MINES
BCOURT
MINES INC.

Interim Management's Discussion And analysis

For the third quarter Ended on March 31, 2013

ABCOURT MINES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THIRD QUARTER ENDED ON MARCH 31, 2013

This management's discussion and analysis provides an analysis of our exploration and development results and our financial situation which will enable the reader to evaluate important variations in exploration and development results and in our financial situation for the period ended March 31, 2013, in comparison with the third quarter of the previous year. This report supplements our audited financial statements and should be read in conjunction with our financial statements and the accompanying notes dated June 30, 2012. Our financial statements are prepared in accordance with the applicable International Accounting Standards (IFRS). In the same way, the 2010 financial statements were re-done according to IFRS. 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 and development 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.

Our mining activities consist in various exploration and development work and studies to place our mining properties into production.

INTERIM STATEMENTS OF NET LOSS AND COMPREHENSIVE LOSS

Income

Our revenue consists essentially in interest received on certificates of deposit. The amount received in the third quarter ended on March 31, 2013, was $9,503. This amount was lower than the in the previous year ($20,217) because of lower interest rates paid by the Bank and a smaller amount in deposit.

Expenses

In the third quarter, expenses totalled $122,294. They were lower than in the previous year ($246,579), essentially under three headings as follows:

	2013	2012
Consulting fees	-	$25,268
Restoration of a mining site	$7,737	$77,154
Miscellaneous expenses	$25,656	$97,884

Loss before Income and Deferred Income and Mining Taxes

The loss before deferred income and mining taxes ($112,791) was lower than in 2012, as the revenues were lower (-$10,714) and the expenses were also lower ($124,285) as explained above.

Net Loss and Comprehensive Loss

In the 3nd quarter, the net loss and comprehensive loss were the same.

CASH FLOWS

Operating Activities

During the nine-month period ended on March 31, 2013, operating activities, before the variations in the items not involving cash, generated a negative cash flow of $135,266 whereas in the previous year $399,750 was used. In the first quarter, there was a sale of a small amount of ore for testing for an amount of $6,374. The non-cash items of the working capital used $253,276 in 2013 and $364,769 in 2012. The various elements that make up the non-cash items of the working capital are listed in note 3 of the financial statements. The main differences between 2013 and 2012 in items not involving cash are amortization ($64,900 in 2013 and $36,000 in 2012), income tax credits ($234,900 in 2013 and $18,050 in 2012) and share-based compensation ($51,900 in 2013, $17,031 in 2012).

Financing Activities

During the 9-month period ended March 31, 2013, there was a financing of $557,160 net of financing costs. In 2012, there were no financing activities.

Investing Activities

During the 9-month period ended on March 31, 2013, investing activities totaled $1,185,266 compared to $2,145,917 in 2012. Cash reserved for exploration ($1,050,000) in 2013 accounted for the main difference.

Cash and Cash Equivalent at the end of the third quarter

In the third quarter of 2013, the available cash decreased by an amount of $1,780,795 compared to $1,862,433 in 2012. The available cash, i.e. $2,694,903, is sufficient to cover our proposed operating activities over the next few months. One or two small financings are planned to increase the available cash, before we start receiving proceeds from the sale of gold expected in July next.

DEFERRED EVALUATION AND EXPLORATION ASSETS

Deferred evaluation and exploration assets increased by an amount of $1,890,421 in the July 2012 – March period of 2013, compared to $2,145,917 in the previous year.

Exploration and Evaluation expenses:

	Balance as at June 30, 2012	Addition	Write-off	Balance as at March 31, 2013
Abcourt - Barvue	3,372,637	102,156	-	3,474,793
Vendôme	126,165	70,058	-	196,223
Elder - Vezza &Tagami	4,684,974	1,592,442	-	6,277,416
Aldermac	612,554	1 ,316	-	613,870
Jonpol	503,717	111,709	-	615,426
	9,300,047	1,877,709	-	11,177,756
	11,182,075	1,890,421	-	13,072,496

