



Notice and Management Proxy Circular  
For the 2018 Annual General Meeting of  
Shareholders

To be Held at

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

On

**December 14, 2018**  
9:30 a.m. (Montreal Time)

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# ABCOURT MINES INC.

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

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**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, 1810 Richelieu Blvd., Beloeil (Quebec), on December 14, 2018 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, 2018, 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, 2018, are posted on the Corporation's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com)

Holders of common shares on November 13, 2018 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, 8<sup>th</sup> Floor, 100, University Avenue, Toronto, Ontario, M5J 2Y1, not later than 5:00 p.m. (Montreal Time) on December 12, 2018, 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 14, 2018

By Order of the Board of Directors

(S) *Julie Godard*  
Corporate Secretary

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# ABCOURT MINES INC.

## MANAGEMENT INFORMATION CIRCULAR ANNUAL AND GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 14, 2018

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### GENERAL PROXY INFORMATION

#### Solicitation of Proxies

This management information circular (the «**Circular**») is provided in connection **with the solicitation by the management of Abcourt Mines Inc. (the «Corporation» or «Abcourt») of proxies** to be used at the Annual and General Meeting of shareholders of the Corporation (the «**Meeting** ») to be held on December 14, 2018 and at any adjournment thereof for the purposes set forth in the accompanying Notice of Meeting. While management intends to solicit most proxies by mail, some proxies may be solicited by telephone, email or other personal contact by directors or officers of the Corporation. Those persons will not receive any extra compensation for those activities. The total cost of the solicitation will be borne by the Corporation.

#### Appointment and Revocation of Proxies

The persons named in the accompanying form of proxy are officers and directors of the Corporation. **However, each shareholder has the right to appoint a person (who need not be a shareholder) other than the persons specified in the form of proxy to attend and act on behalf of that shareholder at the Meeting. Such right may be exercised by inserting the name of such person in the blank space provided in such form of proxy and depositing the completed proxy with Computershare, by mail to or in person at Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1 or by fax at 1-866-249-7775, not later than 5:00 p.m. (Montreal time) on December 12, 2018, or not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in Montreal) before any adjourned Meeting.** The Chairman of the Meeting may waive this time limit for receipt of proxies by Computershare without notice.

It is important to ensure that any other person appointed attends the Meeting and is aware that he or she has been appointed to vote the shares. Proxy holders should, upon arrival at the Meeting, present themselves to a representative of Computershare.

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by his or her attorney authorized in writing and depositing it either (i) at the registered office of the Corporation to the attention of the Corporate Secretary no later than the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or (ii) with the Chairman of the Meeting on the day of, but prior to the commencement of the Meeting or any adjournment thereof. A shareholder may also revoke a proxy by delivering another form of proxy duly signed and bearing a later date, by depositing it in the above manner or in any other manner permitted by law.

#### Voting of Proxies

The persons named in the enclosed form of proxy will vote or withhold from voting the common shares of the Corporation (the «**Common Shares**») in respect of which they are appointed in accordance with the direction of the shareholders appointing them on any ballot that may be called for and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **Where such a shareholder fails to specify a choice, the persons named in the enclosed form of proxy will vote the Common Shares represented by such proxy FOR each of the matters referred to in this Circular.**

There are four ways for registered shareholders to vote their Common Shares. A shareholder is a registered shareholder if his or her name appears on his or her share certificate. A registered shareholder may: (i) vote in person at the Meeting; (ii) complete and sign the enclosed form of proxy and appoint one of the named persons or another person the shareholder chooses to represent him and to vote his shares at the Meeting and mail or fax it; (iii) vote electronically on the Internet; or (iv) vote by telephone. Shareholders should make sure that the person they appoint is aware that she or he is appointed and attends the Meeting. Completing, signing and returning the form of proxy does not preclude a shareholder from attending the Meeting in person. If a shareholder does not wish to attend the Meeting or does not wish to vote in person, the shareholder's proxy will be voted or withheld from voting, in accordance with the instructions specified on his or her proxy, on any ballot that may be called at the Meeting. If the shareholder is a corporation or other legal entity, the form of proxy must be signed by an officer or attorney authorized by such corporation or other legal entity.

If a registered shareholder wishes to attend the Meeting and wishes to vote her or his shares in person at the Meeting, it is not necessary for the registered shareholder to complete or return the form of proxy. Registered shareholders' votes will be taken and counted at the Meeting. Registered shareholders should register with the Corporation's transfer agent, Computershare, upon arrival at the Meeting.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and to other matters which may properly come before the Meeting. At the time of this Circular, the management of the Corporation knows of no such amendment, variation or other matter expected to come before the Meeting other than the matters referred to in the Notice of Meeting.

