



**MANAGEMENT'S DISCUSSION
AND ANALYSIS**

For the 1st quarter ended on September 30, 2018

ABCOURT MINES INC.

ABCOURT MINES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE FIRST QUARTER ENDED ON SEPTEMBER 30, 2018

This management's discussion and analysis provides an analysis of our exploration, evaluation and exploitation results and of our financial situation which will enable the reader to evaluate important variations in exploration, evaluation and exploitation results and in our financial situation for the quarter ended September 30, 2018, in comparison with the previous first quarter. This report supplements our audited financial statements and should be read in conjunction with our financial statements and the accompanying notes of June 30, 2018. Our financial statements are prepared in accordance with the applicable international accounting system. All monetary values included in this report are in Canadian dollars, unless it is indicated otherwise. Our financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our exploration, evaluation and exploitation results and our financial situation.

You are invited to consult the SEDAR web site at www.sedar.com, where all the documents filed according to the applicable Canadian security Laws may be found and our web site at www.abcourt.com, where you will find a description of our mining properties.

INCORPORATION AND NATURE OF OPERATIONS

Abcourt Mines Inc. (the "Company" or "Abcourt") was incorporated by letters patent of amalgamation dated January 11, 1971 pursuant to Part 1 of the *Companies Act* (Quebec) and continued its existence under Part 1A of the same Act by certificate of continuation dated March 6, 1981. On February 14, 2011, the Company was continued automatically pursuant to the *Business Corporation Act* (Québec), following the coming into force of such Act. The Company is primarily engaged in the exploration and valuation of mining properties with a view to commercial production. On September 30, 2017, the Company was exploiting the Elder mine. The current Company's portfolio comprises only mining properties located in Abitibi, Province of Quebec, Canada.

FORWARD LOOKING STATEMENTS

Some statements contained in this MD&A constitute forward looking statements including, without limitation, anticipated developments in the Company's operations in future periods and other events or conditions that may occur in the future. These statements are about the future and are inherently uncertain and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those mentioned herein under heading "RISKS AND UNCERTAINTIES". Management believes that the expectations reflected in those statements are reasonable but no assurance can be given that these expectations will prove to be correct. It is recommended not to place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur.

GLOBAL PERFORMANCE OF THE FIRST QUARTER ENDED ON SEPTEMBER 30, 2018.

The Elder mine was in continual production during the 1st quarter, except for two weeks to repair the timber in shaft No. 2 near the surface. Despite this interruption, a net profit of \$970,982 was made mainly with the improved grade of the ore. A new restoration plan, for the Sleeping Giant mine, was prepared and deposited with the ministry of Natural Resources of Quebec for approval.

Some construction work was done during the summer on the dykes of the Sleeping Giant tailings pond.

The value of assets increased by an amount of \$929,212.

PRINCIPAL ANNUAL INFORMATIONS (audited)

Periods ended on June 30

| | 2018 | 2017 | 2016 |
|---|------------|------------|------------|
| Statement of comprehensive income | | | |
| Revenues | 26,044,120 | 22,251,954 | 11,536,126 |
| Interests and other revenues | 37,756 | 43,785 | 11,175 |
| Net profit (Net loss) | 1,415,608 | (906,486) | 1,733,592 |
| Net profit (Net loss) per share diluted | 0.01 | (0.00) | 0.01 |
| Statement of financial position (\$) | | | |
| Cash and term deposits | 2,531,099 | 1,289,470 | 2,550,474 |
| Total assets | 41,507,032 | 37,458,247 | 33,574,141 |
| Decommissioning provisions for mining sites | 5,851,259 | 5,911,000 | 5,939,350 |
| Mining exploration (\$) | | | |
| Exploration and evaluation assets | 7,941,199 | 7,416,692 | 7,023,883 |

QUARTERLY INFORMATION (non-audited)

| | 2018 Sept. | 2017 Sept. | 2018 June | 2017 June | 2018 March | 2017 March | 2017 Dec. | 2016 Dec. |
|--|---------------|---------------|--------------|--------------|---------------|---------------|--------------|--------------|
| Statement of comprehensive income (\$) | | | | | | | | |
| Revenues | 5,346,880 | 3,729,544 | 9,107,145 | 8,015,515 | 6,363,978 | 4,256,683 | 6,877,687 | 6,205,585 |
| Interests and other revenues | 836 | 766 | 1,168 | 2,250 | 846 | 2,531 | 742 | 2,558 |
| Net profit (net loss) | 970,982 | (273,819) | 152,471 | 1,039,392 | 752,208 | 186,215 | 784,748 | (925,934) |
| Net profit (net loss) per share diluted | 0.00 | (0.00) | 0.01 | 0.00 | 0.00 | 0.00 | 0.00 | (0.00) |
| Statement of financial position (\$) | | | | | | | | |
| Cash | 2,489,744 | 1,133,193 | 2,531,099 | 1,289,470 | 2,681,181 | 1,107,671 | 3,346,810 | 3,331,463 |
| Total assets | 42,436,244 | 36,890,984 | 41,507,032 | 37,458,247 | 40,673,465 | 37,249,683 | 40,687,281 | 37,791,888 |
| Decommissioning provisions | 5,854,242 | 5,860,500 | 5,851,259 | 5,911,000 | 5,860,421 | 5,871,174 | 5,854,500 | 5,907,044 |
| Mining exploration (\$) | | | | | | | | |
| Exploration and evaluation expenditures net of credits and sale gold before January 1 st , 2016 | 135,144 | 75,296 | 111,155 | 59,506 | 90,875 | 97,254 | 229,998 | 168,990 |

STRATEGY AND OUTLOOK

The Company is focussing its activities on the Elder production. Levels 3 and 4 are currently being developed to have access to new resources and drifts on the 5th and 6th levels are being extended to the east to increase our resources in that area.

A calculation of resources (43-101) was recently done on the Sleeping Giant mine. The measured and indicated resources are 486,000 tonnes with a grade of 11,2 g/t of gold. The Company is preparing a plan to repair the Sleeping Giant mine infrastructures and for the opening of stopes. See press release dated September 2018.

An update of the Elder 43-101 resources, with an economical analysis, was completed lately. See press release dated October 20, 2018.

The upgrading of the Sleeping Giant mill is now completed. Recently, Abcourt began custom milling operations. The objective is to use the full capacity of the mill, first to treat the mineralization produced by Abcourt and secondly to do custom milling.

Also, considering the very favourable zinc market and the exchange rate \$US to \$Can, we have accelerated our search for a formula to finance the development of the Abcourt-Barvue project with important silver-zinc resources. An update of the 2007 feasibility study is under way and will be finished in December 2018.

For the long term, a 7,000-meter drilling program is currently done on Aldermac (base metal), Discovery and Flordin (very good gold potential) properties.

For any additional information, please consult our web site www.Abcourt.com and the SEDAR site www.sedar.com.

STATEMENT OF COMPREHENSIVE INCOME (LOSS)

| ELDER MINE PRODUCTION | 2018 | 2017 |
|----------------------------------|-----------|-----------|
| | \$ | \$ |
| Sales of gold and silver lingots | 5,319,433 | 3,716,814 |
| Operating mining cost | 3,636,870 | 3,462,855 |
| Royalties | 90,485 | 109,955 |
| Amortization and depletion | 388,588 | 281,273 |
| Costs of sales | 4,115,943 | 3,854,083 |
| GROSS PROFIT (LOSS) | 1,203,490 | (137,269) |

Our revenues consist essentially in the sale of gold and silver. For the 3-month period, ended on September 30, 2018, sales of gold and silver totaled \$5,319,433. Expenses, including mining costs, royalties, amortization and depletion, were \$4,115,943. A gross profit of \$1,203,490 was made in 2018 (\$137,269 loss in 2017).

EXPENSES AND OTHER REVENUES ARE AS FOLLOWS:

| | | |
|---|----------------|----------------|
| Professional fees | 27,466 | 24,885 |
| Interest and penalties | 415 | - |
| Taxes, licences and permits | 478 | 1,134 |
| Advertising | - | 700 |
| Software and internet | 138 | 1,350 |
| Salaries and payroll charges | 51,485 | 49,646 |
| Insurance | 2,829 | 1,393 |
| Office expenses | 14,570 | 17,351 |
| Accretion expense | 17,575 | 19,301 |
| Shareholders and investor relations | 6,874 | 18,443 |
| Bank expenses | 694 | 606 |
| Amortization of property, plant and equipment | 2,017 | 1,237 |
| | <u>124,541</u> | <u>136,046</u> |
| INCOME (LOSS) BEFORE OTHER REVENUES | 1,078,949 | (273,315) |

OTHER REVENUES

| | | |
|--|----------------|------------------|
| Interest income | 836 | 766 |
| Other income | 24,447 | 12,730 |
| | <u>28,283</u> | <u>13,496</u> |
| INCOME (LOSS) BEFORE INCOME TAXES | 1,107,232 | (259,819) |
| Income taxes and deferred taxes | 136,250 | 14,000 |
| INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS) | <u>970,982</u> | <u>(273,819)</u> |

INCOME (LOSS) PER SHARE

| | | |
|--------------------------|------|--------|
| Basic and diluted | 0.00 | (0.00) |
|--------------------------|------|--------|

WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING

| | | |
|--------------------------|-------------|-------------|
| Basic and diluted | 288,703,071 | 276,678,219 |
|--------------------------|-------------|-------------|

Comments:

The 2017 and 2018 expenses were about the same.

INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)

In the first quarter ended September 30, 2018, the income and comprehensive income was \$970,982. In 2017, a loss of \$273,819 was incurred.

