ANNUAL MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended on June 30, 2011

ABCOURT MINES INC.

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ANNUAL MANAGEMENT'S DISCUSSION AND ANALYSIS

This management's discussion and analysis provides an analysis of our exploration results and our financial situation which will enable the reader to evaluate important variations in exploration results and in our financial situation for the period ended June 30, 2011, in comparison with the previous period. This report supplements our audited financial statements and should be read in conjunction with our financial statements and the accompanying notes. Our financial statements are prepared in accordance with generally accepted standards in Canada and 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 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 the Abcourt web site at www.abcourt.com, where you will find a description of the mining properties.

INCORPORATION AND NATURE OF OPERATIONS

Abcourt Mines Inc. (the "Company" or "Abcourt") was incorporated by letters patent of amalgamation dated January 11, 1971pursuant to Part 1 of the *Company 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 according to the Law. The Company is primarily engaged in the exploration of mining properties with a view to commercial production. It does not currently have any mines in production. 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 2010 FISCAL YEAR

During the 12-month period ended June 30, 2011, the Company issued 72,964,0744 shares and 64,971,496 warrants for a total value of $11,795,218, including 7,973,641 flow-through units, for a value of $1,156,100. On June 30, 2011, all the amounts received for flow-through shares were spent on exploration work, mostly on the Elder-Tagami and Abcourt-Barvue properties. The exploration work includes 161 surface drill holes for a total of 29,119 meters and the dewatering of the Elder mine from surface to a depth of 205 meters.

RESULTS

Income

Our revenues consist essentially in interests received on deposit certificates. In comparison with the previous year, our revenues increased from $4,464 to $38,479 as a higher amount was invested in certificates of deposit.

Administrative Expenses

The administrative expenses increased from $558,858 in 2010 to $1,283,651 in 2011. Some expenses like consultant fees and the restoration of the Abcourt-Barvue site were lower. On the other hand, administrative expenses increased from $71,005 in 2010 to $169,208 in 2011. These expenses increased mostly due to financing costs and consultant fees to make presentation to investors. The stock-based remuneration also increased from $99,900 to $742,100 following the grant of options to buy shares to officers of the Company.

Operating Loss

The operating loss increased from $550,085 in 2010 to $1,245,152 in 2011.This increase is due to the increased in administrative expenses as noted previously.

Net Profit (Net Loss)

The loss increased from $45,101 in 2010 to $925,652 in 2011 following the increase in the administrative expenses as noted above and also due to a decrease in credits for deferred income and mining taxes. The loss per basic and diluted shares increased from $0.00 in 2010 to $0.01 in 2011.

RESULTS FOR THE FOURTH QUARTER

Income

As noted above, our revenues consist mainly of interest received on certificates of deposit. For the 4th quarter, the amount was $25,467.

Administrative expenses

During the 4th quarter, the administrative expenses totalled $787,477. The main item was stock-based remuneration following the issue of stock options to directors and officers.

Net Profit (Net Loss)

After the deferred income and mining taxes, the net loss for the 4th quarter was $788,034.

CASH FLOWS

Operating Activities

Operating activities before the variations in the non-cash items of the working capital generated a negative cash flow of $487,959 in 2011 and $442,939 in 2010. The non-cash items of the working capital used $263,410 in 2011 and absorbed $208,116 in 2010.

Financing

Financings by the issue of shares and warrants, net of financing costs, amounted to $10,341,357 in 2011 and $2,033,993 in 2010. These amounts were more than sufficient to cover our deferred exploration expenses, the Aldermac option payment and our general administrative expenses.

Investment

In 2011, the largest investment was in deferred exploration expenses ($3,119,239). The net cost of investment was $2,257,267 whereas in the previous year, it totalled $1,797,359.

Cash at the End of the 2011 and 2010 Periods

The available cash at the end of the 2011 fiscal period was $7,268,300. At the end of the 2010 period, there was a negative amount of $64,421.

The financing completed in fiscal 2011 greatly improved the financial situation of the Company.

DEFERRED EXPLORATION EXPENSES

In 2011, the deferred exploration expenses before mining duties and tax credits increased by $1,990,147, passing from $1,129,092 in 2010 to $3,119,239 in 2011. For each of these years, the deferred exploration expenses were lowered by tax credits and receivable mining duties.
The tax credits are given by the Quebec provincial government for exploration expenses incurred in Quebec when these expenses are not financed by flow-through shares sold in Quebec.

Details on the two most important items in the June 30, 2011 deferred expenses:

Diamond drilling:

For the period ending on June 30, 2011, the diamond drilling costs increased by an amount of $1,389,256, from $589,415 in 2010 to 1,978,671 in 2011. This cost do not include associated costs like assays, engineers and technician fees and general expenses related to this activity.

In 2011, drill holes were located on different properties as follows:

Properties	Number of holes	Number of meters
Vendome	4	658
Vezza	2	573
Elder-Tagami	103	15,642
Abcourt-Barvue	52	12,246
	161	29,119

At Vendome, four holes were drilled to confirm some historical information.