	2013 3 months	2012 3 months	2013 9 months	2012 9 months
	$	$	$	$
Drilling	-	70,043	90 763	720,984
Fees and engineers expenses	94,658	139,482	340,050	432,637
Analysis	5,921	9,494	15,238	46,709
Telephone and electricity	10,076	11,990	22,306	26,152
Insurance, taxes	9,052	24,604	10,024	25,380
Preliminary economic assessment	(1,000)	-	125,651	-
Repairs	41	-	7,999	8 474
Other exploration expenses	42,894	146,636	45,312	146,784
Elder dewatering	852,050	247,827	1,957,430	778,449
Mining properties	7,439	301,778	12,712	392,074
	1,021,131	951,854	2,627,485	2,577,643
Tax credit and mining duties adjustment	(634,198)	(40,640)	(737,064)	(421,982)
INCREASE IN DEFERRED EVALUATION AND EXPLORATION	386,933	911,214	1,890,421	2,155,661
BALANCE, AT BEGINNING	12,685,563	9,538,879	11 182 075	8 294 432
BALANCE , ENDING	13,072,496	10,450,093	13,072,496	10,450,093

Most of our expenditures this year during the 9-month period ending March 31, 2013, were for the acquisition of deferred evaluation and exploration assets consisting mainly in the dewatering the Elder mine. In 2012, the expenses were incurred on diamond drilling, dewatering the Elder mine and the last payment on the Aldermac property.

Details on the two most important items in deferred evaluation and exploration expenditures for the nine-month period ended on March 31, 2013 were:

1. Dewatering the Elder mine for an amount of $852,050

2. Engineering fees for the P.E.A. on Elder and a revised 43-101 resource estimate on Abcourt-Barvue for a total of $94,658.

INTERIM STATEMENT OF FINANCIAL POSITION

The assets on March 31, 2013 totalled $20,721,927 compared to $20,720,267 on June 30, 2012.

As indicated above, the financial position in 2012 and 2013 remained about the same, but there was less cash and certificates of deposits (-$3,021,189) and more exploration and evaluation assets (+$1,890,421). The receivable tax credit related to resources increased by an amount of $639,554.

ACCOUNTING POLICIES

In the non-audited financial statement of March 31, 2013, the International Accounting Reporting Standards (*IFRS*) were used.

These interim financial statements have been prepared by the company's management in accordance with International Financial Reporting Standards ("IFRS"), and in accordance with IAS 34 "Interim Financial Reporting". They do not include all the information required in annual financial statements in accordance with IFRS. These unaudited interim financial statements should be read in conjunction with the Company's audited annual financial statements for the year ended June 30, 2012. The policies described below were consistently applied to all the periods presented unless otherwise noted below.

The preparation of interim financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment when applying the company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note to financial statements. The financial statements do not take into account of draft standards that are still at the exposure draft stage with the International Accounting Standards Board (ASB).

SIGNIFICANT ACCOUNTING POLICIES

Basis of measurement

The financial statements have been prepared on the historical cost convention as modified by the revaluation of financial assets and liabilities at fair value in accordance with IFRS.

Functional and Presentation Currency

The financial statements are presented in Canadian dollars, which is the functional and presentation currency.

Financial Instruments

Financial assets and financial liabilities are initially recognized at fair value and their subsequent measurement is dependent on their classification as described below. Their classification depends on the purpose, for which the financial instruments were acquired or issued, their characteristics and the Company's designation of such instruments. Transaction date accounting is used.

Held for trading

Held for trading financial assets are financial assets typically acquired for resale prior to maturity or that are designated as held for trading. They are measured at fair value at the balance sheet date. Fair value fluctuations including interest earned, interest accrued, gains and losses realized on disposal and unrealized gains and losses are included in earnings. Cash, term deposit reserved for exploration and term deposit are classified as held for trading assets.

Loans and receivables

Loans and receivables are accounted for at amortized cost using the effective interest method. Interest receivable, taxes receivable and other receivables are classified as loans and receivables.

Other liabilities

Other liabilities are recorded at amortized cost using the effective interest method and include all financial liabilities, other than derivative instruments. Payable accruals and provisions are classified as other liabilities.