The income (loss) per share, basic and diluted, was \$0.00 in 2018 and (\$0.00) in 2017.

CASH FLOW

Operating Activities

In the first quarter terminated on September 30, 2018, the operating activities generated a surplus of \$1,365,412 in 2018 and \$16,992 in 2017.

Investment

Investing activities compare as follows:

| | <u>2018</u> | <u>2017</u> |
|--|----------------|------------------|
| | \$ | \$ |
| Acquisition of property, plant and equipment | 853,394 | 934,415 |
| Acquisition of exploration and evaluation assets | <u>136,622</u> | <u>79,064</u> |
| | <u>990,016</u> | <u>1,013,479</u> |

In 2018, the acquisition of property, plant and equipment for the Elder mine totaled \$450,345 mainly in new drifts and in the rehabilitation of old drifts. At the Sleeping Giant mine, an amount of \$100,608 was spent for the purchase of production equipment.

The acquisition of exploration and evaluation assets cost \$136,622 in 2018 and \$79,064 in 2017.

Cash at the end of the period

At the end of the first quarter, on September 30, 2018, the cash was \$2,489,744 compared to \$1,133,193 in 2017.

Whit the good results obtained in the most recent annual period and in the first quarter, the cash in 2018 was considerably greater than in 2017.

EXPLORATION AND EVALUATION ASSETS

Mining properties

In the first quarter, the value of mining properties increased by \$1,478 in 2018.

Exploration and evaluation assets

The exploration and evaluation assets are given in note 8 of the financial statements. See table below:

| | Balance as at June 30, 2018 | Addition | Balance as at September 30, 2018 |
|-----------------------|--------------------------------|----------------|-------------------------------------|
| | \$ | \$ | \$ |
| Abcourt-Barvue, Qc | 4,829,444 | 112,285 | 4,941,729 |
| Vendôme, Qc | 205,510 | 28 | 205,538 |
| Aldermac, Qc | 754,668 | 3,818 | 758,486 |
| Discovery-Flordin, Qc | 34,483 | 16,810 | 51,293 |
| Dormex | 176,048 | 2,203 | 178,251 |
| Autres (% variable) | 5,652 | - | 5,652 |
| | <u>6,005,805</u> | <u>135,144</u> | <u>6,140,949</u> |

Details on exploration and evaluation expenses

For the quarters ended September 30, 2018 and 2017, the following expenses, associated to the discovery of mineral resources, have been included in the cost of exploration and evaluation expenses.

| | September 30 2018 | September 30 2017 |
|---|------------------------------|----------------------|
| | \$ | \$ |
| Work on surface : | | |
| Drilling | 5,061 | 588 |
| Assays | 1,412 | 4,518 |
| Fees and engineers expenses | 114,292 | 66,275 |
| General exploration and evaluation expenses | 14,379 | 3,915 |
| Total | <u>135,144</u> | <u>75,296</u> |
| | | |
| Increase of exploration and evaluation expenses | <u>135,144</u> | <u>75,296</u> |
| Balance at the beginning | <u>6,005,805</u> | <u>5,492,649</u> |
| | | |
| Balance at the end | <u>6,140,949</u> | <u>5,567,945</u> |

Details on the most important item of exploration and evaluation expenses for the quarter ended on September 30 2018:

In 2018, the most important item was: fees and engineers expenses = \$114,292

Accounts payable and accrued liabilities

| | September 30 2018 | June 30 2018 |
|-------------------------------|------------------------------|------------------|
| | \$ | \$ |
| Accounts payable | 1,472,129 | 1,146,958 |
| Royalties payable | 812,267 | 903,438 |
| Salaries and holidays payable | 493,191 | 775,684 |
| Due to governments | <u>1,200,902</u> | <u>1,333,412</u> |
| | <u>3,978,489</u> | <u>4,159,492</u> |

As indicated previously, the amount due to government represents mainly the balance due to Revenue Quebec for new assessments of tax credits received for the years 2011 to 2014 and interests on that debt. See note 9, page 35 of the 2018 Financial Statements.

Royalties excluding mining tax

| <u>Property</u> | <u>Royalty</u> |
|-----------------|--|
| Elder | 2 to 3% NSR |
| Barvue | \$0.25 per short ton on former Barvue property and 1 to 1.5% NSR on some other claims |
| Vendome | 2% NSR on Xstrata claims |
| Abcourt | 0 |
| Tagami | 1 to 2% NSR |
| Jonpol | 2.5% NSR |
| Aldermac | \$2.00/t for 1.5 M t |
| Aldermac West | 2% NSR |
| Sleeping Giant | \$5.00 / tonne for 350,000 tonnes |

Off balance sheet arrangements

The Company did not enter into any arrangements off balance sheet.

FINANCIAL SITUATION STATEMENT

The assets total increased substantially from \$41,507,032 on June 30, 2018 to \$42,436,244 on September 30, 2018. This increase is due mainly to a higher inventory, i.e. \$3,209,448 on June 30, 2018 to \$4,162,781 on September 30, 2018.

INCORPORATION, ACTIVITIES AND CONTINUITY OF EXPLOITATION

Abcourt Mines Inc. was constituted by letters patent of amalgamation in January 1971 and continued its existence under Part 1A of the Quebec Companies Act in March 1981. On February 14, 2011, the Company was automatically continued under Business Corporations Act (Quebec) following the entry into force of this law. The Company is engaged in the acquisition and exploration of mining properties in Canada. Its shares are trading on TSX Venture Exchange under the symbol ABI, on the Berlin Stock Exchange under the symbol AML-BE and on the Frankfurt Exchange under the symbol AML-FF. The address of the Company's head office is 475 Ave de l'Eglise, Rouyn-Noranda (Evain), Québec. J0Z 1Y1.

These interim financial statements were approved by the Board of Directors on October 29, 2018.

BASIS OF PRESENTATION AND COMPLIANCE DECLARATION

The quarterly non-audited financial statements of Abcourt Mines Inc., were prepared by management in accordance with the International Financial Reporting Standards ("IFRS"), as issued by the IASB and in accordance with IAS 34, *Interim Financial Reporting*.

For additional information concerning the accounting policies, please consult notes 2 and 3 of the annual, audited, financial statements dated June 30, 2018 (pages 9 to 26).

BASIS OF MEASUREMENT

The financial statements have been prepared according to historical costs.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS

The Corporation provides information on its exploration and valuation assets in its financial statements for the three-month period ending on September 30, 2018.

The Corporation has no deferred expenses other than mining properties and deferred exploration and valuation assets.

The Corporation has no research and development expenses.

CONTRACTUAL OBLIGATIONS

Long-term Debt

The Company has no long-term debt.

Provisions for decommissioning mining sites

| | September 30 2018 \$ | June 30 2018 \$ |
|----------------------------|-------------------------------------|--------------------------------|
| Balance, beginning of year | 5,851,259 | 5,911,000 |
| Changes to estimates | 16,900 | - |
| Revision of estimates | (31,492) | (150,161) |
| Accretion expense | 17,575 | 90,420 |
| Balance, end of year | <u>5,854,242</u> | <u>5,851,259</u> |

The rate used to determine the future value is 2% (2% on June 30, 2018), while the rate reflecting the current market assessments used to determine the present value of the provisions is 1.91% (1.52% and 1.99% in 2017). The payment schedule was determined by taking into account the measured and indicated resources, the estimated annual production level and the estimated mine life. The changes to estimates was accounted for as property, plant and equipment.

The following table sets forth the estimated *undiscounted* cash flows of future retirement costs used in the calculation of the asset retirement obligations on September 30, 2018:

**Anticipated cash flows
payment schedule**

| | |
|---------------------|---------------------------|
| | \$ |
| Elder Mine | \$497,570 |
| Sleeping Giant Mine | <u>\$5,370,214</u> |
| | <u><u>\$5,867,784</u></u> |

The following table sets forth the distribution of decommissioning provisions for mining sites:

| | September 30 2018 | June 30 2018 |
|---------------------|------------------------------|----------------------------|
| Elder Mine | \$ 484,028 | \$ 479,259 |
| Sleeping Giant Mine | <u>\$ 5,370,214</u> | <u>\$ 5,372,000</u> |
| | <u><u>\$ 5,854,242</u></u> | <u><u>\$ 5,851,259</u></u> |

The closing plan of the Elder mine was revised and approved by the ministry of Natural Resources of Quebec. The closing plan of the Sleeping Giant mine was also revised. An important reduction in costs is expected and the \$1.3 M deposit that was needed previously is not needed any more. We are waiting for the approval of the ministry of Natural Resources of Quebec. The reduction in costs comes from the use of the Elder tailings, with a high potential of neutralization, to cover the Sleeping Giant tailings and those obtained in the treatment of custom ore.

Environment

A settling pond, on the Abcourt-Barvue property, was restored during the 2005-2010 years. We also installed a water treatment plant to treat a small leachate produced by the restored basin. Restoration expenses were \$6,888 in 2017 and none in 2018.

Two studies on the Environmental effects monitoring (EEM) were completed recently at a cost of about \$140,000 for the Elder and Sleeping giant properties. These studies are required by the Metal Mining Effluent Regulations (MMER)

FINANCIAL INSTRUMENTS

Fair value

Financial instruments recognized at fair value on the statements of financial position must be classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurement, the fair value hierarchy levels are as follow:

Level 1: quoted prices (unadjusted) observed in active markets for identical assets or liabilities;

Level 2: valuation techniques based on inputs other than quoted prices included in level 1, that are either directly or indirectly observable;

Level 3: valuation techniques with significant unobservable market inputs.

The fair value of financial assets and financial liabilities were measured using Level 2 inputs in the fair value hierarchy.