At Vezza, two holes were drilled along a sediments/volcanics contact, generally mineralized with gold-bearing pyrite. No significant values were intersected. This work was done to renew the claims.

At Elder-Tagami, 103 holes, for a total of 15,642 meters, were drilled to augment and to upgrade the resources. Excellent results were obtained and reported in several press releases during the year. A revision of the 43-101 calculations is currently being done.

At Abcourt-Barvue, 52 holes were drilled, for a total of 12,246 meters, in the western part of the Abcourt-Barvue ore body to augment the quantity and the quality of the ore reserves and resources. Excellent results were obtained and reported in several press releases.

Engineers' consulting fees and expenses:

The engineers' consulting fees and expenses were mostly related to diamond drilling. These expenses are classified as follows:

Engineers' fees	$404,000
Technicians	$ 21,000
Travelling and other expenses	$ 22,925
Total	$447,925

BALANCE SHEETS

The assets on June 30, 2011 totalled $19,592,087 compared to $9,485,106 on June 30, 2010. Financings realized during the fiscal year have doubled the value of the Company.

MODIFICATIONS TO OUR ACCOUNTING POLICIES

No accounting modifications were adopted in 2011.

FUTURE ACCOUNTING CHANGE

International Financial Reporting Standards (IFRS)

The CICA plans the convergence of Canadian generally accepted accounting principles (GAAP) to International Financing Reporting Standards (IFRS) on a transition period ending in 2011. The Company will adopt the IFRS for interim financial statement that will end on September 30, 2011. The Company expects this transition to have an effect on its accounting methods, presentation of financial information and information systems. The Company is currently going through the assessment and evaluation phase of its IFRS implementation project to determine the effect on its processes, systems and financial statements upon adoption.

Diagnostic

IFRS CONVERENCE

The analysis below set out the main areas where changes in accounting policies could have a significant impact on the Company's financial statements. This list should not be regarded as a complete list of changes that will result from transition to IFRS. It is intended to highlight areas that the Company believes to be the most significant. The Canadian (ICCA) and international (IASB) standards setter have ongoing projects that could affect the ultimate differences between Canadian GAAP pre-changeover (hereafter GAAP), and their impact on the Company's financial statement in future years. The analysis is based on current IFRS.

Exploration and evaluation assets

- ***Accounting policies***

IFRS

IFRS 6 contains a temporary exemption that limits the need for an entity to change its existing accounting policies for exploration and evaluation assets (deferred exploration expenses), subject to some restrictions.

Changeover impact

The Company expects to retain its current accounting policies to recognized exploration expenses as assets. Therefore, no significant transition impact on financial statements related to the accounting for exploration costs is expected.

- ***Elements of cost***

IFRS

An entity shall determine an accounting policy specifying which expenditures are recognised as exploration and evaluation assets. In making this determination, an entity considers the degree to which the expenditure can be associated with finding specific mineral resources. The expenditures related to the development of mineral resources should not be accounted for as exploration and evaluation assets. Expenditures related to the development are accounted as an asset only when the technical feasibility and commercial viability of a specific area are demonstrable (and must meet the recognition criteria of IAS 16 Property, Plant and Equipment or IAS 38 Intangible Assets).

GAAP

Mining enterprises do not have to identify and account separately for pre-exploration and evaluation expenditures, exploration and evaluation expenditures and development expenditures, using different criteria.

All costs associated with property acquisition, exploration and development activities are capitalized. Any internal costs that are capitalized should be limited to those costs that can be directly identified with acquisition, exploration and development activities undertaken by the enterprise for its own account, and should not include any costs related to production (lifting costs), general corporate overhead, or similar activities. Capitalized costs may include interest costs provide the related costs are not being depleted or depreciated and the portion of overhead or general and administrative costs that can be directly related to, and is necessary to, the exploration and development activity.

Exploration costs related to mining properties are capitalised when the following criteria are satisfied:
- are held for use in the production or supply of goods,
- have been acquired, constructed or developed with the intention of being used on a continuing basis; and
- are not intended for sale in the ordinary course of business.

Changeover impact
Only development expenditures incurred after the technical feasibility and commercial viability of extracting the mineral resource are demonstrable will be maintain as asset.

Exploration and development costs incurred for one of the mining properties that has economical ore reserves will be reclassify as “mines under construction” (on a separate line in the statement of financial position). Exploration costs will be assessed for impairment, and any impairment loss recognised, before reclassification, if need be. [See also Reclassification of exploration and evaluation assets below.]

The Company is now proceeding to an analysis to identify if development costs were incurred on it other mining properties – costs incurred before the technical feasibility and commercial viability of extracting a mineral resource are demonstrable. In the event that such costs have been incurred, the cumulative impacts to this change in accounting policy will be measure at transition date to IFRSs, which is July 1st, 2010 and for the year ended June 30, 2011.

Other deferred exploration costs will be maintained separately on another line item on statement of financial position under the heading “exploration and evaluation assets”.