### **Advice to Beneficial Holders of Shares**

The information set forth in this section should be reviewed carefully by the non-registered shareholders of the Corporation. Shareholders who do not hold their Common Shares in their own name ("**Beneficial Shareholders**") should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation's registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If the Common Shares are not registered in the shareholder's own name, they are held in the name of a "nominee", usually a bank, trust company, securities dealer or broker or other financial institution. Applicable securities laws and regulations require nominees of Beneficial Shareholders to seek their voting instructions in advance of the Meeting. Therefore, unless a Beneficial Shareholder has previously informed his or her nominee that he or she does not wish to receive material relating to shareholders' meetings, he or she will receive this Circular in a mailing from such nominee, together with a form of proxy or voting instruction form. Each nominee has its own signature and return instructions. It is important that the Beneficial Shareholder comply with these instructions if he or she wants the voting rights attached to her or his shares to be exercised. If the Beneficial Shareholder which has submitted a proxy wishes to change his or her voting instructions, the Beneficial Shareholder should contact his or her nominee to find out whether this is possible and what procedure to follow.

Neither the Corporation nor its registrar and transfer agent have a record of the names of the Beneficial Shareholders of the Corporation. If a Beneficial Shareholder attends the Meeting, neither the Corporation nor the registrar and transfer agent will have knowledge of the Beneficial Shareholder's shareholdings or his or her entitlement to vote, unless the nominee has appointed the Beneficial Shareholder as proxyholder. Therefore, if you are a Beneficial Shareholder and wish to vote in person at the Meeting, you must insert your name in the space provided on the form of proxy or voting instruction form sent to you by your nominee. By doing so, you are instructing the nominee to appoint you as proxyholder. It is important that the signature and return instructions provided by the nominee are complied with. It is not necessary to otherwise complete the form as you will be voting at the Meeting.

If you are a Beneficial Shareholder and Computershare has sent these proxy materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding Common Shares on your behalf. By choosing to send these proxy materials to you directly, the Corporation (and not the intermediary holding Common Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please complete and return the materials in accordance with the instructions provided by Computershare.

All references to shareholders in this Circular and the accompanying form of proxy and Notice of Meeting are to registered shareholders unless specifically stated otherwise.

### **Record Date**

The directors have fixed at November 13, 2018, the record date for purposes of determining the shareholders entitled to receive notice of and to vote at the Meeting.

### **Voting Securities and Principal Holders**

As at November 13, 2018, there were 288,703,070 Common Shares issued and outstanding. Each Common Share entitles the holder thereof on record as of November 13, 2018, to one vote. In accordance with the provisions of the *Business Corporations Act* (Quebec), the Corporation will prepare a list of holders of Common Shares on the record date. Each holder of Common Shares named in the list will be entitled to one vote per Common Share shown opposite his, her or its name on the list at the Meeting.

To the knowledge of the management of the Corporation, as at November 13, 2018, the following persons beneficially owned, directly or indirectly, or exercised control or direction over more than 10% of the issued and outstanding securities of the Corporation: Renaud Hinse, Chief Executive Officer, directly and through Decochib Inc., for 16.84% of the outstanding Common Shares (no taking into account the 5,000,000 stock options and 5,000 warrants held by Mr. Hinse, directly or indirectly), and François Mestrallet, director, directly and through SARL MF and SARL NOVA, for 17.59% of the outstanding Common Shares (no taking into account the 450,000 stock options held by Mr. Mestrallet).

As of November 13, 2018, the directors and executive officers of the Corporation as a group, beneficially own, directly or indirectly, or exercise control or direction over, 106,965,281 Common Shares, representing approximately 37 % of the outstanding Common Shares.

### **Interest of Certain Persons in Matters to be Acted Upon**

At the date of this Circular, to the best of its knowledge and except as disclosed in this Circular, management of the Corporation is not aware of any director or executive officer, present or nominated hereunder, or any associate or affiliate of such persons, who, since the beginning of the Corporation's last financial year, has an interest, direct or indirect, in any matter to be acted upon at the Meeting, except that such persons may be directly involved in the normal business of the Meeting or the general affairs of the Corporation.

## **BUSINESS OF THE MEETING**

### **1) Financial Statements**

The audited financial statements of the Corporation for the year ended June 30, 2018, together with the auditor's report thereon, will be presented before the Meeting. The audited financial statements have been mailed to shareholders who have informed the Corporation that they wish to receive a copy of such documents. No vote will be taken on the audited financial statements and receipt of such financial statements will not constitute approval or disapproval of any matters referred to therein. The audited consolidated financial statements may be consulted on the SEDAR website at [www.sedar.com](http://www.sedar.com) and on the Corporation's website at [www.abcourt.com](http://www.abcourt.com).

## 2) Election of Directors

The board of directors of the Corporation (the “**Board**”) currently consists of four members. **The persons named in the enclosed form of proxy intend to vote FOR the election of each of the nominees listed below unless the shareholder signing a proxy has indicated his or her desire to abstain from voting regarding the election of directors.** Each director will hold office until the next annual meeting of shareholders of the Corporation or until the election of his successor, unless he resigns or his office becomes vacant by removal, death or other cause.

All of the nominees are currently directors of the Corporation, except Mrs. Nicole Veilleux and Mr. Daniel Adam. Three of the six nominees considered as “independent” within the meaning of *Regulation 52-110 Respecting Audit Committees* (“**Regulation 52-110**”). Mr. André De Guise, who was an independent director, has resigned on October 22, 2018 and Mr. Marc Filion, who was not an independent director, has resigned on March 2, 2018.