Cash, receivables (excluding sales tax receivable) and accounts payable and accrued liabilities (excluding wages and benefits payable as well as due to governments), are accounted for at amounts approximating fair values due to the immediate or short-term maturities of these financial instruments.

Exposure and management of risk

The Company's activities are exposed to financial risks: market risk, credit risk and liquidity risk.

a) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market price.

The Company is exposed to the following three types of market risks: interest rate risk, commodity price risk and foreign currency risk.

a-1 Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is also exposed to fluctuations of interest rates for its cash. The exposure to fluctuations of interest rates is not significant.

Interest rate movements may affect the fair value of the fixed interest financial assets. Because these financial assets are recognized at amortized cost the fair value variation has no impact on profit or loss.

The Company does not use financial derivatives to decrease its exposure to interest risk.

a-2 Foreign currency risk

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Exposure to currency exchange rates arises from revenues from the sale of precious metals and purchases that the Company carries out abroad. All of the Company's precious metal revenues are either earned in or based on U.S. dollars, while the majority of its operating costs are in Canadian dollars.

The price of gold is established in US dollars; to manage its exposure due to the fluctuation of the US dollar, the Company can occasionally enter into various types of foreign exchange contracts. During the year, the Company did not enter into any forward exchange contracts. At September 30, 2018 and 2017, assets and liabilities denominated in US dollars are not significant.

A sensitivity analysis was performed on net earnings and equity in regards to the US dollar/Canadian dollar exchange rate. In assuming that all other variables being constant, a $\pm 5\%$ (6% in 2017) change of the US dollar / Canadian dollar exchange rate for the reporting period ended September 30, 2018, would have had a $\pm \$60,566$ (\$223,008 in 2017) net earnings and equity impact.

The exchange rate changes have been determined based on the average market volatility in exchange rates in the preceding twelve months.

a-3 Commodity price risk

The Company's earnings are directly related to commodity prices as revenues are derived principally from the sale of gold. For its gold production, the Company can reduce its risk of a decrease in the price of gold through the occasional use of forward sales contracts and put and call options. The risk related to fluctuation of gold price is unchanged from the previous periods. In 2018 and 2017, the Company did not enter into any hedging contracts for its gold production.

A sensitivity analysis was performed on net earnings and equity to movements in the price of gold. In assuming that all other variables being constant and taking into account the average exchange rate for the corresponding year, a $\pm 10\%$ in the average selling price of gold realized (\$US per ounce) for the reporting period ended September 30, 2018, would have had a $\pm \$531,354$ net earnings and equity impact.

b) Credit risk

Credit risk is the risk that a party to a financial instrument fails to discharge an obligation and causes the other party to incur a financial loss. Financial instruments which potentially expose the Company to credit risk mainly consist of cash and receivables. The carrying value of these financial instruments represents the Company's maximum exposure to credit risk and there has been no significant change in credit risk since prior year. The receivables are mainly Auramet account receivable following the sale of gold ingots at year end, as such the exposure to credit risk for the Company's receivables is considered low. The credit risk on cash is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies. Therefore, the Company does not expect any treasury counterparties to fail in respecting their obligations

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet the obligations associated with its financial liabilities. Liquidity risk management serves to maintain a sufficient amount of cash and to ensure that the Company has sufficient financing sources. The Company establishes budgets to ensure it has the necessary funds to fulfill its obligations. Accounts payable and accrued liabilities are due in the next financial year. As at September 30, 2018, Company's liquidities

amount to \$2,489,744 of which approximately \$600,000 is reserved for exploration and evaluation of mining projects. In addition, the Company's working capital amounts to approximately \$2,717,694 as at September 30, 2018. Taking into account the available cash situation, management considers that the funds are sufficient to meet its financial liabilities and future financial liabilities from its commitments.

POLICIES AND PROCESSES FOR MANAGING CAPITAL

As at September 30, 2018, the capital of the Company consists of equity amounting to \$30,805,049. The Company's capital management objective is to have sufficient capital to be able to meet its exploration and evaluation plan in order to ensure the growth of its activities. It has also the objective to have sufficient cash to finance its operations, the exploration and evaluation expenses, the investing activities and the working capital requirements.

There was no significant change in the Company's approach to capital management during the period ended September 30, 2018. The Company is subject to regulatory requirements related to the use of funds obtained by flow-through shares financing. These funds have to be incurred for eligible exploration and evaluation expenses. During the year, the Company has respected all of these regulatory requirements. Other than the use of funds obtained by flow-through shares financing, the Company is not subject to any externally imposed capital requirements.

SEGMENT INFORMATION

The Company operates a gold mine in Quebec and has several exploration and evaluation properties in the area. These operating sites are managed separately. The Company assesses the performance of each segment based on earnings before taxes. Accounting policies for each segment are the same as those used for the preparation of the financial statements.

There was no difference in 2018 compared to the quarterly financial statement of 2017 on the basis of segmentation or the basis of evaluation of segment results.

CAPITAL STOCK

Authorized

Unlimited number of preferred shares without par value which may be issued in one or more series; the privileges, rights, conditions and restrictions will be determined by the Board of Directors (none are outstanding).

Unlimited number of subordinate class "A" shares, without par value, non-voting (none outstanding).

Unlimited number of class "B" shares, without par value, voting.

Changes in Company class “B” capital stock were as follows:

| | September 30 2018 | | June 30 2018 | |
|------------------------------------|------------------------------|-------------------|-------------------------|-------------------|
| | Number | Amount \$ | Number | Amount \$ |
| Balance, beginning of year | 288,703,071 | 42,921,032 | 276,678,219 | 42,131,970 |
| Paid in cash ⁽¹⁾ | - | - | 2,690,000 | 182,250 |
| Flow-through shares ⁽²⁾ | - | - | 9,334,852 | 606,812 |
| Balance, end of year | <u>288,703,071</u> | <u>42,921,032</u> | <u>288,703,071</u> | <u>42,921,032</u> |

As at September 30 and June 30, 2018, shares issued were fully paid.

- (1) As of June 30, 2018, the value of capital stock paid in cash is presented net of the fair value of warrants amounting to \$19,500
- (2) As of June 30, 2018, the value of flow-through shares is presented net of premium related to the sale of tax deductions amounting to \$186,650

Year ended June 30, 2018

In December 2017, the Company closed a private placement constituted of 269 units at a price of \$750 par unit. Each unit consisted of 10,000 class “B” shares at a price of \$0.075 per share and 5,000 warrants, each warrant entitling its holder to purchase one share at a price of \$0.10 over a 24-month period. The total gross proceeds of \$201,750 was presented net of the fair value of warrants amounting to \$19,500.

In December 2017, the Company closed a flow-through private placement of 9,334,852 flow-through shares at \$0,085 per share. The total gross proceeds of \$793,462 was presented net of a premium on flow-through shares of \$186,650.

For more information, see the September 30, 2018 Financial Statements on pages 19 to 23.

Convertible securities

None

Escrowed shares

None

Subsequent event

None.

Contingent liabilities

For details on contingent liabilities, please see the Financial Statements on page 24.

Commitments

As of the date of this report, there is no commitment, except for the restoration plans of the Elder and Sleeping Giant mine sites and the agreement with Auramet for the sale of gold and silver.

Related party transactions

All details are given in the Financial Statements on pages 25 and 26.

MINING PROPERTIES

Abcourt Mines Inc. owns the following properties:

- A gold mine in operation on the Elder and Tagami properties located near Rouyn-Noranda, Quebec, Canada;
- An advanced silver-zinc project on the Abcourt-Barvue and Vendome properties located at Barraute, near Val-d'Or, Quebec, Canada;
- The Aldermac property located near Rouyn-Noranda, Quebec, Canada, an underground mine with historical resources in copper – zinc – silver - gold.
- The Jonpol property located near Amos, Quebec, Canada with historical resources in copper – zinc – silver - gold.

Since June 17, 2016, Abcourt also owns the following properties in Abitibi, Quebec, Canada:

- The Sleeping Giant mine located half-way between Amos and Matagami, and a gold mill with a 700 to 750 tonnes per day capacity, an underground mine with NI 43-101 measured, indicated and inferred gold resources.
- Two properties at an advance stage of exploration and valuation, the Discovery and the Flordin properties, located near Quevillon, Quebec, Canada with measured, indicated and inferred gold resources previously reported that have not been checked by Abcourt and cannot be published.
- Several other properties.

Here is some information on each property:

THE ELDER MINE

The Elder mine and the Tagami property are both owned 100% by Abcourt. These properties are conveniently located inside the mining community of Rouyn-Noranda, Quebec. These properties comprise 36 contiguous claims, two mining leases and a mining concession covering an area of 876 hectares. Royalties of 2% to 3% are payable on different parts of the property.

The surface plant includes an office, a service building, a hoist room and a shaft building. The mine is serviced to a depth of 794 meters (2,606 feet) by two shafts and several drifts on 16 levels. Mining equipment is available on the property and all the facilities are in place.

The ore in vein no. 1 is found in several quartz veins generally striking N-40°-E on surface but east-west at a depth of 305 meters (1,000 feet) in the mine and dipping on the average at 22° to the south-east, with the exception of the vein no 4 which is striking north-south and dipping 22° to the east. The CDR vein is located 4,500 feet (1,377 m) south of vein no. 1.