Property, plant and Equipment

Property, plant and Equipment are accounted for at cost. The mill, the water treatment plant and tailings pond are not amortized because they have not been utilized yet. Amortization of other Property, plant and Equipment is based on their useful life using the declining balance method at the following rates :

	Rate
Vehicle :	30%
Furniture :	20%
Buildings :	5%

Exploration and Evaluation Expenditures

Expenditures incurred before the entity has obtained the legal rights to explore a specific area are expensed.

Expenditures related to the development of mineral resources are not recognised 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 when recognition criteria of IAS 16 Property, Plant and Equipment or IAS 38 Intangible Assets are satisfied.

All costs associated with property acquisition and exploration activities are capitalized as exploration and evaluation assets. Costs that are capitalized are limited to costs related to acquisition and exploration activities that can be associated with finding specific mineral resources, and do not include costs related to production (lifting costs), and administrative expenses and other general indirect costs. Exploration and evaluation expenditures are capitalised when the following criteria are satisfied:

- Are held for use in the production of mineral resources,
- Properties have been acquired and expenses have been incurred with the intention of being used on a continuing basis; and
- Are not intended for sale in the ordinary course of business.

Costs related to the acquisition of mining properties and to exploration and evaluation expenditures are capitalized by property until the technical feasibility and commercial viability of extracting a mineral resource are demonstrable. When the technical feasibility and commercial viability of extracting a mineral resource are demonstrable, exploration and evaluation assets are reclassified as mining assets under development. Exploration and evaluation assets are assessed for impairment before reclassification, and any impairment loss recognised

The Company reconsider periodically facts and circumstances in IFRS 6 that require testing exploration and evaluation assets for impairment. When facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount, the asset is test for impairment. The recoverable amount is the higher of fair value less costs to sell and value in use of the asset (present value of the future cash flows expected). When the recoverable amount of an exploration and evaluation asset is less than the carrying amount, the carrying amount of the asset is reduced to its recoverable amount by recording an impairment loss.

The recoverable amount of exploration and evaluation assets depends on the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof. The carrying amount of exploration and evaluation assets do not necessarily represents present-time or future values.

Impairment of Long-lived Assets

Long-lived assets are tested for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. 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). An impairment loss is recognized when their carrying value exceeds the recoverable amount. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its recoverable amount.

Revenue Recognition

Investment transactions are accounted for on the transaction date and resulting revenues are recognized using the accrual basis. Interest income is accrued based on the number of days the investment is held during the year.

Flow-through Shares

IFRS do not specifically address the accounting for flow-through shares or the related tax consequences arising from such transactions. The Company has adopted the view expressed by the
Mining Industry Task Force on IFRS created by the Canadian Institute of Chartered Accountants (CICA) and the Prospectors and Developers Association of Canada (PDAC).

The Company consider that the issue of flow-through shares is in substance an issue of ordinary shares; and the sale of tax deductions. The sale of tax deductions is measured using the relative fair value 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.

Equity
Capital Stock represents the amount received on the issue of shares, less issuance costs. Contributed surplus includes charges related to stock-based compensation until the exercise of options issued as remuneration. Deficit includes all current and prior period losses. Gains and losses on certain financial instruments are included in reserves for available-for-sale financial assets.

Fair Value of the Warrants
Proceeds from placements are allocated between shares and warrants issued using the relative fair value method. The Company uses the Black-Scholes pricing model to determine the fair value of warrants issued.

Share issuances Expenses
Share issuance expenses are recorded as an increase of the deficit in the year in which they are incurred.

Cash and Cash Equivalents
The Company's policy is to present cash and highly liquid short-term investments having a term of three months or less from the acquisition date in cash and in cash equivalents.

Share-based payment
The Company recognises the goods or services received or acquired in a share-based payment transaction when it obtains the goods or as the services are received. The Company recognises a corresponding increase in equity if the goods or services were received in an equity-settled share-based payment transaction or a liability if the goods or services were acquired in a cash-settled share-based payment transaction.