The following table sets forth the name, municipality and province of residence, office held with the Corporation, date on which each first became a director, principal occupation, business or employment during the last five years and number of Common Shares held by each of the nominees as directors of the Corporation. The information on the nominees in the following table has been furnished by the respective nominees individually. With the exception of Nicole Veilleux and Daniel Adam, the persons indicated below have been elected as directors of the Corporation at a shareholders meeting for which a circular was provided.

Ms. Veilleux is a professional chartered accountant with over 30 years of experience in financing, including her experience as auditor with KPMG S.E.N.C.R.L. and as financial analyst for Industries Norbord inc. and Fonds régional de solidarité de l’Abitibi-Témiscamingue. She has served as Vice-President of Finance at Richmond Mines Inc. until the acquisition by Alamos Gold Inc. in 2017; Prior positions held during her 20-year career at Richmond Mines include Controller, Financial Director and Chief Financial Officer.

Mr. Adam holds a master in geology and a PhD in geology from the University of Lorraine, France, and is a member of the Ordre des géologues du Québec and the Association of Professional Geoscientists of Ontario. M. Adam held the positions of Director of Exploration and then Vice-president, Exploration for Richmond Mines Inc. until its acquisition by Alamos Gold Inc. in 2017. Before that, he worked for BHP Billiton, Selbaie Mines project, for about 20 years, including as Project Geologist, Production Geologist, Superintendent of Operations and Environment Coordinator.

NAME, MUNICIPALITY AND PROVINCE OF RESIDENCE AND OFFICE HELD WITH THE CORPORATION	PRINCIPAL OCCUPATION DURING THE LAST FIVE YEARS	DATE OF ELECTION TO THE BOARD OF DIRECTORS	NUMBER OF COMMON SHARES BENEFICIALLY OWNED, OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY, AS OF NOVEMBER 13, 2018
<b>Renaud Hinse</b> <sup>(2)</sup> Mont St-Hilaire (Quebec) President, CEO and Non-independent director	Mining Engineer; President and CEO of the Corporation	December 1979	48,603,615
<b>Jean-Guy Courtois</b> Montreal (Quebec) Non-independent director	Retired	December 1979	429,393
<b>Normand Hinse</b> <sup>(1) (2)</sup> Quebec (Quebec) Non-independent director	B.A.A., President of Rayco Electronic System Ltd (private company involved in control systems for heavy equipment)	November 1986	7,150,273
<b>François Mestrallet</b> <sup>(1)</sup> Longvic, (France) Independent director	Veterinarian member of the “École nationale vétérinaire” of Lyon, France. Since 1983, President of Demavic, private company located in France manufacturing materials for animals	December 2013	50,782,000
<b>Nicole Veilleux</b> Rouyn-Noranda (Quebec) Nominee- Independent	CPA, CA, Vice-President Finance at Richmond Mines Inc. from September 2014 to November 2017; prior to that, Chief Financial Officer for Richmond Mines Inc..	--	0

NAME, MUNICIPALITY AND PROVINCE OF RESIDENCE AND OFFICE HELD WITH THE CORPORATION	PRINCIPAL OCCUPATION DURING THE LAST FIVE YEARS	DATE OF ELECTION TO THE BOARD OF DIRECTORS	NUMBER OF COMMON SHARES BENEFICIALLY OWNED, OR CONTROLLED OR DIRECTED, DIRECTLY OR INDIRECTLY, AS OF NOVEMBER 13, 2018
<b>Daniel Adam</b> Rouyn-Noranda (Quebec) Nominee-Independent	Exploration Manager, then Vice-President, Exploration, for Richmond Mines Inc. from 2008 to November 2017	-	0

**Notes:**

- (1) Member of the Audit Committee.
- (2) Member of the Environment, Human Resources and Health and Safety Committee.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No director of the Corporation is, as at the date of this Circular, or has been within the last ten years, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to 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 applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an "**Order**"), which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such company; 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 as director, chief executive officer or chief financial officer of such company.

No director of the Corporation:

- (a) is, as at the date of this Circular, or has been within the last ten years, a director or executive officer of any 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;
- (b) has, within the last ten years, 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 his, her or its assets;
- (c) has been subject to 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
- (d) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to reasonable investor in making an investment decision regarding the Corporation.

### 3) Appointment of Independent Auditors

Dallaire & Lapointe Inc, Chartered Professional Accountants of Rouyn-Noranda, Quebec, are the independent auditors of the Corporation since its financial year ended June 30, 2007. Management proposes that Dallaire & Lapointe Inc. be reappointed as the auditors of the Corporation for the financial year ending June 30, 2019 and that the Board be authorized to fix their remuneration.

**The persons named in the enclosed proxy form intend to vote FOR the appointment of Dallaire & Lapointe Inc., Chartered Professional Accountants, as auditors of the Corporation and the authorization to the Board to fix their remuneration unless the shareholder specifies that his or her proxy form be withheld from voting thereon.**

### 4) Other Business

Management of the Corporation knows of no other matter to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters which are not known to the management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in according with their best judgment.