- ***Reclassification of exploration and evaluation assets***

IFRS
When the technical feasibility and commercial viability of extracting a mineral resource are demonstrable, exploration and evaluation assets shall be classified as mining assets under development. Exploration and evaluation assets are assessed for impairment before reclassification, and any impairment loss recognised.

Changeover impact
Exploration and development cost of the mining property that has economical ore reserves will be reclassify as “mine under development” on IFRS adoption. The Company will consider indicators of impairment in IAS 36 *Impairment of Assets* and will determine if there is an impairment to recognise at the time of reclassification.

- ***Measurement after recognition***

IFRS

Exploration and evaluation assets are measured at cost. After recognition, these assets can be measured using either the cost model or the revaluation model.

GAAP

Deferred exploration expenses (exploration and evaluation assets) are measured at cost. The revaluation is not allowed.

Changeover impact

The Company will continue to use the cost for initial and subsequent measurement. Therefore, there will be no transition impact on financial statements.

- ***Impairment of exploration and evaluation assets – recognition and measurement***

IFRS

Exploration and evaluation assets shall be assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. IFRS 6 state certain facts and circumstances (the list is not exhaustive) that indicate that test of exploration and evaluation assets for impairment is required.

IFRS 6 focuses more on what is planned for the future – for example, if there is substantive expenditure on further exploration and evaluation in the specific area which are budgeted or planned.

The indicators leading to impairment test for exploration and evaluation assets are comprised in IFRS 6 (and are different from the one and IAS 36, IMPAIRMENT OF ASSETS). When facts and circumstances suggest that the carrying amount exceed recoverable amount (the higher of fair value less costs to sell and its value in use (present value of the future cash flows expected)), the carrying amount of the asset shall be reduced to its recoverable amount. The reduction is an impairment loss.

GAAP

Although indicators are essentially similar to the ones in IFRS 6, EIC-174 *Mining Exploration Costs* provided guidance on delaying an impairment test when exploration activities were delayed due to unfavourable mineral prices or conditions for raising capital.

Changeover impact

The Company will asses its mining assets (mining properties and exploration and evaluation assets) to impairment indicators of IFRS 6 as at July 1st 2010 (transition date to IFRSs) and June 30, 2011 and perform impairment testing if some facts or circumstances suggest that the carrying amount of certain assets may exceed the recoverable amount.

Furthermore, at these same dates, the Company will determine if conditions for some reversing of impairment losses exist. [See also *Impairment of assets and reversing of impairment loss* on following page.]

- ***Impairment – level at which exploration and evaluation assets are assessed for impairment***

IFRS

An entity shall determine an accounting policy for allocating exploration and evaluation assets to cash-generating units or groups of cash-generating units (CGU) for the purpose of assessing such assets for impairment.

Changeover impact

Within the mining industry, the most common approach is to allocate by area of interest. At the point in time when economic viability is established, an area of interest will normally comprise a single mine. The asset allocation method currently use is similar to IFRSs. Therefore, there will be no transition impact on IFRSs adoption.

Impairment of Assets (IAS 36)

IFRS

An entity shall assess at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, impairment test is performed to determine if the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of its fair value less costs to sell and its value in use (present value of the future cash flows expected). If, and only if, the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset shall be reduced to its recoverable amount. That reduction is an impairment loss.

Irrespective of whether there is any indication of impairment, an entity shall also test annually an intangible asset with an indefinite useful life and goodwill acquired in a business combination.

An impairment loss recognised in prior periods for an asset other than goodwill shall be reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If this is the case, the carrying amount of the asset shall be increased to its recoverable amount. That increase is a reversal of an impairment loss.

GAAP

Impairment testing is also required if there are indications of impairment. However, test is a two step process that differs from the test under IFRS.

Intangible assets with indefinite useful life and goodwill are also tested for impairment annually.

An impairment loss should not be reversed if the fair value subsequently increases.

Changeover impact

The Company has determined that these changes in accounting policies will not have any significant impact on assets other than exploration and evaluation assets when adopting IFRSs. For exploration and evaluation assets, see *Impairment of exploration and evaluation assets – recognition and measurement* ahead.

Share-based payment – Measurement

IFRS

For transactions with employees and others providing similar services, an entity should measure the fair value of the services received by reference to the fair value of the equity instruments granted. For transactions with parties other than employees, there is a rebuttable presumption that the fair value of the goods and services can be estimated reliably.

GAAP

Equity instruments awarded to employees and the cost of the services received are measured and recognized based on the fair value of the equity instruments. Transactions with parties other than employees should be accounted for based on the fair value of the consideration received or the fair value of the equity instruments, or liabilities incurred, whichever is more reliably measurable.

Changeover impact

The Company expects a limited impact on IFRSs adoption relatively to share-based payments granted to non-employees. Under IFRSs, these grants shall be measured at the fair value of goods or services received, unless that fair value cannot be estimated reliably. The Company is currently reviewing the impact of this change in accounting policy.

Share-based payment – Awards that vest in instalments

IFRS

IFRS 2 requires that in accounting for awards that vest in instalments, each instalment should be treated as a separate arrangement.