The Company account for stock-based compensation over the graded period vesting of the right to stock options. For awards that vest by instalments, each instalment is treated as a separate arrangement. The number of equity instruments expected to vest is initially estimated and revised afterward, if necessary.

Deferred Income and Mining Taxes
The company uses the assets and liability method of accounting for income taxes. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured on the basis of tax rates have been enacted or substantively enacted by the end of the reporting period and which, expected to apply to taxable income in the years during which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income or loss in the year that includes the enactment date. The Company establishes a valuation allowance against deferred income tax assets if, based on available information, it is probable that some or all of the deferred tax assets will not be realized.

NSR Royalties

The NSR royalties are generally not be accounted for when acquiring the mining property since they are deemed to be a contingent liability. Royalties are only accounted for when probable and can be measured with sufficient reliability.

Significant Accounting Judgements, Estimates and Assumptions

Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining the degree to which the expenditure can be associated with finding specific mineral resources. The estimation process requires varying degrees of uncertainty and these estimates directly impact the deferral of exploration and evaluation expenditure. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalised, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalised is written off in profit or loss in the period when the new information becomes available.

Impairment of Exploration and Evaluation Assets

Company assesses each cash generating unit annually to determine whether any indication of impairment exists. Where an indicator of impairment exists, since the Company does not have sufficient information about its exploration properties to estimate future cash flows, it test its exploration properties for impairment by comparing the fair value to the carrying amount, without first performing a test of recoverability. Techniques to estimate fair value require the use of estimates and assumptions such as forecasted long-term commodity prices and future capital requirements to continue exploration and exploration potential. Fair value is the amount obtainable from the sale of asset or cash-generating unit in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. Management has assessed its cash generating units as being an individual mine site, which is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Fair value is the amount obtainable from the sale of asset or cash-generating unit in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. Management has assessed its cash generating units as being an individual mine site, which is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

PRINCIPAL ANNUAL INFORMATIONS (AUDITED)

Periods ended on December 31	**2012**	**2011**	**2010**
Statement of comprehensive income			
Interests	91,999	38,479	4,464
Net profit (net loss)	(503,109)	(925,652)	(45,101)
Net profit (net loss) per share diluted	(0.00)	(0.01)	0.00
Statement of financial position ($)			
Cash and term deposits	4,475,512	7,400,000	(64,421)
Total assets	20,720,267	19,592,087	9,485,106
Long-term debt	--	--	--
Mining Exploration ($)			
Exploration and evaluation assets	9,300,047	8,294,432	5,210,112

QUARTERLY INFORMATION (non-audited)

	2013 March	**2012 March**	**2012 Dec.**	**2011 Dec.**	**2012 Sept.**	**2011 Sept.**	**2012 June**	**2011 June**
Statement of comprehensive income ($)								
Interests	9,503	20,217	13,824	24,808	15,231	26,938	20,036	25,467
Net profit (net loss)	50,514	(223,682)	(183,912)	(125,198)	(71,463)	(50,870)	(103,359)	(866,294)
Net profit (net loss) per share diluted	0.00	(0.00)	0.00	0.00	0.00	0.00	(0.00)	0.00
Statement of financial position ($)								
Cash and term deposit	2,505,609	5,405,867	3,773,722	5,809,879	4,988,893	6,751,715	4,475,798	7,268,300
Total assets	20,721,927	19,691,903	20,932,165	19,650,360	21,056,157	19,475,596	20,720,267	19,592,087
Long-term debt.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Mining Exploration ($)								
Exploration and evaluation expenditures net of mining duties and tax credits	911,214	951,854	836,801	947,172	666,687	678,617	(82,386)	478,461

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS

The Company provided information on its deferred exploration and evaluation assets in its interim financial statements for the period ended March 31, 2013. The Company has no deferred expenses other than mining properties and deferred exploration and evaluation assets.