### DIRECTORS AND NAMED EXECUTIVE OFFICERS COMPENSATION

The following table sets forth the information required under *Form 51-102F6V-Statement of Executive Compensation-Venture Issuers of Regulation 51-102 respecting Continuous Disclosure Obligations* (the "**Form 51-102F6V**"), regarding all compensation paid, payable, granted or otherwise provided during the two most recent complete financial years of the Corporation, to all persons acting as directors or as "**Named Executive Officers**" (the "**NEOs**"), as this expression is defined in Form 51-102F6V, for the financial year ended June 30, 2018. The Chief Executive Officer (the "**CEO**") and the Chief Financial Officer (the "**CFO**") were the only NEOs of the Corporation for the year ended June 30, 2018. Renaud Hinse acted as CEO for the entire last two financial years and Marc Fillion acted as CFO until March 2, 2018. He was replaced by Christine Lefebvre as CFO on May 15, 2018.

*Table of Compensation, Excluding Compensation Securities*

Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$) (4)	Value of perquisites (\$) (5)	Value of all other compensation (\$) (6)	Total compensation (\$)
Renaud Hinse CEO and Director	2018	374,534 <sup>(1)</sup>	N/A	0	0	N/A	374,534
	2017	354,883 <sup>(1)</sup>		0	0		354,883
Marc Fillion CFO and Director until March 2, 2018	2018	- <sup>(2)</sup>	N/A	3,477	0	N/A	3,477
	2017	14,187 <sup>(2)</sup>		5,670	0		19,857
Christine Lefebvre Interim CFO since May 15, 2018	2018	16,937 <sup>(3)</sup>	N/A	N/A	0	N/A	16,937
Normand Hinse Director	2018	0	N/A	1,154	0	N/A	1,154
	2017	0		2,850	0		2,850
Jean-Guy Courtois Director	2018	0	N/A	767	0	N/A	767
	2017	0		1,920	0		1,920
André DeGuisse Director	2018	0	N/A	767	0	N/A	767
	2017	0		1,920	0		1,920
François Mestrallet Director	2018	0	N/A	767	0	N/A	767
	2017	0		2,820	0		2,820

**Notes:**

- (1) This number represents amounts paid to Decochib Inc., ( “**Decochib**” ) a private company controlled by the CEO and members of his family, as engineer and consultant fees for services rendered to the Corporation by Renaud Hinse. Decochib does not employ or retain any other individual to act as NEO or director of the Corporation and does not provide executive management services to any other company. See the heading “**Interest of Informed Persons in Material Transactions**” for other amounts paid to Decochib and Renaud Hinse other than amounts paid as compensation or for services rendered to the Corporation.
- (2) This number represents amounts paid to Marc Filion (directly or through a wholly owned private company) as consulting fees for professional services provided to the Corporation.
- (3) Ms. Lefebvre is also a full time employee, as chief accountant of the Corporation. The amount paid since her appointment as Chief Financial Officer of the Corporation includes her salary as chief accountant.
- (4) The Corporation pays to its directors, excepting the CEO, fees of \$ 660 for attendance in person to a board meeting and \$330 for attendance to a board meeting held by conference call. The Chairman of the audit committee also receives fees of \$660 per quarter.
- (5) Value of perquisites is indicated only if such perquisites are not generally available to all employees of the Corporation and that, in aggregate, their total value for the year are greater than: a) \$15,000, if the NEO or director’s total salary is \$150,000 or less; or b) 10% of NEO or director salary, if such total salary is greater than \$150,000 but less than \$500,000.
- (6) The Corporation has not concluded employment, consulting or management agreements providing payments to a NEO or to a director in case of change of control, severance, termination or constructive dismissal. Furthermore, the Corporation does not offer any retirement plan or defined benefit or contribution plans in favor of its NEOs and directors.

**Stock Options and other Compensation Securities**

During its last financial year ended June 30, 2018, the Corporation has not issued any compensation securities in favor of its directors and NEOs. The Corporation does not have any share-based award plan or other long-term incentive plan. As June 30, 2018, the only Common Share purchase options outstanding in favor of each director and NEO were as follows:

Compensation Securities							
Name and position	Type of compensation security <sup>(1)</sup>	Number of compensation securities and underlying securities, and percentage of class <sup>(2)</sup>	Date of issue or grant	Issue conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at last year end (\$)	Expiry Date
Renaud Hinse, President and CEO	Common Shares stock options	5,000,000	06-07-2016	0.125	0.13	0.05	06-07-2021
Marc Filion, CFO until March 2, 2018	Common Shares stock options	800,000	06-07-2016	0.125	0.13	0.05	06-07-2021 <sup>(3)</sup>
André De Guise, Director	Common Shares stock options	150,000	06-07-2016	0.125	0.13	0.05	06-07-2021 <sup>(3)</sup>
François Mestrallet, Director	Common Shares stock options	300,000 150,000	18-02-2014 06-07-2016	0.10 0.125	0.08 0.13	0.05	18-02-2019 06-07-2021
Jean-Guy Courtois, Director	Common Shares stock options	450,000	06-07-2016	0.125	0.13	0.05	06-07-2021
Normand Hinse, Director	Common Shares stock options	450,000	06-07-2016	0.125	0.13	0.05	06-07-2021

**Notes:**

- (1) The stock options have been granted pursuant to the Corporation’s stock option plan described under “**Securities Authorized for Issuance under Equity Compensation Plans**”. During the last financial year, no stock option has been cancelled, modified or replaced. As at June 30, 2018, all outstanding stock options were exercisable without restrictions.
- (2) Except for Renaud Hinse, the amount of stock options allocated to each of the directors and officers represent less than 1% of the outstanding common shares of the Corporation.