The number of equity instruments expected to vest must be initially estimated and revised afterward, if necessary.

GAAP

Section 3870 is generally in convergence with IFRS except that the Canadian standard permits alternately such awards to be accounted for as a single award in which related compensation cost is recognized on a straight-line basis. Section 3870 requires the use of this alternative under certain conditions.

Also, an enterprise may begin accruing compensation cost as if all instruments granted are expected to vest. The effect of actual forfeitures is then recognized as they occur.

Changeover impact

The Company expects a limited impact on IFRSs adoption relatively to options granted to investors relation representative. Charges related to share-based payments are recognized on an accelerated basis under IFRSs. The Company is currently reviewing the impact of this change in accounting policy.

Related party

IAS 24 Related Party Disclosures requires disclosures relate to key management personnel compensation (which comprise all of the different benefits, termination benefits and share-based payment).

IAS 24 also requires disclosure of related party relationships, transactions and outstanding balances, including commitments.

Accounting and measurement of related party transactions could be different because there is no specific guidance for that in IFRS. Instead, transactions with related party are accounted for and measured in accordance with applicable IFRS provisions. The notion of “exchange value” does not exist under IFRS and transactions shall generally measure at fair value.

Changeover impact
Adoption of IFRSs will result in providing additional disclosure into notes to financial statements.

The Company do not expect significant changes in measurement of related party transactions using applicable IFRSs to underlying transactions.

Income taxes – Self-through Shares
IFRS
IAS 12 does not contain any specific guidance for recognition of a deferred tax liability related to flow-through shares.

GAAP
EIC-146, « Flow-through shares », indicates that the cost of future income taxes related to the resulting temporary difference is recorded as a cost of issuing the securities to the investors when the expenditures are renounced.

Changeover impact
The Company intend to measure the sale of tax deductions using the residual method. At the time the flow-through shares are issued, the sale of tax deductions is deferred and presented as other liabilities in the statement of financial position. When eligible expenditures are incurred (as long as there is the intention to renounce), the sale of tax deductions is recognized in the income statement as a reduction of deferred tax expense and a deferred tax liability is recognized for the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures capitalized as an asset in the statement of financial position and its tax base. The renouncement of expenditures related to flow-through shares may lead to the recognition of previously unrecognized deferred tax assets. The Company is currently reviewing the impact that the change in accounting policy will cause when adopting IFRSs.

Financial instruments
Some differences exist between IAS 39 and GAAP, particularly for the fair value designation of financial assets and financial liabilities, requirements for derecognition, and reclassification of financial liability and equity instrument.

Changeover impact
Despite differences, GAAP are generally in convergence with provisions of IAS 39. The Company do not expect any significant impact on IFRSs adoption.

Property, plant and equipment
Under IFRSs, the Company will have the possibility to decide to use the cost model or the revaluation model. The cost model is in convergence with GAAP except that each part of a fixed asset with a cost that is significant in relation to the total cost of the item shall be

depreciated separately under IFRS.

Changeover impact
The Company will continue to use the cost model. The Company has determined that the depreciation by component will not cause any significant change.

Mining rights credit and refundable tax credit relating to resources
The refundable tax credit relating to resources is comparable to “grants related to assets” of IAS 20. The mining rights credit (or income tax deduction) is a kind of government grant which is limited on the basis of income tax liability and, consequently, is not in the scope of the IAS 20.

Changeover impact
On IFRSs adoption and in accordance with IAS 20, the refundable tax credit relating to resources will continue to reduce the exploration and evaluation assets (deferred exploration expenses). Even if the mining rights credit is not specifically addressed by IAS 20, the Company believes that the credit is in substance a reduction of the mining rights taxation rate and it will continue to present this amount in reduction of mining rights expense as long as it is virtually certain.

Contingent liabilities
IFRS
A provision shall be recognised when (a) an entity has a present obligation (legal or constructive) as a result of a past event; (b) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and (c) a reliable estimate can be made of the amount of the obligation. If these conditions are not met, no provision shall be recognised. In rare cases it is not clear whether there is a present obligation. In these cases, a past event is deemed to give rise to a present obligation if, taking account of all available evidence, it is more likely than not that a present obligation exists at the end of the reporting period. In the extremely rare case where no reliable estimate can be made, a liability exists that cannot be recognised. That liability is disclosed as a contingent liability.

CGAAP
Contingent losses are accrued when it is likely, and when the amount of the loss can be reasonably estimated.

Changeover impact
In the future, more contingent losses could become provisions under IFRSs. However, the Company has determined that there is no immediate impact related to the transition to IFRSs.

Exemptions on first-time adoption of IFRS (IFRS 1)
The Company expects to apply the following optional exemptions in the preparation of an opening IFRS statement of financial position as at July 1st, 2010, that is the Company’s transition date to IFRSs. Prior to reporting interim financial statements in accordance with IAS 34 *Interim financial reporting* for the quarter to be ended September 30, 2011, the Company may decide to apply other optional exemptions.