Between 1984 and 1989, a total of \$23 M was spent on this property by the Aunore Resources Inc – Nova Beaucage Mines Limited joint venture. The surface plant was installed and the necessary equipments were purchased. The mine was dewatered, 4,268 meters (14,000 feet) of old drifts were rehabilitated, the shaft was deepened 15 meters (50 feet), new stations were established on three upper levels, in no 2 shaft, that is the 4th, 5th and 6th levels, an ore pass and a waste pass system with loading pockets was established, 142 surface and 75 underground diamond drill holes were drilled, approximately 2,134 meters (7,000 feet) of new drifts were excavated, ventilation raises

were driven and a few stopes were started. Approximately 13,200 metric tonnes of gold mineralization with a grade of 0.198 oz/mt of gold were extracted. Following a drop in the price of gold, the mine was closed and almost all mining equipment was sold, except important pieces of equipment like the hoist, compressors and the electrical distribution system.

From 1995 to 2012, several surface drilling programs were completed and results obtained were used to revise the 43-101 resources. Also, all the old historic data were converted to the metric system. The revision of resources was completed by Mr. Jean-Pierre Bérubé, P. Eng. Mr. Bérubé is a qualified, independent person. This report is available on SEDAR.

RESOURCES CALCULATIONS

On April 19, 2018, two technical reports on the upper part (CM 363) and the lower part (BM 1045) of the Elder mine were filed on SEDAR. On April 25, 2018, The Company filed on SEDAR a Press Release outlining the results from these two technical reports and the results on the technical report on Tagami property filed in 2012. Under National Instruments 43-101, the Company has to file only one technical report which consolidates all three technical reports. Furthermore, the Elder mine fall into the definition of *advanced property* and, as such, the Company has to include an update of the preliminary economic assessment report (PEA) prepared by Roche, Consulting-group, in 2012.

Preliminary economic assessment (PEA) report prepared by Roche, Consulting-group, in 2012

In 2012, based on the existing resources at that time, Roche Consulting-group prepared a preliminary economic assessment (PEA) report in 2012 to determine if additional surface exploration and valuation work was necessary to increase resources or to proceed with an underground exploration program. This report is available on SEDAR.

This study, prepared according to NI 43-101 by Roche, Consulting-group and some independent advisors, indicates that sufficient resources were available to justify an underground exploration and valuation program. The mine dewatering started in 2011.

Commercial production started on January 2, 2016.

ELDER MINE



Truck scale and shaft headframe

Table of resources and parameters used

As of May 31, 2018, mineral resources in the measured and indicated categories were as follows:

| ZONE | MEASURED | | INDICATED | | MEASURED+ INDICATED | | GOLD OUNCES (OZ) |
|------------------|---------------|-------------|----------------|-------------|---------------------|-------------|------------------|
| | TONNES | GRADE | TONNES | GRADE | TONNES | GRADE | |
| | (metric) | (g/t) | (metric) | (g/t) | (metric) | (g/t) | |
| ELDER | | | | | | | |
| VEIN 1 | 32,607 | 5.09 | 159,502 | 6.91 | 192,109 | 6.60 | 40,755 |
| VEIN 2 | 5,343 | 5.36 | 75,957 | 6.39 | 81,300 | 6.32 | 16,516 |
| VEIN 3 | 0 | 0,00 | 15,321 | 6.27 | 15,321 | 6.27 | 3,088 |
| VEIN 4 | 18,181 | 6.35 | 104,176 | 6.26 | 122,357 | 6.28 | 24,691 |
| VEIN 6 | 0 | 0 | 52,739 | 6.53 | 52,739 | 6.53 | 11,077 |
| SUB-TOTAL | 56,131 | 5.52 | 409,695 | 6.57 | 463,826 | 6.45 | 96,126 |
| TAGAMI | 0 | 0,00 | 174,258 | 6.22 | 174,258 | 6.22 | 34,848 |
| TOTAL: | 56,131 | 5.52 | 581,952 | 6.47 | 638,083 | 6.38 | 130,974 |

Elder and Tagami Measured and Indicated Resources

The technical parameters used for the calculation of measured and indicated resources were:

Density: 2.70 t/m³, minimum thickness: 1.8 m

Lower cutting grade = 3.45 g/t Au

Higher cutting grade = 31.1 g/t Au

The total measured and indicated resources for Elder and Tagami is 638 083 tonnes with a grade of 6,38 g/t Au.

In addition, the inferred resources total 547 746 tonnes with a grade of 5,48 g/t Au. See below:

| CATEGORIES | INFERRED | | GOLD OUNCES (Oz) |
|------------------|-----------------|-------------|------------------|
| | TONNES (metric) | GRADE (g/t) | |
| ELDER | | | |
| VEIN 1 | 119,276 | 5.41 | 20,749 |
| VEIN 2 | 75,051 | 5.70 | 13,755 |
| VEIN 3 | 43,847 | 5.37 | 7,571 |
| VEIN 4 | 102,169 | 7.89 | 25,920 |
| VEIN 6 | 39,808 | 5.36 | 6,877 |
| SUB-TOTAL | 380,251 | 6.12 | 74,872 |
| TAGAMI | 167,495 | 5.48 | 29,510 |
| TOTAL: | 547,746 | 5.93 | 104,382 |

Inferred resources

The technical parameters used for the calculation of the inferred resources were the same as those used for the calculation of the measured and indicated resources.

Note: Presently, the inferred resources are not considered as measured and indicated resources. However, it is reasonably expected that the majority of the inferred mineral resources could be upgraded to measured or indicated mineral resources with continued exploration.

**UPDATE OF PRELIMINARY ECONOMIC ANALYSIS
PREPARED BY ROCHE, CONSULTING-GROUP (2012)**

Resources with a reasonable prospect for eventual economic extraction

| | MINERAL RESOURCES MEASURED AND INDICATED | | RECOVERABLE MINERAL RESOURCES 85% | | 40% DILUTION | | RESOURCES AS DESCRIBED ABOVE | |
|-----------|--|-----------|-----------------------------------|-----------|--------------|-----------|------------------------------|-----------|
| | TONNES | GRADE g/t | TONNES | GRADE g/t | TONNES | GRADE g/t | TONNES | GRADE g/t |
| MEASURED | 56,131 | 5.52 | 47,711 | 5.52 | 19,084 | 0.0 | 66,795 | 3.94 |
| INDICATED | 407,695 | 6.57 | 346,541 | 6.57 | 138,616 | 0.0 | 485,157 | 4.69 |
| TOTAL | 463,826 | 6.45 | 394,252 | 6.32 | 157,700 | 0.0 | 551,952 | 4.51 |

Here is the CIM definition of resources:

“A Mineral Resource is a concentration or occurrence of solid material of economic interest in or on the Earth’s crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling.”

General

A preliminary economical analysis was prepared according to the net present value method. This method is built on the basis of a constant dollar. There is no provision for inflation nor for taxes to pay. The mine is presently in exploitation, without debt. The internal rate of return was not used in this report as the mine is operating and there is no initial investment. This update was prepared by Renaud Hinse, mining engineer. As resources did not increase by 100% or more, it was not necessary to have an independent person.

Hypothesis

The hypothesis used are indicated in the table below. The sensitivity analysis is made for variations in the price of gold of plus and minus 10%.

Economic Hypothesis

| Description | Units | Value |
|---------------|--------------|-------|
| Price | \$US / ounce | 1,230 |
| Exchange Rate | Cdn / US | 1.30 |
| Discount Rate | Annual % | 8 |

Royalties

The cost of royalties is already incorporated into operating costs.

Technical Hypothesis

Technical Hypothesis

| Description | Units | Value \$ |
|--|---------------|----------|
| Recoverable measured and indicated resources | Tonnes | 551,953 |
| Annual rate of extraction | Tonnes / year | 130,000 |
| Life of mine | Years | 4.25 |
| Grade of mineralization | g/t Au | 4.51 |
| Gold recovery in mill | % | 97 |
| Net recoverable value | \$ Cdn/t | 224.74 |
| Annual gold production | Ounces | 18,300 |
| Ongoing capital costs | \$ Cdn/t | 19.19 |
| Total operating costs per tonne | \$ Cdn/t | 191.24 |
| Gold refining | \$ Cdn/oz | 1.31 |

Financial model and results

A summary of the technical hypothesis is given in the table above. A total revenue at the mine of \$124 M is expected, that is \$224,74 per tonne. Ongoing capital expenditures, necessary in the course of mining, is estimated at \$10,6 M, that is \$19,19 per tonne of potentially recoverable measured and indicated resources.

Operating costs are \$191,24 per tonne for a total of \$105,4 M, including \$6,89 per tonne of royalties for a total of \$3,8 M. A working capital of about \$2,5 M is necessary to cover about one month of operation costs, but this amount was already available on June 30, 2018.

The financial analysis shows a net cash flow of \$7,9 M before taxes and \$4,1 M after taxes. The net present value, discounted at 8%, is \$6,5 M before taxes and \$3,5 M after taxes.