- (3) Options expire twelve months from the resignation of the director or officer of the Corporation. Mr. Filion resigned as of March 2, 2018 and Mr. De Guise as of October 22, 2018.

The following table indicates each exercise by a director or NEO of stock options during the last completed financial year of the Corporation ended June 30, 2018.

Name and Position	Type of compensation Securities	Number of underlying securities exercised	Exercise price by security (\$)	Exercise date	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise	Total value on exercise date (\$)
	Common Share purchase options	0					

### Oversight and Description of Director and NEOs Compensation

The Board of directors has no compensation committee. The Board assumes the responsibility to establish the compensation of each NEO based on the knowledge, skills, experience and level of responsibilities, taking into consideration the market conditions and the financial situation of the Corporation. The CEO makes proposals to the Board as to the compensation of the NEOs and the Chairman of the Audit Committee proposes the compensation of the directors. The Board reviews these proposals on an annual basis and, in doing such task, evaluates the NEOs achievements during the preceding year. At this stage of development of the Company, the Board does not take into consideration performance and goals to establish the NEOs compensation. Traditional performance standards, such as corporate profitability, earnings per share, results of exploration and development programs or the increase of benefits from its operations are not considered by the Board to be appropriate in the evaluation of the compensation of the NEOs. The compensation of the NEOs is based, in substantial part, on compensation practices and fees payable to external consultants in the industry and trends for junior companies. An important element of the compensation is the grant of stock options, which does not require cash disbursement from the Corporation.

The Corporation has not retained any third party advisors to conduct compensation reviews of its competitors' pay levels and practices.

The Corporation does not offer benefit programs, such as life, medical, long-term disability or other insurance and the directors and officers do not benefit from a retirement plan.

### Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth securities of the Corporation that are authorized for issuance under equity compensation plans as of June 30, 2018.

Plan Category	Number of Securities to be issued upon exercise of outstanding options	Average exercise price of outstanding options	Number of securities remaining available for issuance under equity compensation plans
Equity compensation plans approved by securityholders (Stock Option Plan)	7,800,000	\$0.12	3,950,000
Equity compensation plans not approved by securityholders	N/A	N/A	N/A

Pursuant to its Stock Option Plan, the Corporation may, from time to time, grant to eligible directors, officers, employees and consultants of the Corporation, options to acquire Common Shares in such number, at such exercise prices, and for such terms as may be determined by the Board. The Stock Option Plan is a plan whereby a fix number of Common Shares are issuable upon exercise of stock options. It was initially adopted in October 1996 and approved by the shareholders in December 1997 and was thereafter modified with the approval of the shareholders in December 2001 and December 2012. The maximum number of Common Shares that may be issued under the Stock Option Plan is 14,500,000.

The exercise price shall not be less than the closing price of the Common Shares on the TSX Venture Exchange (the “**Exchange**”) the day preceding the grant and is subject to the minimum exercise price allowed by the rules of the Exchange at the date of the grant. The maximum number of Common Shares which may be reserved for issuance to any one person pursuant to stock options during a twelve-month period may not exceed 5% of the Common Shares outstanding at the time of grant (on a non-diluted basis). No more than 2% of the issued shares of the Corporation may be granted to any one consultant in any 12 month period. No more than 2% of the issued shares of the Corporation may be granted to a person conducting investor relations activities in any 12 month period. Options shall vest and the method of vesting, provided that options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than ¼ of the options vesting in any three month period.

All options must be exercised no later than 5 years from the date of the grant and they are not transferable. Unless otherwise decided by the Board, if a director, employee or consultant ceases to act as such (including in reason of death), each option held by such person will be exercisable during 12 months following the date on which such person ceased to be a participant under the Stock Option Plan but only up to and including the original option expiry date. Options granted to a person engaged in investor relations activities must expire within 30 days after this person ceases to be employed to provide such services.

When granted, the Board may determine other restrictions or conditions to the exercise of the stock options. As of June 30, 2018, the outstanding stock options were not subject to any such specific restrictions or conditions.

### **Indebtedness of Directors and Executive Officers**

No director, officer, employee or previous directors, officers or employees of the Corporation was indebted to the Corporation at any time in its last completed financial year in connection with the purchase of securities of the Corporation or for any other reason.

## **AUDIT COMMITTEE INFORMATION**

Regulation 52-110 requires the Corporation to disclose annually certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

### **Charter of the Audit Committee**

The charter of the audit committee is annexed as Schedule “A”.

### **Composition of the Audit Committee**

Since the resignation of Marc Filion as director and member of the audit committee, the audit committee is composed of Normand Hinse and François Mestrallet. Following the Meeting, the Board shall appoint Nicole Veilleux as third member and chair of the audit committee if she is elected as a director of the Corporation.