- Apply IFRS 2 *Share based payment* only to equity instruments that were granted after November 7, 2002 and had not fully vested by the transition date.

- Apply IFRS 3 *Business Combinations* prospectively from the transition date, therefore not restating business combinations that took place prior to the transition date.

- Apply the transition provisions of IFRIC 4 *Determining whether an arrangement contains a lease*, therefore determining if arrangements existing at the transition date contain a lease based on the circumstances existing at that date. The Company has no leases.

- Apply IAS 23 *Borrowing Costs* prospectively from the transition date. IAS 23 requires the capitalization of borrowing costs directly attributable to the acquisition, production or construction of certain assets.

- Apply the exemption which allows designating, at the date of transition to IFRSs, any financial asset or financial liability as at fair value through profit or loss, subject to meet classification criteria of IAS 39 at that date.

- Apply the exemption which allows to a first-time adopter to not separate liability and equity component of compound financial instruments if the liability component is no longer outstanding at the date of transition to IFRSs.

IFRS Transition Plan

The Company will report interim and annual financial statements in accordance with International Financial Reporting Standards (IFRS) beginning with the quarter ended September 30, 2011. IFRSs and the pre-changeover Canadian GAAPs are based on conceptual frameworks that are substantially the same, with some significant exceptions as regards to recognition, measurement and disclosures. The Company is assisted by an external adviser to facilitate the change-over to IFRSs. The following summarizes our progress and expectations with respect to our IFRS transition plan:

Scoping and analysis of the main areas where changes in accounting policies could have a significant impact on the Company's financial statements.	Complete.
Evaluation of potential changes to information systems, business processes and contractual arrangements.	In progress. To be completed in conjunction with the first quarter IFRS financial statements (Q1 2012).
Final determination of accounting policies and the quantitative impact of adopting IFRS on line items in the Company's financial statements, including application of IFRS 1 *First-time Adoption of International Financial Reporting Standards*.	In progress. To be completed in conjunction with the first quarter IFRS financial statements (Q1 2012).
Resolution of the accounting policy change implications on information systems, business processes and contractual arrangements.	In progress. To be completed in conjunction with the first quarter IFRS financial statements (Q1 2012).

Impact of Adopting IFRS on the Company's Information Systems and Business Processes

At the moment, the management believes that limited changes will need to be made to its accounting system and business processes. We believe that the current systems and processes can accommodate the necessary changes.

We have not identified any contractual arrangements that may significantly impacted by the adoption of IFRS.

We plan to involve our external adviser in the preparation of the first interim IFRS financial statements of the Company. During the transition, the external adviser will provide comfort to management on specific IFRSs accounting policies applications. Our external adviser is aware and up to date relatively to IFRSs applications and the key aspects of IFRS affecting mining enterprises.

Accountants of the Company are continuing their update on IFRS. They will work with our external adviser to insure compliance with IFRS, specifically on IFRS application issues of relevance to mining companies.

The Board of Directors and Audit Committee will continue to be regularly updated on the progress of the IFRS conversion and the key aspects of IFRS affecting the Company.

Exception to the retrospective application for estimates (IFRS 1)
The Company expects that the estimates in accordance with IFRSs at the date of transition to IFRSs will be consistent with estimates made for the same date in accordance with pre-changeover Canadian GAAP (after adjustments to reflect any difference in accounting policies).

Other New Standards

Other new standards have been published but they should not have a significative impact on the Company's financial statements.

PRINCIPAL ANNUAL INFORMATIONS (AUDITED)

Periods ended on June 30	2011	2010	2009
Result ($)			
Interests	38,479	4,464	17,992
Net profit (net loss)	(925,652)	(45,101)	(483,258)
Net profit (net loss) per share diluted	0.01	0.00	(0,01)
Balance Sheets ($)			
Cash and cash equivalent	7,400,000	(64,421)	350,000
Total assets	19,592,087	9,485,106	7,666,516
Long-term debt	--	--	--
Mining Exploration ($)			
Exploration expenses net of mining duties and tax credits	2,672,044	995,684	655,173

QUARTERLY INFORMATION (non-audited)

	2011 June	2010 June	2011 March	2010 March	2010 Dec.	2009 Dec.	2010 Sept.	2009 Sept.
Results ($)								
Interests	25,467	590	10,960	613	1,219	1,434	833	1,827
Net profit (net loss)	(788,034)	307,552	200,820	(5,874)	(148,767)	(137,506)	(189,761)	(186,523)
Net profit (net loss) per share diluted	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Balance Sheets ($)								
Cash and cash equivalent	7,268,300	(64,421)	2,672,962	1,665,377	2,264,768	2,146,605	650,000	141,330
Total assets	19,592,087	9,485,106	14,029,581	9,633,486	13,560,719	9,560,760	9,423,279	7,655,218
Long-term debt.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Mining Exploration ($)								
Exploration expenses net of mining duties and tax credits	478,461	274,454	827,938	368,667	1,060,419	229,969	305,226	122,594

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS

The Company provided information on its deferred exploration expenses in note 7 of its annual financial statements for the year ended June 30, 2011. The Company has no deferred expenses other than mining properties and deferred exploration expenses.