Summary of project evaluation

| Description | Evaluation base \$ Cdn |
|--|---------------------------|
| Total mine revenue | 124,000,000 |
| Ongoing capital expenditures | 10,600,000 |
| Total operating expenses including royalties | 105,600,000 |
| Net cash flow before taxes | 7,900,000 |
| Net cash flow after taxes | 4,200,000 |

Taxes and income taxes

The Elder mine is subject to provincial and federal income taxes and Quebec mining taxes. The income tax is calculated according to the federal and provincial tax legislations. The federal income tax is 15%. The provincial income tax varies as follows:

- 2017 11.8 %
- 2018 11.7 %
- 2019 11.6 %
- 2020 11.5 %

The Quebec mining tax is calculated according to the Quebec Mining tax Law modified in 2014. According to the new Law, a producer has to pay a minimum progressive rate determined by the value of production at the shaft collar and a progressive mining tax on annual profits. The new mining tax on annual profits is calculated with a progressive rate of 16% to 28%, (replacing the single rate of 16% with the previous Law), determined according to the profit margin of the operator:

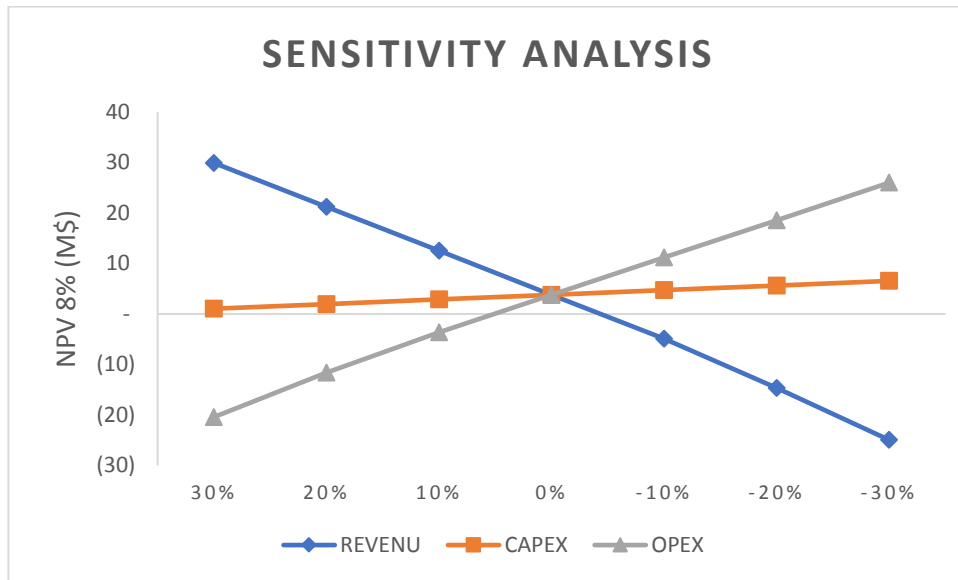
- Up to 35% profit margin 16%
- From 35% to 50% profit margin 22%
- From 50% to 100% profit margin 28%

It is obvious that according to the new Law, an enterprise with a high rate of profit will pay a higher mining tax.

The minimum progressive mining tax corresponds to 1% of the first \$80 M of the value of production at the shaft collar and 4% of the value of production at the shaft collar exceeding \$80M.

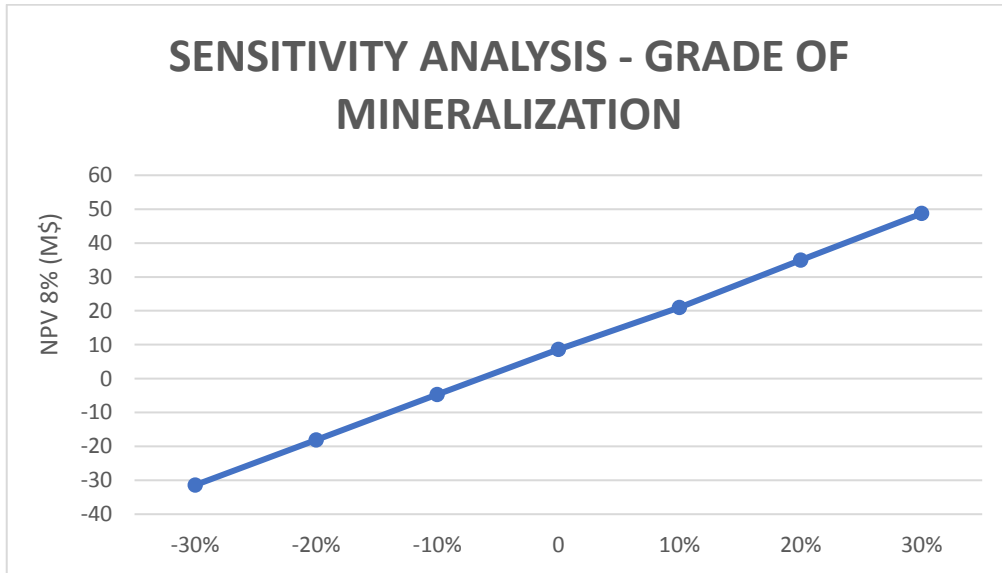
Sensitivity analysis

A sensitivity analysis was done, based on the economical and technical hypothesis presented in preceding sections to estimate the impact of variations in capital expenditures, operating costs and the price of gold on the net present value, discounted at 8%. Each variable is analysed separately. The analysis was made for variations of 10% for each item.



According to the analysis made, the net present value is not affected greatly by an increase or a decrease in the capital cost. In fact, the capex line is almost horizontal. This indicates that variations of this item have little effect on the net present value. The proportion of the capital cost (less than 1%), compared to all the other costs, is not important and that explains the fact that a variation in costs has a low impact on the present value. The latter is more sensitive to operating costs and the price of gold.

The net present value is equally sensitive to the grade of the ore. An increase of 10% of grade, that is to 5 g/t of gold would increase the net cash flow, before taxes by \$15 M, and would give a present value of about \$11.9 M. During the latest quarter of the 2018 fiscal period, from April to June, the average grade of the mineralization was 4,81 g/t of gold. Our objective, for the next months, is to have 5,0 g/t of gold at the mill.



This graph and the previous one show important variations in the grade of mineralization, the price of gold and operating costs. Actual variations might be less accentuated.

Comparable table of the first quarters of 2017 and 2018

| Description | 3 months 30-sept.-18 | 3 months 30-sept.-17 |
|---|-------------------------|-------------------------|
| Tonnes treated | 20,746 | 19,932 |
| Tonnes extracted | 19,932 | 19,941 |
| Gold ounces sold | 3,191 | 2,284 |
| Gold ounces produced | 3,347 | 2,755 |
| Gold recovery | 97.66% | 96.75% |
| Revenues from the sale of gold and silver | \$ 5,319,433 | \$ 3,716,814 |
| Price of gold sold (\$/ounce) | 1,667 | 1,628 |
| | US\$ 1,278 | 1,304 |
| Average cash production cost (\$/ounce) | 1,114 | 1,297 |
| | US\$ 853 | 1,039 |
| Cost needed to maintain production (\$/ounce) | 265 | 727 |
| | US\$ 203 | 583 |
| All inclusive cost of production (\$/ounce) | 1,378 | 2,024 |
| | US\$ 1,056 | 1,621 |
| Gold and silver stock ready to be sold | \$ 57,375 | \$ 573,608 |
| Gold and silver inventory in circuit | \$ 1,381,211 | \$ 1,656,693 |
| Total Inventory | \$ 1,438,586 | \$ 2,230,298 |
| Net profit (loss) after taxes | \$ 970,982 | \$ (273,819) |
| Mining tax | \$ 150,000 | \$ 25,000 |
| Deferred taxes | \$ (13,750) | \$ (11,000) |
| Cash flow from operations | \$ 948,661 | \$ 857,202 |
| Cash at the end | \$2,489,744 | \$ 1,133,193 |

Comments:

Excellent results, increase of 43.1% in sales and reduction of 31.9% in all inclusive cost of production.

| | |
|---|--|
| • Tonnes treated | • + 4 % |
| • Gold ounces produced | • + 21,5 % |
| • Proceeds from sale of gold and silver | • + 43,1 % |
| • Average cash cost of production | • - 14,1 % |
| • All inclusive production cost | • - 31,9 % |
| • Net profit (net loss) | • \$ 970,982 in 2018 • \$ (273,819) in 2017 |
| • Cash flow from operations | • \$ 948 661 in 2018 • \$ 857 202 in 2017 |
| • Cash at the end | • \$ 2.5 M in 2018 • \$ 1.1 M in 2017 |
| • Mining Taxes | • \$ 150,000 in 2018 • \$ 25,000 in 2017 |

Non-GAAP Financial Performance Measures

This management's discussion and analysis presents certain financial performance measures, total cash costs per ounce of gold produced, sustaining costs and all-in sustaining costs per ounce of gold produced which are non-International Financial Reporting Standards (IFRS) performances measures. This data may not be comparable to data presented by other gold producers. Non-GAAP financial performance measures should be considered together with other data prepared in accordance with IFRS.

The cash costs and all-in sustaining costs are common performance measures in the gold mining industry. The Company reports cash cost per ounce based on ounces produced. Cash cost include operating mining costs, royalties but is exclusive of amortization and depletion and sustaining capital expenditures. The all-in sustaining costs include costs of sales and sustaining capital expenditures and administrative costs but excludes amortization and depletion and accretion expenses. The Company believes that the all-in sustaining costs present a complete picture of the Company's operating performance or its ability to generate free cash flows from its operation.

ACQUISITION OF THE SLEEPING GIANT MINE AND MILL

On June 17, 2016, Abcourt completed the acquisition of the Sleeping Giant mine and mill and several other properties with excellent showings of gold.

Sleeping Giant mine and its mill (the "Property") is located half way between Amos and Matagami, in Abitibi, Québec, in the territory covered by the Plan Nord of the Quebec government. The property was acquired from Deloitte Restructuring Inc, acting solely as court-appointed receiver (the "Receiver") for the Aurbec Mines Inc's assets. The purchase price was \$2,548,727.

Among the assets that Abcourt has acquired, there is a mill with a capacity of 700 to 750 tonnes of ore per day, or 250,000 tonnes per year. This capacity is adequate to treat the Elder and the Sleeping Giant production. The process is carbon in pulp. There are also installations to deposit the mill tailings, underground infrastructures including two shafts and drifts, a mechanical shop, offices, a store, dries and mining equipment, surface installations, an important inventory of parts, five (5) mining leases and forty (40) adjacent cells and several other exploration properties.