Regulation 52-110 provides some guidance to determine if a member of an audit committee is “independent”. Based on Regulation 52-110, the Board has determined that Normand Hinse is not independent in reason of his family relationship with the CEO of the Corporation. Although François Mestrallet owns more than 10% of the outstanding Common Shares, the Board has examined relevant facts and circumstances and determined that he is not automatically controlling the Corporation and that he is still an independent member of the audit committee. Nicole Veilleux will be an independent member of the audit committee.

The Board has also determined that each of the members of the audit committee is “financially literate” within the meaning of Regulation 52-110.

### *Normand Hinse*

Normand Hinse holds a baccalaureate in business administration from the University of Quebec in Trois-Rivières. He is president and owner of a private company involved in control systems for heavy equipment, with its head office in Quebec City and offices in England, United States, Singapore and Egypt. He is a director of the Corporation since November 1986.

*François Mestrallet*

François Mestrallet is a business man, president of Demavic since 1983, a private company of France manufacturing equipment for animals. He is a director of the Corporation since December 2013.

*Nicole Veilleux (nominee)*

Nicole Veilleux holds the title of Professional Chartered Accountant and has over 30 years of experience in finance, of which about twenty years as Controller, Financial Director, Chief Financial Officer and Vice-President of Finance for a mining company.

### **Pre-approval Policies and Procedures for Audit Services**

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services.

### **External Auditor Service Fees**

Dallaire & Lapointe Inc., Chartered Professional Accountants of Rouyn-Noranda ("**Dallaire & Lapointe**") are the Corporation's external auditors since its fiscal year ended June 30, 2007.

#### *(a) Audit Fees*

"Audit fees" consist of fees for professional services for the audit of the Corporation's annual financial statements, assistance with interim financial statements, and related matters. Dallaire & Lapointe billed the Corporation \$51,000 in audit fees for the financial year ended June 30, 2017 and those fees are estimated at \$50,500 for the financial year ended June 30, 2018.

#### *(b) Audit-Related Fees*

"Audit-related fees" consist of fees for professional services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and which are not reported under "Audit Fees" above. No audited related fees were incurred by the Corporation for the financial years ended June 30, 2017 and 2018.

#### *(c) Tax Fees*

"Tax fees" consist of fees for professional services for tax compliance, tax advice and tax planning. No tax fees were incurred by the Corporation for the financial years ended June 30, 2017 and 2018.

#### *(d) All Other Fees*

Dallaire & Lapointe have not billed any amount to the Corporation for any other fees for other services during the financial years ended June 30, 2017 and 2018.

### **Reliance on Exemptions**

Notwithstanding that the Corporation is providing this information on the audit committee in this Circular, the Corporation is relying on exemptions set out in section 6.1 of Regulation 52-110 which allows venture issuers to be exempted from certain reporting obligations of Part 3 (composition of the audit committee) and Part 5 (reporting obligations).

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

For the purposes of this Circular, "informed person" means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation; (c) any person or company who beneficially owns or exercises control or direction over, directly or indirectly, voting securities of the Corporation carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than voting securities held by the

person or company as underwriter in the course of a distribution; and (d) the Corporation, 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 below or as may be set out elsewhere in this Circular, to the best of the Corporation's knowledge, no informed person of the Corporation has or had, directly or indirectly, any material interest in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation.

For the financial year closed on June 30, 2018, the Corporation paid amount of \$519,193 to Décochib pursuant to a 2% net smelter return royalty affecting the major part of the Elder mine property. Décochib bought that royalty in June 2001 from Canuc Resources Corporation (successor to Nova Beaucage Mines Limited), an arm's length party to Décochib and to the Corporation. That royalty was held by Canuc Resources Corporation following the sale in January 1994 of its participation in the joint venture enterprise that was affecting a part of the Elder mine property.

For the year ended June 30, 2018, professional fees and disbursements (including share issuance expenses and shareholders and investors information fees) totaling \$36,784 have been paid to the corporate secretary of the Corporation.

Since the beginning of its last financial year, the Corporation has proceeded with private placements in which some directors and officers have participated, as indicated below:

- Placement of \$994,447 closed in December 2017 at a price of \$0.085 per flow-through share and \$750 per unit, each unit consisting of 10,000 Common Shares and 5,000 Common Share purchase warrants, one warrant and \$0.10 giving the right to acquire one Common Share on or before December 31, 2019 (no warrant exercised up to date). Renaud Hinse purchased 412,000 flow-through shares and one unit and Décochib purchased 750,000 flow through shares; Normand Hinse purchased 67 units.

### **CORPORATE GOVERNANCE PRACTICES**

The following table describes the Corporation's approach to corporate governance with reference to Form 58-101-F2 of *Regulation 58-101 respecting Disclosure of Corporate Governance Practices* ("the **Regulation 58-101**") for venture issuers. The matters pertaining to the corporate governance practices are studied by the Board.