The Company has no research and development expenses and no development costs.

The following table provides details on the general and administrative expenses for the June 30, 2010 and June 30, 2011 fiscal periods:

ADMINISTRATIVE EXPENSES	2011	2010
Part XII.6 taxes	$25,000	$(28,697)
Forestry expenses	0	2,463
Amortization of fixed assets	15,093	7,246
Professional fees	45,804	45,232
Consultant fees	86,052	146,684
Fringe benefits	14,390	2,438
Restoration of mining site	92,898	150,948
General administrative expenses	169,028	71,005
Advertising	19,275	19,067
Registration, listing fees and shareholders' information	74,011	42,572
Stock-based compensation	742,100	99,900
	$1,283,651	$558,858

CONTRACTUAL OBLIGATIONS

Long-term Debt

The Company has no long-term debt.

Royalties

Property	Royalty	Property	Royalty
Elder	2 to 3% NSR	Tagami	1 to 2% NSR
Barvue	$0.25 per short ton	Jonpol	2.5% NSR
Vendome	2% on Xstrata claims	Aldermac	$2.00/t for 1.5 M t
Abcourt	0	Aldermac West	2% NSR

Environment

A settling pond on the Abcourt-Barvue property was restored in 2005 and restored again during the periods ended June 30, 2009, June 30, 2010 and June 30, 2011. We also installed a small water treatment plant to treat a small leachate produced by the restored basin. Restoration expenses were $150,948 for 2010 and $92,898 for 2011.

ARRANGEMENTTS OUTSIDE THE BALANCE SHEET

The Company made no arrangement outside the balance sheet.

TRANSACTIONS WITH RELATED PARTIES

During the year, the Company incurred exploration expenses amounting to $231,382 ($223,867 in 2010), administrative fees of $55,358 ($44,000 in 2010) and allocation and rental of vehicles and equipment amounting to $8,560 ($8,711 in 2010) with Decochib inc., a company whose president is also president of Abcourt Mines Inc. In 2010, the Compangy alos incurred $1,123 of forestry expenses with the said company.

During the year, the Company incurred administrative fees amounting to $23,235 ($21,467 in

2010) and share issuance expenses amounting to $18,822 with two directors of Abcourt Mines Inc.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed by the related parties.

AUTHORIZED AND ISSUED CAPITAL STOCK AS AT JUNE 30, 2010

Share Class	Par Value	Authorized Number	Number of shares Issued	Amount Received
Class A (not voting)	None	Unlimited	None	0
Class B (voting)	None	Unlimited	148,950,067	$32,740,686
Preferred	To determine	Unlimited	None	0

As of the date of this report, the Company has 148,950,067 class B share (common) issued and outstanding.

SHARES AND WARRANTS ISSUED IN 2011

During the period ending on June 30, 2011, 72,964,704 shares were issued for an amount of $8,363,271and 64,971,496 warrants were issued for an amount of $3,431,947, for a total of $11,795,218.The value of the warrants was calculated according to the Black-Scholes method.

For additional information, see notes 8 and 9 in the audited financial statements for the fiscal period ended on June 30,2011.

OPTIONS, WARRANTS AND CONVERTIBLE SECURITIES AT JUNE 30, 2011

Options

The following table summarizes the information on the options granted according to the option plan of the Company.

Options Outstanding	Weighted average remaining contractual life	Exercise price $
7,800,000	5 years	0.12
1,250,000	4.2 years	0.10
350,000	3.7 years	0.10
200,000	3 years	0.10
400,000	3.6 years	0.10
100,000	3.7 years	0.15
10,100,00		

Warrants

Changes in the Company's warrants were as follows:

	2011		2010	
	Number	**Weighted average exercise price**	**Number**	**Weighted average exercise price**
		$		$
Balance, beginning of year	14,204,879	0.21	8,891,116	0.38
Granted	64,971,496	0.22	9,640,879	0.18
Expired	(4,526,318)	0.27	(4,327,116)	0.50
Exercised	(1,880,182)	0.17	-	
Balance, end of year	72,769,875	0.22	14,204,879	0,21

The following table summarizes the information relating to the warrants.

Warrants Outstanding	**Price** $	**Expiry Date**
4,313,462	0.17	December 2011
5,084,917	0.19	December 2011
24,245,787	(1)	December 2012
3,986,821	(2)	December 2012
35,138,888	(3)	April 2013
72,769,875		

(1) These warrants entitle their owners to acquire one class "B" share at a price of $0.175 during a twelve-month period ending in December 2011 and at $0.195 for an another twelve-month period ending in December 2012.
(2) These warrants entitle their owners to acquire one class "B" share at a price of $0.25 during a twelve-month period ending in December 2011 and at $0.30 for an another twelve-month period ending in December 2012.
(3) These warrants entitle their owners to acquire one class "B" share at a price of $0.23 during a twelve-month period ending in April 2012 and at $0.26 for an another twelve-month period ending in April 2013.

