audit Committee of a reporting issuer in Parts 2 and 4 of National Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the Articles of the Company.