Composition of the Board of directors (the " <b>Board</b> ")	The Board currently consists of four directors.  Renaud Hinse, CEO, Normand Hinse, son of the CEO and Jean-Guy Courtois, brother-in-law of the CEO are considered not to be independent pursuant to Regulation 52-110 in reason of their position as officers of the Corporation or the affiliation with an executive officer. François Mestrallet is considered as independent and, if elected, Nicole Veilleux and Daniel Adam will independent members of the Board.
Directorship	No director is currently also director of other reporting issuers.
Orientation and Continuing Education	The Board does not currently have a formal orientation program for new directors. The Board briefs all new directors with the policies of the Board and other relevant corporate and business information.
Ethical Business Conduct	The Board does not have a written code of ethics and conduct for the directors and officers. All the directors are required to act and carry-out their duties honestly and in good faith with a view to the best interest of the Corporation. The Corporation requests that all its directors act according to laws and rules whereby they are governed. Directors with an interest in a material transaction are required to declare their interest and abstain from voting on such transaction. All board members have solid track records in spheres ranging from financial to exploration in order to ensure a culture of ethical business conduct.

Nomination of Directors	The Board does not have a nominating committee. The current size and composition of the Board allows the entire Board to take the responsibility for finding and nominating new directors, taking into consideration the competencies, skills, experiences and ability to devote the required time.
Compensation Committee	The Board does not have a compensation committee. The current size of the Board allows the entire Board to take responsibility for considering compensation for the Corporation's executive officers and directors. An annual amount is paid to a private corporation related to the CEO for consulting and administration fees. Professional and consulting fees can also be paid to directors for professional services rendered to the Corporation. The Corporation grants meeting fees to its directors for their attendance to the Board meetings. Refer to section " <b>Oversight and Description of Director and NEOs Compensation</b> " above in this circular.
Other Board Committees	The Board has established an Environment, Health, Human Resources and Safety Committee composed of three members (Renaud Hinse, Normand Hinse and André De Guise up to his resignation in October 2018), of which only one is independent. This committee assists the Board in fulfilling its responsibilities by receiving and reviewing the monthly report from management on health, human resources and safety, and, as the case may be, the report on environment from the Chief Executive Officer.
Board Assessments	The Board is responsible for assessing its effectiveness as well as that of individual directors. The Board considers the mix of skills and experience that directors bring to the Corporation to assess whether they have the necessary skills to perform their function effectively. The Corporation communicates with its shareholders on a regular basis through press releases and the publication of financial information required to conform with its continuous disclosure obligations. The Corporation receives questions and comments from its shareholders by phone, email, on its web site and through the person responsible of investor relations.

## DIRECTORS' APPROVAL

The contents and the sending of this Circular have been approved by the Board of Directors of the Corporation.

November 14, 2018.

(S) Renaud Hinse

Renaud Hinse,  
President and Chief Executive Officer

## SCHEDULE "A"

### ABCOURT MINES INC. (THE "CORPORATION")

#### AUDIT COMMITTEE CHARTER

This Charter was adopted in conformity with *Regulation 52-110 on the Audit Committee* ("**Regulation 52-110**"). The Audit Committee Charter sets out the mandate and responsibilities of the Audit Committee (hereinafter described as the "**Audit Committee**" or the "**Committee**") and describes the qualifications and status required to become a member. The Committee reviews its charter periodically and, as required, makes recommendations to the Board of Directors (hereinafter described as the "**Board of Directors**" or the "**Board**") as to any changes to be made.

#### I. Overall Purpose - Role of Audit Committee

The Committee is a committee of the Board to whom the Board has delegated the responsibility of reviewing the financial reporting process. The Audit Committee has a general mandate to assist the Board in fulfilling its responsibilities with regard to the financial information of the Corporation and its accounting practices, mainly in the process of reporting and disclosure. In this context, the Committee:

- ensures the reliability and the integrity of the Corporation's financial statements and financial information, as well as other information made public by the Corporation;
- supervises the management of accounting systems and internal controls;
- assists in ensuring proper communications between the directors and the external auditors;
- supports the independence of the external auditors;
- supports the duties of the external directors in facilitating in-depth discussions between the directors members of the Audit Committee, Management and the external auditors;
- supervises the activities of the external auditors appointed to carry out an audit or to perform other related services; and
- recommends to the Board the appointment of the external auditors and their remuneration.

The Committee has the authority to examine and make recommendations on any question brought to its attention. The Committee, in carrying out this mandate, has access, upon request, to all relevant information concerning the Corporation's operations, whether this information is in the hands of the Corporation, a subsidiary or a related person.

The Committee may, at his own discretion, use the services of outside consultants.

#### 2. Committee Responsibilities - Audit

In general, the Committee's mandate is to supervise the reporting and disclosure processes of the Corporation and to report on its activities to the Board.

The Committee must ascertain that adequate procedures are in place to review the public disclosure by the Corporation of financial information extracted or derived from its financial statements and must periodically assess the adequacy of these procedures.

The Committee must establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and the confidential, anonymous submission by employees of the Corporation, if any, of concerns regarding questionable accounting or auditing matters.