During the year, the Company granted warrants to investors through private and public placements. The fair value of warrants was estimated using the Black-Scholes pricing model considering the following assumptions: estimated duration of 2 years (2 years in 2010), risk-free interest rate of 1.74% (1.37% in 2010), dividend yield of 0% (0% in 2010) and expected volatility rate of 85.87% (80% in 2010).

Options granted to brokers and intermediaries

Changes in Company's options to brokers and intermediaries were as follows:

	2011		2010	
	Number	**Weighted average exercise price**	**Number**	**Weighted average exercise price**
		$		$
Balance, beginning of year	1,119,833	0.14	212,400	0.44
Granted	4,689,907	0.18	1,062,833	0.13
Expired	(57,000)	0.26	155,400	0.50
Exerced	(714,807)	0.13	0	
Balance, end of year	5,037,933	0.17	1,119,833	0,14
The weighted average fair value of options granted to brokers and intermediaries	**2011**	0.07	**2010**	0.06

Convertible securities
None

Escrowed shares
None

MINING PROPERTIES

Abcourt Mines Inc. (the "Company") has two mining projects at an advance stage of development in Abitibi, Quebec, Canada:

- A silver/zinc project with the Abcourt-Barvue and Vendome properties north of Val-d'Or Quebec, Canada.
- A gold project with the Elder and Tagami properties near Rouyn-Noranda, Quebec, Canada.

and two advanced exploration projects, also in Abitibi, Quebec, Canada:

- The Aldermac property located near Rouyn-Noranda, Quebec, Canada with historical resources in copper, zinc, silver and gold.
- The Jonpol property located near Amos, Quebec, Canada with historical resources in copper, zinc, silver and gold.

Here is some information on each property:

ABCOURT-BARVUE PROPERTY

The Abcourt-Barvue property is conveniently located at Barraute, 60 kilometers (35 miles) north the mining community of Val-d'Or, Quebec. It covers 2,504 hectares with 59 claims 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.

Our objective is to place this property into production. 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. The feasibility study is now completed but various alternatives are considered to improve the profitability of this project. In February 2011, Abcourt purchased the Xstrata Zinc Canada Division interest in fifteen half claims being part of the Vendome property. The purchase of these claims will allow us to add Vendome to the Abcourt-Barvue project.

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 85% of the ore from an open pit and 15% from underground stopes followed by the treatment of this ore in a mill built on the mine site with a capacity of 1,800 tonnes per day for a total of 650,000 tonnes per year. We are also evaluating the possibility of increasing the mill capacity to 2,740 tonnes per day, for a total of 1,000,000 tonnes per year. To reach this objective, it is necessary to upgrade some inferred resources at Abcourt-Barvue to indicated ore reserves and to add to the project historical resources at Vendôme. At Abcourt-Barvue, we have started a surface drilling program in the western part of the ore body at depths of 150 to 180 meters from surface to upgrade inferred resources to indicated ore reserves. The next step will consist in a NI 43-101 revision of the Abcourt-Barvue resources and ore reserves.

Also, a 43-101 resource report is currently being prepared for Vendome. Four holes drilled to confirm previous drilling gave excellent results. See our Press Release dated August 19 last.

THE VENDÔME PROPERTY

The Vendome property is located 11 kilometres (seven miles) south of the Abcourt-Barvue property. It comprises 59 full claims for a total of 2,546 hectares owned 100% by Abcourt.

In the 1950's, a small 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 152 meters (500 feet). A total of 2,134 meters (7,000 feet) of drifts and raises were excavated and 351 holes were drilled underground for a total of 19,595 meters (64,600 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 Magador batholith found some gold values.

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

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

As indicated previously, four holes were drilled in 2011 to confirm historical resources and excellent results were obtained. See our Press Release dated August 9 last. An evaluation of resources according to NI 43-101 is currently being done.

THE ELDER-TAGAMI MINE

The Elder mine is owned 100% by Abcourt. The mine is conveniently located just six miles (ten km) northwest from the mining community of Rouyn-Noranda, Quebec. The property comprises 34 contiguous claims and a mining concession covering an area of 876 hectares. There are several small royalties to pay 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 762 meters (2,500 feet) by two shafts and several drifts on 14 levels. Most of the mining equipment is available and all the facilities are in place. The mine could be re-opened rapidly at a minimal cost.

The ore is found in several quartz veins generally striking N-40^{o}–E on surface but east-west at a depth of 305 meters (1,000 feet) down the mine and dipping on the average at 22^{o} to the south-east, with the exception of the no 4 vein which is striking north-south and dipping 22^{o} to the east.

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 m. tonnes of ore with a grade of 0.198 oz/mt of gold were extracted. Following a drop in the price of gold, the mine was closed.

From 1995 to 2011, several surface drilling programs were completed. During the period ending on June 30, 2011, 103 holes, for a total of 15,642 meters, were drilled on the Elder-Tagami property at a cost of $1,515,000, for an average cost of $96.86 per meter. In our short form prospectuses of December 2010 and April 2011, we had budgeted $1.8 M for this drilling.