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

The following table provides details on the expenses for the 3-month and 9-month periods ending on March 31, 2013 and March 31, 2012 interim periods:

EXPENSES

	2013 3 months	2012 3 months	2013 9 months	2012 9 months
(unaudited)				
	$	$	$	$
EXPENSES				
Part XII 6 taxes	-	-	-	-
Amortization of property, plant and equipment	22,745	5,233	64,990	17,031
Professional fees	14,857	163	64,421	53,374
Consultant fees	-	25,568	35,998	69,594
Restoration of a mining site	7,737	77,154	37,475	99,942
Advertising	3,826	4,116	3,826	4,116
Payroll burden	(1, 186)	412	2,070	7,899
Software and Internet	9,950	510	13,658	510
Salaries and fees	14,582	10,399	39,850	22,990
Communications and meetings	2,165	7,548	8,071	14,397
Insurances	3,477	-	5,776	-
Financing costs	-	-	9,093	-
Various	25,656	97,884	28,975	110,140
Registration, lising fees and shareholders' information	18,315	17,029	42,822	56,451
Forest expenditures	-	563	6,353	3,046
Share-based compensation	-	-	51, 900	36,000
	122,294	246,579	415,098	495,490

Environment

So far, the Company has spent $561,828 on the restoration of a former settling basin at Abcourt-Barvue. A small water treatment plant is on the site and a certificate of authorization has been received from "le Ministère du Développement durable, de l'Environnement et des Parcs" for this plant.

EQUITY AT MARCH 31, 2013

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	167,019,772	$34,879,727
Preferred	To determine	Unlimited	None	0

SHARES ISSUED DURING THE THIRD QUARTER ENDED MARCH 31, 2013:

There was no issue of shares during the 3rd quarter.

OPTIONS, WARRANTS AND CONVERTIBLE SECURITIES AT MARCH 31, 2013

Changes in Company share purchase options are shown below:

Share purchase options	**Quantity**	**Weighted average exercise price $**
Outstanding as at June 30, 2012	10,200,000	0.12
Outstanding as at March 31, 2013	10,200,000	0.12
Options exercisable as at March 31, 2013	10,200,000	0.12

The following table summarizes the information relating to share purchase options as at March 31, 2013.

Options

Number of options outstanding	**Exercise price $**	**Weigthed average remaining contractual life (years)**	**Number of options exercisable**
7,500,000	0.12	3.17	7,500,000
1,250,000	0.10	2.33	1,250,000
600,000	0.10	4.61	600,000
350,000	0.10	1.83	350,000
200,000	0.10	1.25	200,000
200,000	0.10	1.83	200,000
100,000	0.16	1.83	100,000
10,200,000			10,200,000

Warrants

As at June 30, 2012, 68,011,496 warrants were outstanding and could be exercised as follows:

Expiry date	Number of warrants outstanding	Exercise price $
December 2012	265,000	0.15
December 2012	24,245,787	0.195
December 2012	3,986,821	0.30
April 2013	35,138,888	0.26
June 2013	4,375,000	0.20
Balance as at June 2012	68,011,496	

As at March 31, 2013, there were 42,006,388 warrants outstanding that could be exercised as follows:

Expiry date	Number of warrants outstanding	Exercise price $
April 2013	35,138,888	0.26
June 2013	4,375,000	0.20
October 2014	871,000	(1)
October 2013	1,621,500	0.20
Balance as March 31, 2013	42,006,388	

(1) These warrants give the right to acquire one class "B" share at a price of $0.14 during the twelve-month period ending in October 2013 and at $0.16 for another twelve-month period ending in October 2014.

The following table presents the weighted average assumptions used to determine the fair value of warrants granted using the Black & Scholes option pricing model:

	Nine month period closed March 31, 2013	**Year ended June 30,2012**
Warrants value	**$0.03**	-
Expected volatility	88 %	89 %
Risk-free interest rate	1.21 %	1.21 %
Expected dividend rate	0 %	0 %
Estimated duration	5 years	5 years

Options granted to Brokers and Intermediaries

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

Expiry Date	Broker's and Intermediaries' Options Outstanding		Weighted average exercise price $
	On March 31, 2013	On June 30, 2012	
December 2012	-	1,749,750	0.135
December 2012	-	138,888	0.135
December 2012	-	517,241	0.145
April 2013	2,284,028	2,284,028	0.18
June 2013	568,750	568,750	0.12
Balance at June 30,2012 and December 31, 2012	2,852,778	5,258,657	

In the 9-month interim period ended on March 31, 2013, 2,405,879 broker's options expired.