And, more particularly,

## **2.1 Financial Statements, Notes, Management Reports and Press Releases**

2.1.1 The Committee examines the interim financial statements and the audited financial statements at year-end before making them public, as well as the documents prepared for electronic deposit with regulatory authorities. The Committee may make whatever changes it deems necessary to the financial statements. The Committee approves the interim financial statements and recommends the approval of the annual financial statements by the Board.

2.1.2 The Committee examines the notes to the financial statements and all management reports accompanying the financial statements distributed to the shareholders and/or to the regulatory authorities, as well as press releases issued along with the financial statements, notes and related comments. The Committee makes all the modifications deemed necessary to these documents. The Committee approves the interim documents and recommends the approval of the annual documents by the Board.

## **2.2 External Auditors**

2.2.1 The Committee makes recommendations to the Board with regard to the selection of external auditors, their remuneration and their reappointment, as the case may be. It reviews the audit plan with the external auditors and defines the specific needs of the Committee. The Committee receives the auditors' report with the accompanying notes.

2.2.2 The Committee meets with the external auditors before the beginning of their mandate and, at this meeting, examines and approves the scope of the audit plan as well as the audit fees allocated to the work to be done.

2.2.3 At that time, the Committee analyzes the external auditors' independence, reviews services other than audit services to be performed by the external auditors and determines if the nature and extent of these services may or may not be prejudicial to their independence. The Committee reviews the hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.

2.2.4 The Committee also meets with the external auditors at the meeting planned for the examination of the year-end audited financial statements and, on this occasion, receives the post-audit report that will mainly deal with:- The acceptability and quality of the Corporation's accounting principles;

- The quality of the accounting systems and internal controls put in place by Management to ensure the integrity of the accounting and financial information;
- The recommendations made by the auditors to Management with respect to the accounting systems and internal controls, and Management's response thereto;
- The assessment of the measures put in place to deal with the risks faced by the Corporation when, in the auditors' opinion, certain factors could have a material impact on the results of the Corporation; and
- The difficulties encountered by the external auditors in the course of their mandate, in particular any restrictions imposed by Management or serious accounting questions over which they disagreed with Management.

2.2.5 At these meetings, the Audit Committee may meet with the auditors, out of the presence of the Corporation's Management and the internal directors. In fact, the Committee has direct access to the external auditors and Management and may hold private and informal discussions with each of the parties, whenever deemed opportune in carrying out their mandate.

- 2.2.6 Also, the Management of the Corporation and the external auditors may, if necessary, ask to meet the members of the Committee to review with them all transactions, procedures or other questions which, in their opinion, are relevant to the mandate of the Committee.
- 2.2.7 The Audit Committee must approve, in advance, all the services that are not related to the audit that the external auditors do for the Corporation and its subsidiaries.
- 2.2.8 The Committee examines the conditions of the mandate of the external auditors and verifies that the fees are appropriate and reasonable for the audit and approves unpaid fees.
- 2.2.9 The Committee is in charge of resolving disagreements between the management of the Corporation and the external auditors concerning the financial reporting.

### **3. Responsibilities of the Committee - Conflicts of Interest**

Every year or more often, as required, the Committee examines:

- 3.1 Any situation that has been brought to its attention that may cause a conflict of interest and, more particularly, the approval of the financial conditions applicable within the framework of contracts with persons or companies related to or affiliated with the Corporation, to ensure that these contracts are as advantageous to the Corporation as if they had been negotiated with other parties.
- 3.2 Any eventual violation of a contract that is brought to its attention and which could have an impact on the financial statements.

### **4. Appointment of Auditors - Other Resources**

In performing its duties, the Committee may hire all necessary resources.

Each year, after having verified the qualifications of the incumbent or potential auditors, the Committee must recommend to the Board the appointment of external auditors. At its first meeting of the year in March, the Committee must consider whether it is appropriate, for the next fiscal year, to proceed with a call for tenders from various auditing firms or to renew the mandate of the auditors in place.

If Management proposes a change of external auditors, the Committee must be informed of the reasons for such a change and, in all cases, approve the information to be made public in accordance with the regulations.

### **5. Composition**

The Audit Committee consists of a minimum of three directors appointed by the Board at the first meeting following the annual general meeting of the shareholders.

All members of the Committee shall be financially literate. A member of the Committee who is not financially literate will work towards becoming financially literate in a reasonable delay. At least one (1) member of the Committee shall have accounting or related financial management expertise.

For the purposes of this Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation’s financial statements.

### **6. Chairman of the Committee**

The Chairman of the Committee is selected by the members of the Committee unless he is appointed by the Board; in the case of absence, unavailability or if he vacates his post, the chairmanship will be assumed by a member chosen by the Committee.

**7. Number of Meetings**

The Committee will meet at least four (4) times per year or more, if necessary. Meetings can be held by conference call.

A member of the Committee may convene a special meeting.

**8. Organization**

The Committee appoints a Secretary.

Before each Committee meeting, the Secretary distributes a written agenda to the members. The Secretary will also maintain minutes of each meeting.

**9. Quorum and Decisions**

A majority of Committee members shall constitute a quorum.

Provided there is a quorum, decisions are made by a vote of the majority of the members present.

**10. Report**

The Committee reports to the Board of Directors. The minutes of a Committee meeting constitute a report in itself.