We started lately to treat custom ore or mineralisation. A larger volume of material treated will reduce the unit operating costs of the mill.



Surface plant of the Sleeping Giant mine

Resources

A new calculation of 43-101 resources was recently prepared by Jean-Pierre Bérubé, engineer in geology. The latter is a qualified independent person with a pertinent experience in this domain.

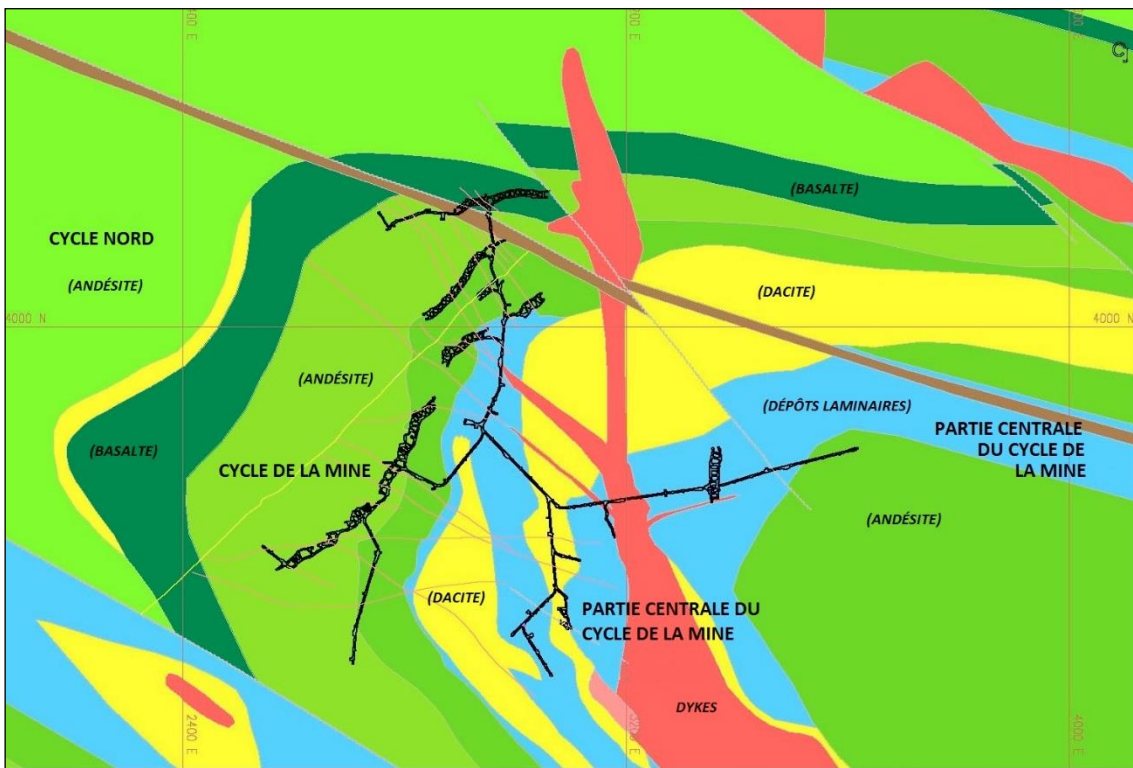
A summary of Measured, Indicated and Inferred Resources is presented in the following table:

| ZONE | MEASURED | | INDICATED | | MEASURED + INDICATED | | INFERRED | |
|----------------|---------------|--------------|----------------|--------------|----------------------|--------------|---------------|--------------|
| | Tonnes | Grade (g/t) | Tonnes | Grade (g/t) | Tonnes | Grade (g/t) | Tonnes | Grade (g/t) |
| J | | | 46,802 | 9.88 | 46,802 | 9.88 | 13,806 | 5.70 |
| D | | | 37,920 | 8.64 | 37,920 | 8.64 | 10,948 | 9.60 |
| 2 | | | 5,447 | 13.28 | 5,447 | 13.28 | 1,280 | 7.80 |
| 3 | | | 40,510 | 9.54 | 40,510 | 9.54 | | |
| 6 | | | 15,434 | 8.60 | 15,434 | 8.60 | 18,483 | 16.64 |
| 7 | | | 31,199 | 1.42 | 31,199 | 10.42 | | |
| 8 | | | 3,350 | 6.26 | 3,350 | 6.26 | 3,627 | 9.87 |
| 8 Sig | | | 18,434 | 9.59 | 18,434 | 9.59 | | |
| 8N | 2,993 | 15.50 | 11,368 | 10.44 | 14,361 | 11.49 | | |
| 9 | | | 12,297 | 7.08 | 12,297 | 7.08 | | |
| 15 | | | 15,664 | 13.86 | 15,664 | 13.86 | 13,619 | 8.07 |
| 16 | | | 15,816 | 11.10 | 15,816 | 11.10 | 22,165 | 15.36 |
| 18 | | | 9,497 | 14.33 | 9,497 | 14.33 | 2,096 | 10.80 |
| 20 | | | 9,763 | 10.79 | 9,763 | 10.79 | | |
| 30 | | | 8,418 | 10.09 | 8,418 | 10.09 | | |
| 30 Parc | | | 4,981 | 10.70 | 4,981 | 10.70 | | |
| 30FW | | | 6,155 | 8.43 | 6,155 | 8.43 | | |
| 30HW | | | 2,303 | 6.46 | 2,303 | 6.46 | | |
| 30W | | | 31,532 | 13.29 | 31,532 | 13.29 | 4,324 | 14.50 |
| 30 Shadow | | | 26,120 | 8.89 | 26,120 | 8.89 | | |
| 50 | 2,020 | 6.93 | 10,182 | 10.67 | 12,202 | 10.05 | 1,434 | 13.40 |
| 78H | 5,902 | 12.28 | | | 5,902 | 12.28 | 1,290 | 7.00 |
| 785N | | | 112,440 | 14.27 | 112,440 | 14.27 | | |
| Total | 10,915 | 12.17 | 475,633 | 11.17 | 486,548 | 11.20 | 93,073 | 0.00 |
| Rounded | 10,900 | 12.20 | 475,625 | 11.20 | 486,500 | 11.20 | 93,100 | 11.85 |

The indicated grade at Sleeping Giant is twice as high as the grade at Elder.

Calculation criteria used:

- Cut-off grade of 6.5 g/t Au. Some polygons under this cut-off grade were included to ensure the continuity of the zones,
- Price per ounce of gold at US \$ 1,225 (3 years average) and an exchange rate of US \$ 1 = 1.20 Can \$,
- Maximum content: 60 g/t Au for core samples and 55 g/t Au for chip samples. A grade of 32 g/t Au was applied for the polygons generated by the 2013-2014 drilling.
- Specific Gravity: 2.85 g/cm³ as used in previous resource estimates,
- Resources were evaluated from diamond drill samples and face samples using the polygon method applied to inclined longitudinal sections,
- The minimum true thickness of the veins is calculated from its dip; 1.6 metre for veins having more than 50° and 1.8 metres for those having less than 50°,
- The vein content is determined by the drilling intersection and the content of the adjacent material to meet a minimum thickness of 1.6 or 1.8 metre,
- One Troy ounce = 31.1035 grams. The metric system was used for these calculations (metres, tonnes and grams/tonne),
- Calculated tonnes have been rounded to the nearest hundred. Differences in the calculation total are due to rounded figures as recommended by NI 43-101,
- ICM definitions and guidelines were used for this resource calculation.



Plan view of level 665 showing drifts and cross-cuts in known mineralized areas and the geological context

ABCOURT-BARVUE PROJECT

The Abcourt-Barvue property is conveniently located at Barraute, 60 kilometers (35 miles) north the mining community of Val-d'Or, Quebec. It covers 5,123 hectares with 103 cells and two (2) mining concessions held 100% by Abcourt.

In 1950, zinc was discovered on surface on the Barvue claims. The mine was operated from 1952 to 1957 with an open pit by Barvue Mines Limited and from 1985 to 1990 with an underground operation by Abcourt Mines Inc.

From 2002 to 2007, several drilling programs, technical and environmental studies were completed or were done to provide data for a feasibility study and to support our applications for permits. Subsequently, various alternatives were considered to improve the profitability of this project.

An update of the feasibility study is currently being done.

Resource calculation and feasibility study 2006 - 2007

In May 2006, a revision of the Abcourt-Barvue resources was completed by an independent qualified person, Mr. Jean-Pierre Bérubé, P.Eng., consultant for MRB & Associates of Val-d'Or, Québec, Canada. This revision was made according to NI 43-101 Standards. This report is available on SEDAR.

Genivar, Limited Partnership of Quebec City and Bumigeme of Montréal, completed a feasibility study, which was published in February 2007. With this feasibility study, almost all the resources were converted into proven and probable ore reserves. This report is available on SEDAR.

The mining plan involves the extraction of 77% of the ore from an open pit and the treatment of this ore in a mill built on the mine site with a capacity of 1,750 tonnes per day for a total of 650,000 tonnes per year.

The amount needed for the opening of the Abcourt-Barvue mine, according to the scenario proposed in the 2006 feasibility study, is \$71M, including working capital. However, we have assessed several other scenarios since that time (not 43-101) with costs between \$46M and \$70M. Before starting this project, we have to choose the best scenario as a function of metal prices and update the feasibility study. The start of this project depends on the availability of funds.

New resources calculations in 2014

In 2014, a 43-101 report on the Abcourt-Barvue resources was prepared by Mr. Jean-Pierre Bérubé, engineer and independent consulting geologist with pertinent experience in this field. This report indicates an increase in indicated and inferred resources in comparison with those of 2006. This report was filed on SEDAR.