Results were excellent and several Press Releases were issued during the period. See our Web site: www.abcourt.com. In 2012, diamond drilling will be done underground once the mine is dewatered. During the second half of the June 30, 2011 period, an important amount of work and expenses were needed to inspect, repair and upgrade the surface plant, the hoisting equipment and the shaft before proceeding with the dewatering of the mine. The dewatering started in May and at June 30, it had reached a depth of 205 meters. As of the date of this report, it has reached a depth of 273 meters.

In 2012, the dewatering will continue to the end of March. Subsequently, diamond drilling will be done underground and drifts will be excavated. Currently, we are converting all the data from the English system to metrics and a revision of resources, in accordance with NI 43-101, is being done. At the beginning of 2012, we will do a preliminary economic assessment (PEA) report to determine if additional exploration work is needed to increase resources before considering a start of production. If that is the case, the exploration program recommended by Jean-Pierre Bérubé in his 43-101 report (2009), will be realized. On the other hand, if the PEA study indicates that enough resources and funds are available, a mine development program will be started with the objective of putting the mine in production as soon as possible.

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:

Description	Short tons	Cu %	Zn %	Ag oz/t
Area around the old mine	620,000	1.60 ±	2.00 ±	0.2
New ore body to the east	1,150,000	1.50	4.13	0.9
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.

A 22-hole drilling program totalling 5,514 meters at a cost of $601,399 was completed during the 2008 winter. Several excellent values over important widths were cut and reported in Press Releases and previous annual reports. See our Web site: www.abcourt.com.

Having placed a priority on Elder-Tagami and Abcourt-Barvue, there was no exploration work done on this property in 2011 and none is budgeted for 2012.

However, this property is interesting and additional work will be done later.

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.

This exploration work outlined the following historical resources:

Zone	Date	Author	Short tons	% Cu	% Zn	oz/t Ag
Upper Ag-Zn	1969	Waisberg (1)	20,000	- -	4.0	8.0
Jay Copper	1969	Waisberg	26,000	3.5	- -	1.0
Main West Cu	1974	Kilborn (2)	1,946,000	1.04	- -	0.02
Lower Ag-Zn-Cu	1983	Getty (3)	815,000	1.25	3.21	3.55

(1) S. Waisberg, 1969, Conigo Mines Ltd
(2) H.B. Hicks, 1974, Kilborn Engineering Ltd, preliminary feasibility study for 1,000 TPD mining and milling plant
(3) D. Titaro, 1983, Getty Canadian Mines Ltd, work summary

In addition, several significant gold 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.

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. However Abcourt believes that these estimates, particularly the ones prepared by Kilborn and Getty, 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.

In the Fall of 2007, 22 holes were drilled for a total of 2,630 meters at a cost of $325,141. Several interesting values in silver, copper and zinc were cut and were reported in Press Releases and in previous annual reports. See our Web site: www.abcourt.com.

Aur Resources Inc. with whom we had negotiated the first agreement was amalgamated with Teck-Cominco Limited. We have re-negotiated this agreement with Teck Cominco Limited and obtained more advantageous conditions.

Diamond drilling
In the fall of 2009, the Company drilled two holes for a total of 1,329 meters. Interesting values in silver, copper and zinc were intersected.

During the period ended on June 30, 2011, there was no diamond drilling done on the Jonpol property, but during September and October 2011, there were nine holes drilled, for a total of 1,659 meters. We are waiting for assay results. A similar program will be done later, in 2012.

THE VEZZA PROPERTY

In 2009 and 2010, Abcourt has acquired by staking 85 claims and 19 cells totalling 2,233 hectares in Vezza Township, Quebec. This property covers about 8 km along the Casa Berardi-Douay-Cameron deformation zone where several gold occurrences have been reported in the past. This new property is currently in the exploration stage and is without a known body of commercial ore or economic deposit.

During the period ending on June 30, 2011, we drilled two holes (573 meters) on a sediments/volcanics contact, generally carrying some pyrite with gold values. No significant values were intersected. This drilling was done to renew the claims. During July 2011, we drilled two additional holes, for a total of 438 meters.

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 ores 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.

Title 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 development 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 and development 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 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.

STRATEGY AND OUTLOOK

Our objective is to maximize the value of the Company for our shareholders and our strategy to obtain this result is to develop our properties. To proceed with this strategy, we completed several placements in 2011. The funds received were used to complete important drilling programs on the Elder-Tagami property and at Abcourt-Barvue. Also, there were some share issues to purchase mining properties.

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

CERTIFICATE

This management's discussion and analysis has been approved by the Board of directors. A copy of this report will be provided within 10 days to a shareholder who has requested it.

(s) Renaud Hinse
Renaud Hinse
Chief Executive Officer
2011/10/28

(s) Jean-Guy Courtois
Jean-Guy Courtois
Chief Financial Officer
2011/10/28