



Notice and Management Proxy Circular
For the 2017 Annual General Meeting of
Shareholders

To be Held at

**Hôtellerie Rive Gauche
1810 Richelieu Blvd.
Beloeil, Quebec**

On

December 8, 2017
9:30 a.m. (Montreal Time)

ABCOURT MINES INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN That the annual general meeting of the shareholders (the « **Meeting** ») of Abcourt Mines Inc. (the « **Corporation** ») will be held at l'Hôtellerie Rive Gauche, Room Le Bouleau, 1810 Richelieu Blvd., Beloeil (Quebec), on December 8, 2017 at 9:30 a.m. (Montreal time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended June 30, 2017, together with the report of the independent auditors thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation for the ensuing year and to authorize the board of directors to fix their remuneration; and
4. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The accompanying management proxy circular (the « **Circular** ») provides additional information relating to the matters to be dealt with at the Meeting.

The management discussion and analysis, the audited financial statements of the Corporation and the report of the independent auditors to the shareholders for the year ended June 30, 2017, are posted on the Corporation's profile on the SEDAR website at www.sedar.com

Holders of common shares on November 3, 2017 at 5:00 p.m. (Montreal time) will be entitled to receive this notice and to vote at the Meeting either in person or by proxy. The Circular explains how shareholders may exercise their right to vote.

Shareholders who are unable to attend the Meeting are entitled to be represented at the Meeting by proxy and are requested to date, sign and return the enclosed form of proxy in the envelope provided for that purpose or, alternatively, to vote by telephone or over the Internet, the whole in accordance with the instructions enclosed form of proxy. In order to be valid, proxies must be received at the Montreal office of the Corporation's transfer agent, Computershare, Proxy Department, 8th Floor, 100, University Avenue, Toronto, Ontario, M5J 2Y1, not later than 5:00 p.m. (Montreal Time) on December 6, 2017, or not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in Montreal) before any adjournment of the Meeting.

Dated in Rouyn-Noranda, Quebec, on November 6, 2017

By Order of the Board of Directors

(S) *Julie Godard*
Corporate Secretary