Here is a comparative table of resources in all categories:

| CATEGORY | 2014 Estimate | | | 2006 Estimate | | |
|-----------|---------------|----------|--------|---------------|----------|--------|
| | TONNES | Ag (g/t) | Zn (%) | TONNES | Ag (g/t) | Zn (%) |
| Measured | 6,284,000 | 43.98 | 3.09 | 6,516,000 | 58.32 | 3.33 |
| Indicated | 1,799,000 | 95.51 | 2.94 | 503,000 | 98.35 | 3.44 |
| M + I | 8,083,000 | 55.45 | 3.06 | 7,019,000 | 61.19 | 3.33 |
| Inferred | 2,037,000 | 114.16 | 2.89 | 1,506,000 | 120.53 | 2.98 |

If the open pit outlines designed in 2007 by GENIVAR remain unchanged, it is estimated that 77% of the measured and indicated resources will be extracted from an open pit and 23% from underground operations.

The increase in tonnage between the 2006 estimate and the 2014 estimate was brought about by additional diamond drilling in 2010 and 2011 and by a substantial increase in the price of silver which enabled us to use a lower cut-off grade.

The measured resources are generally extending from surface to a maximum depth of 165 meters. The indicated resources are generally located in the immediate extensions of the measured blocks from elevation -125 to -300 meters.

Forward-looking statement

The zinc stocks on the London Metal Exchange have been decreasing rapidly lately and the price of zinc is increasing. The exchange rate of the CAN/US dollars is favourable. The possibility of starting the development of the Abcourt-Barvue project in the coming year looks good.

2018 drilling

In the Fall of 2018, one 360-meter hole was drilled on section 780 E. The mineralized zone was intersected and samples were taken. Assay results are pending.

THE DISCOVERY PROJECT

The Discovery project has 166 cells with a total area of 4,071 hectares. The property is located about 30 km to the north-west of Lebel-sur-Quévillon, Québec. The gold at Discovery is found in quartz-carbonate veins in a deformed and metamorphosed gabbro. The latest calculation of historical resources was made by InnovExplo in 2008. A significant gold mineralization is indicated. As these resources are not considered current by Abcourt, the Company is therefore prohibited under Canadian Securities regulations to publish them.

After the 2008 calculations by InnovExplo, NAP drilled 58 additional holes totaling 32,788.7 meters.

In 2010, North American Paladium (NAP) drilled 40 additional holes totalling 25,481 meters (G.M. 67103) covering sections 900 to 1600E. The A, B and C zones were intersected in what appears to be a network of quartz veinlets containing 3 to 8% pyrite and pyrrhotite in equal amounts. Some good values were intersected in zones A (B-10-197, 5.81 g/t of gold aver 3.2 m, B-10-198, 4.36 g/t of gold over 11.6 m, B-10-199A, 4.35 g/t of gold over 3.0 m) and C (B-10-178, 10.7 g/t of gold over 4.56 m, 4.00 g/t of gold over 4.5 m). True width is about 70% of core length.

In 2011, NAP drilled 18 holes totaling 7,307.7 meters (GM 67614) on sections 300 to 1500E. Zones A and B were cut over lengths of approximatively one meter B-11-195: 24.5 g/t gold / 1.1 m; B-11-200: 46.0 g/t of gold / 1.0m; B-11-207: 54.4 g/t of gold / 1.0 m: and rarely over more than 3.0 meters, B-11-192: 5.21 g/t of gold over 7.1 m; B-11-200: 48.1 g/t of gold / 4.5 m.

After the 2008 calculations by InnovExplo, NAP drilled 58 additional holes for a total of 32,789 meters. An update of the resources is justified, considering the numerous intersections obtained in the 2011 drilling campaigns. In addition, the 2011 drilling revealed the presence of high values in the 1200 E zone. This sector is open at depth and laterally. The drilling pattern has to be tighter to enhance the degree of confidence in some parts of the Discovery zone which extends over more than 2 km.

The Discovery gold mineralization appears to be important and the possibility of finding an orebody is good.

In the Fall of 2018, 12 holes were drilled for a total of 2,742 meters. Several samples were taken. Assay results are pending.

FLORDIN PROJECT

The Flordin property is located approximately 25 km to the north of Lebel-sur-Quévillon. It consists of 25 cells covering 149 hectares. In 1987 – 1988, an access to the B zone mineralization with a ramp permitted the extraction of two bulk samples. The milling of these bulk sample at the Bachelor Lake mine gave the following results:

5,174 tonnes with a grade of 2.51 g/t of gold in 1987

4,053 tonnes with a grade of 4.25 g/t of gold in 1988

In 2011, the project was re-assessed by Cadiscor with an open pit plan. Again, the Company is prohibited to publish these results.

A total of 157 additional holes were drilled subsequently. Any future work at Flordin should include an update of the mineral resources. In its February 2013 report (GM 67662), NAP reports several intersections with values higher than 5 g/t of gold between the Flordin and the Cartwright zones. These new intersections will add some tonnage to the resources calculated by InnovExplo.

THE VENDOME PROPERTY

The Vendome property is located 11 kilometres (seven miles) south of the Abcourt-Barvue property. It comprises 20 cells and 39 claims for a total of 2,426 hectares owned 100% by Abcourt.

In the 1950's, an ore body was discovered and a three-compartment shaft was sunk to a depth of 160 meters (525 feet). Three levels were established at depths of 76 meters (250 feet), 114 meters (375 feet) and 153 meters (500 feet). A total of 2,134 meters (7,000 feet) of drifts and raises were excavated and 540 holes were drilled underground for a total of 66,700 meters (218,776 feet). At the same time, two deposits, the **Barvallee** and the **Belfort** were found on strike to the west by surface drilling. In addition, some holes drilled in the Mogador batholith found some gold values.

In 1987, a surface plant was installed and a short (76 meters) ramp was excavated on the Barvallée part of the property.

In 1998, the Company drilled nine holes for a total of 1,505 meters (4,936 feet) in the Barvallée sector of the zone. Results were very encouraging.

In 2011, four holes were drilled to confirm historical resources and excellent results were obtained. See our Press Release dated August 9, 2011. An evaluation of resources according to NI 43-101 was completed by Mr. Jean-Pierre Bérubé, Consulting Engineer, and a report was published on February 12, 2013. Mr. Bérubé is a qualified independent person. This report was filed on SEDAR.

Here are the 43-101 Vendome resources:

| <u>Category</u> | <u>Tonnes</u> | <u>Grade</u> | | | |
|----------------------|------------------|------------------|------------------|----------------|----------------|
| | | <u>Au</u> g/t | <u>Ag</u> g/t | <u>Cu</u> % | <u>Zn</u> % |
| Mesured | 347,890 | 1.46 | 73.97 | 0.52 | 9.78 |
| Indicated | <u>364,332</u> | <u>1.00</u> | <u>47.15</u> | <u>0.74</u> | <u>5.33</u> |
| Total | 712,222 | 1.23 | 60.11 | 0.63 | 7.50 |
| Inferred | <u>305,769</u> | <u>0.99</u> | <u>36.77</u> | <u>0.49</u> | <u>4.30</u> |
| Total all categories | <u>1,017,991</u> | <u>1.15</u> | <u>53.10</u> | <u>0.59</u> | <u>6.54</u> |

No significant expenditure was done on this property during the first quarter ended on September 30, 2018.

The development of this property will be synchronized with the development of the Abcourt-Barvue project.

The potential to make new discoveries on this property is very good and additional drilling is well justified.

THE ALDERMAC PROPERTY

In January 2007, Abcourt announced that a 4-year option was signed for 100% of the Aldermac property located in Beauchastel township near Rouyn-Noranda, Quebec, Canada. This 303-hectare property is the site of a former mine, serviced by a 495-meter 3-compartment shaft and nine levels. In the past, it produced two million tons of ore with a grade of 1.78% Cu, 0.2 oz/t Ag, 0.02 oz/t Au and 1.50% ± Zn.

Around the old mine and 300 meters further east, where a new ore body was discovered in 1987, historical resources are as follows:

| <u>Description</u> | <u>Short tons</u> | <u>Cu %</u> | <u>Zn %</u> | <u>Ag oz/t</u> |
|--------------------------|-------------------|-------------|-------------|----------------|
| Area around the old mine | 620,000 | 1.60 ± | 2.00 ± | 0.2 |
| New ore body to the east | <u>1,150,000</u> | <u>1.50</u> | <u>4.13</u> | <u>0.9</u> |
| Total | 1,770,000 | 1.54 | 3.38 | 0.6 |

The historical resources reported above were prepared before the introduction of National Instrument 43-101 (“43-101”). The historical resources have not been verified and should not be relied upon. This being said, Abcourt believes that these estimates, particularly the ones prepared by Wright Engineers, were estimated by competent persons. This statement is made by Mr. Renaud Hinse, professional engineer, President of Abcourt Mines Inc. Mr. Hinse is a qualified person under 43-101.

Drilling in October 2015

During the month of October 2015, a 360-meter hole was drilled to localize a mineralized zone, without success.

Drilling in 2017

In December 2017, one 354-meter hole was drilled without any significant values, but the geology looks good.

2018 Drilling

In 2018, two additional holes will be drilled. The objective is to find an extension to the low dipping zone and to check a magnetic anomaly over the extension of the main mineralized zone.

THE JONPOL PROPERTY

In March 2007, Abcourt announced the signature of a 7-year option to purchase 100% of the Jonpol property located in Dalquier township near Amos, Quebec, Canada. This 880-hectare property was subject to several exploration programs in the past and three shafts were sunk, the deepest reaching a depth of 152 meters.

