

FORM 11

NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: **Abound Energy Inc. (the "Issuer")**.

Trading Symbol: **ABND**

Date: **February 4, 2024**

1. New Options Granted:

Date of Grant: **January 30, 2024 – Stock Options**

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Scott Larson	Director	Y	50,000	0.33	Jan 30, 2029	Nil
Jason Birmingham	Director, Interim President and Interim CEO	Y	450,000	0.33	Jan 30, 2029	Nil
Simon Fan	Director	Y	550,000	0.33	Jan 30, 2029	Nil
Keith Morlock	Director	Y	550,000	0.33	Jan 30, 2029	Nil
P. Douglas MacDonald	Consultant	N	425,000	0.33	Jan 30, 2029	Nil
Swapan Kakumanu	CFO	Y	200,000	0.33	Jan 30, 2029	Nil
Christine Pankiw	Corporate Secretary	Y	75,000	0.33	Jan 30, 2029	Nil
Robert F. Parker	Consultant	N	75,000	0.33	Jan 30, 2029	Nil
Rodney Ireland	Consultant	N	75,000	0.33	Jan 30, 2029	Nil

Total Number of optioned shares proposed for acceptance: **2,450,000 stock options** .

2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
David Hodge	3,454 DSUs 9,295 DSUs 25,770 DSUs 26,102 DSUs	N/A N/A N/A N/A	Aug 16, 2022 Oct 17, 2022 Apr 26, 2023 Jul 26, 2023	Participants cease to be eligible for further DSU grants upon them ceasing to be a director of the Company for any reason. The shares underlying DSUs which have been granted prior to the Participant ceasing to be a director will be issued in accordance with the terms of the LTIP.
Spiral Investments Corp. (Gurcharn Deol)	3,454 DSUs 9,295 DSUs 25,770 DSUs 26,102 DSUs	N/A N/A N/A N/A	Aug 16, 2022 Oct 17, 2022 Apr 26, 2023 Jul 26, 2023	Participants cease to be eligible for further DSU grants upon them ceasing to be a director of the Company for any reason. The shares underlying DSUs which have been granted prior to the Participant ceasing to be a director will be issued in accordance with the terms of the LTIP.
MaxEn Capital Advisors, Ltd.	14,706 RSU	N/A	Apr 4, 2023	Apr 4, 2024

⁽¹⁾ Set out number of optioned shares for each grant with different terms.

3. Additional Information

- If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held.
- State the date of the news release announcing the grant of options.
- State the total issued and outstanding share capital at the date of grant or amendment.
- State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options.

- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan.
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.
- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated: February 4, 2024

Jason Birmingham
Name of Director or Senior Officer

"Jason Birmingham"
Signature

Interim President and Interim CEO
Official Capacity