Several significant gold, silver, copper and zinc intersections were obtained in the drilling.

This information comes from a report by C.M Cooke, senior project geologist for Aur Resources Inc., dated November 1992.

Aur Resources, with whom we had negotiated the first agreement, was amalgamated with Teck-Cominco Limited.

The royalty payable on any future production was sold by Teck to Osisko Royalties.

During 2018, no work was done on this property.

OTHER PROPERTIES

Cameron Shear

The Cameron Shear property is located between the Discovery and Flordin. It is owned jointly with Canadian Royalties. The property is located 30 km to the north of Lebel-sur-Quévillon. Various exploration programs over the past 40 years have found a few showings of gold. The most interesting showing is the Riocanex zone which is probably an extension of the Flordin zone. The NAP participation (possibly 50%) in the Cameron Shear zone was sold to Maudore (Aurbec) on March 23, 2013, hence Abcourt has a participation in that project. According to the agreement realized in 2006 between Cadiscor and Canadian Royalties (C.R.), if the participation of a participant is reduced to less than 10%, a 2% royalty is given and will apply to any future production. The buy-back of 1% of this royalty may be realized with a payment of \$1M.

Laflamme (gold)

The Laflamme project is located approximately 30 km to the west of the town of Lebel-sur-Quévillon, in Abitibi, Québec. The property consists in 472 cells covering an area of approximately 24,716 ha held jointly with Midland Exploration Inc. which does some work every year. A new gold discovery was made in hole La-11-11 which gave 9.7 g/t of gold over 1.0 meter. In July 2011, Aurbec won a 50% participation in the property but it has not contributed to any exploration work done after December 2012. Consequently, Midland now owns 68.5% and Abcourt owns 31.5% of the project and it does some exploration work every year. According to the initial agreement with Cadiscor, if a participant is reduced to 10%, a 2% royalty will be applied to any future production from the property. The buy-back of 1% royalty may be made with a \$1.5M payment.

Dormex (gold)

The Dormex property lies to the south-east of the Sleeping Giant mine. The property is made up of 68 cells covering an area of 6,189 hectares. In 2010, 4,206 meters were drilled by North American Palladium (NAP) in a reverse circulation program combined with a ground and an aerial survey to generate gold targets in an area often covered with glacial sediments more than 40 meters thick. Good gold values were found in some surface diamond drill holes. Additional drilling is justified.

In December 2017, four holes were drilled for a total of 1,403 meters. No significant value was intersected but more drilling is planned in order to evaluate the property. Some holes will be drilled in 2018.

Vezza (gold)

In 2009 and 2010, Abcourt has acquired by staking 26 cells totalling 736 hectares in Vezza Township, Quebec. This property covered about 8 km along the Casa Berardi-Douay-Cameron deformation zone where several gold occurrences have been reported in the past.

In the period ending on June 30, 2013, four holes (1,011 meters) were drilled on the sediment/volcanic contact, usually mineralized with pyrite and some gold. No significant value was intersected.

During the period ending on June 30, 2013, the Company decided to write-off the value of the exploration and valuation expenses. In the 2014 - 2017 period, several cells were abandoned.

This property is adjacent to the Vezza mine where some values were obtained in recent drilling near our property.

PERSON RESPONSIBLE OF TECHNICAL INFORMATION

The qualified person under National Instrument 43-101 respecting standards of disclosure for mineral projects, who is responsible of the technical information relating to the mining properties of the Company, is Mr. Renaud Hinse, mining engineer, President of Abcourt Mines Inc.

RISKS AND UNCERTAINTIES

RISK FACTORS

In the course of its business and affairs, the Company faces the following risks factors:

Fluctuations in the Market Price of gold and other metals

The profitability of mining operations, and thus the value of the mineral properties of the Company, is directly related to the market price of gold and other metals. The market price of gold and other metals fluctuates and is affected by numerous factors beyond the control of any mining company. If the market price of gold and metals should decline dramatically, the value of the Company's mineral properties could also decrease dramatically and the Company might not be able to recover its investment in those interests or properties. The selection of a property for exploration or development, the determination to construct a mine and place it into production and the dedication of funds necessary to achieve such purposes, are decisions that must be made long before first revenues from production are received. Price fluctuations between the time that such decisions are made and the commencement of production can, drastically, affect the economics of a mine.

Financial Risk

Additional funds will be required in the future to finance the Company's exploration and development work. The Company may have access to funds through the issuance of additional equity and borrowing. There can be no assurance that such funding will be available to the Company. Furthermore, even if such a financing is successfully completed, there can be no assurance that it will be obtained on terms favourable to the Company or provide the Company with sufficient funds to meet its objectives, which could adversely affect the Company's business and financial condition.

Exploration and Mining Risks

Mineral resources exploration and development is highly speculative and involves a high degree of risk, which even a combination of careful evaluation, experience and knowledge may not be able to avoid. While the discovery of a deposit may prove extremely lucrative, most exploration efforts are not successful in that they do not result in the discovery of mineralization of sufficient quantity or quality to be profitably mined. Substantial sums may be required to establish ore reserves, develop metallurgical processes and build mining and processing facilities at a given site. **There is no assurance that mineralization will be discovered by the Company in quantities sufficient to warrant mining operations. There is also no assurance that the mining properties of the Company will be brought into commercial production.** The economic life of a mineral deposit depends on a number of factors, some of which relate to the particular characteristics of the deposit, particularly its size and grade. Other factors include the proximity of the deposit to infrastructure, the production capacity of mining facilities and processing equipment, market fluctuations, possible claims of native peoples and government regulations, including regulations relating to prices, royalties, allowable production, importation and exportation of minerals, environmental protection and the protection of agricultural territory. The effect of these factors cannot be accurately predicted and may prevent the Company from providing an adequate return on investment.

Regulatory Compliance, Permitting Risks and Environmental Liability

Exploration, development and mining activities are subject to extensive Canadian federal and provincial laws and regulations governing exploration, development, production, taxes, labour standards, waste disposal, protection and conservation of the environment, reclamation, historic and cultural preservation, mine safety and occupational health, toxic substances as well as other matters. The costs of discovering, evaluating, planning, designing, developing, constructing, operating and closing a mine and other facilities in compliance with such laws and regulations is significant. The costs and delays associated with compliance with such laws and regulations could become such that the Company cannot proceed with the development or operation of a mine.

Mining in particular (and the ownership or operation of properties upon which historic mining activities have taken place) is subject to potential risks and liabilities associated with pollution of the environment and the disposal of waste products occurring as a result of mineral exploration and production. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) is not generally available to the Company (or to other companies within the industry) at a reasonable price. To the extent that the Company becomes subject to environmental liabilities,

the satisfaction of any such liabilities would reduce funds otherwise available to the Company and could have a material adverse effect on the Company. Laws and regulations intended to ensure the protection of the environment are constantly changing, and are generally becoming more restrictive.

Risks concerning titles to Properties

Although the Company has taken reasonable measures to ensure proper title to its properties, there is no guarantee that title to any of its properties will not be challenged or impugned. Third parties may have valid claims underlying portions of the Company's interests.

Industry Conditions

Mineral resource exploration and development involves a high degree of risk that even a combination of careful assessment, experience and know-how cannot eliminate. While the discovery of a deposit may prove extremely lucrative, few properties that undergo prospecting ever generate a producing mine. Substantial sums may be required to establish ore reserves, develop metallurgical processes and build mining and processing facilities at a given site. There can be no assurance that the exploration and evaluation programs planned by the Company will result in a profitable mining operation. The economic life of a mineral deposit depends on a number of factors, some of which relate to the particular characteristics of the deposit, particularly its size, grade and proximity to infrastructure, as well as the cyclical nature of metal prices and government regulations, including those regarding prices, royalties, production limits, importation and exportation of minerals, and environmental protection. The impact of such factors cannot be precisely assessed, but may prevent the Company from providing an adequate return on investment.

Outlook

Management will continue to manage its funds rigorously, its primary objective being to optimize return on investment for the Company's shareholders. The Company's development strategy is focused on the discovery of economically-viable deposits that will generate profits from mining and ensure the Company's survival. In applying its development strategy, management will take into account the global exploration context, stock market trends and the prices of gold and other metals.

Competition

The Company competes with major mining companies and other natural resource companies in the acquisition, exploration, financing, development and exploitation of new properties and projects. Many of these companies are more experienced, larger and better capitalized than the Company. The competitive position of the Company depends upon its ability to obtain sufficient funding and to explore, acquire and develop new and existing mineral-resource properties or projects in a successful and economic manner. Some of the factors which allow producers to remain competitive in the market over the long term are the quality and size of an ore body, cost of production and operation generally, and proximity to market. The Company also competes with other mining companies for skilled geologists, engineers and other technical personnel.

Permits and Licenses

The operations of the Company require licences and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licences and permits that may be required to carry out further exploration, development and mining operations at its projects.

Volatility of Stock Price and Limited Liquidity

The common shares of the Company are listed on the TSX Venture Exchange and on the Frankfurt and Berlin Exchanges. The common shares have experienced volatility in price and limited trading volume over the last several years. There can be no assurance of adequate liquidity in the future for the common shares.

Dependence on Key Personnel

The Company is dependent on the services of certain key officers and employees. Competition in the mining exploration industry for qualified individuals is intense and the loss of any key officer or employee if not replaced could have a material adverse effect on the business and operations of the Company.

CERTIFICATE

This management's discussion and analysis has been examined by the Audit Committee and approved by the Board of directors of the Company.

(s) Renaud Hinse _____

Renaud Hinse

Chief Executive Officer

December 6, 2018