RELATED PARTY TRANSACTIONS

The tables below show related party transactions and amounts payable to each of the Company's related party:

	Nine-month period closed March 31, 2013	Nine-month period closed March 31, 2012
	$	$
Company controlled by the Chief Executive Officer (president of the Company)		
Exploration and evaluation expenses	184,000	100,000
Administrative fees	7,000	17,170
Share issuance expenses	12,000	-
Restoration of a mining site	3,000	25,000
Allocation and rental of vehicules, equipment and residence	30,442	17,043
Amount included in payable accounts and liabilities as at March 31, 2013	94,993	-

Continued on next page

Directors and key management personnel

Administrative fees	18,000	4,462
Share-based compensation	49,550	36,000
	67,550	40,462

These transactions were measured at the amount of consideration agreed between the parties to the agreements.

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% NSR on Xstrata claims	Aldermac	$2.00/t for 1.5 M t
Abcourt	0	Aldermac West	2% NSR

Convertible securities
None.

Escrowed shares
None.

CONTINGENT LIABILITIES

a) The Company's operations are governed by governmental laws and regulations regarding environmental protection. Environmental consequences are hardly identifiable, in term of level, impact or deadline. At the present time and to the best knowledge of its management, the Company is in conformity with the laws and regulations in effect. Restoration costs will be accrued in the financial statements only when they will be reasonably estimated and will be charged to the earnings at the time.

b) The Company is partly financed by the issuance of flow-through shares. However, there is no guarantee that the funds spent by the Company will qualify as Canadian exploration expenses, even if the Company has committed to take all the necessary measures for this purpose. Refusals of certain expenses by tax authorities would have negative tax consequences for investors.

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 of the mining community of Val-d'Or, Quebec. It covers 5,865 hectares with 139 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 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.
A surface drilling program in the western part of Abcourt-Barvue mineralized zone was realized in 2011-2012 with the objective of upgrading into indicated resources a block of mineralization located at depths of 150 to 200 meters. During the fiscal period ended on June 30, 2012, eighteen (18) holes were drilled (AB11-53 to AB11-71) for a total of 5,857 meters at a total cost of $587,005, that is $100.26 per meter. In general, these holes gave excellent results (see Press Releases dated February 15, March 7 and March 22, 2012). The next step will be to revise the resources and reserves in conformity with N.I. 43-101 and subsequently to update the feasibility study. The revision of the resources is being done now and it will take about 2 or 3 months to be completed. It is also necessary to drill about 600 m on the mining concessions to avoid paying annual renewal taxes, 1,500 m on the western part of the property and 600 m on the eastern part of the property as assessment work to renew our mining claims.

2013 Abcourt-Barvue budget

Description	Time	Approximate costs $
Revised 43-101 resources	January – June	100,000
Feasibility study update	July – December	500,000
Diamond drilling	July – December	270,000
Salaries	January – December	65,000
Misc. expenses	January - December	35,000
		970,000

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 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 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.

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 recently completed by Mr. Jean-Pierre Bérubé, B.Sc., Eng., an independent consulting geologist and a Qualified Person with past relevant work experience in that matter.

The block method was used for this resources calculation. Resources categories for the Vendôme, Barvallée and Belfort deposits are following the recommendations of the CIM Standing Committee on Reserves Definitions. The detailed resources calculation for all the blocks are provided in Appendix III and they were plotted on sections (paper format). The parameters used for this mineral resources calculation are;

- Specific Gravity: 3,60 t/m^3,
- Minimum (true) width: 1,50 m,
- No cuts on high Au, Ag, Cu and Zn values,
- Minimum cut-off of 55$/t or 4,53% zinc equivalent (ZnEq) based on the average metal prices in US$ over the past 3 years (June 2009 to May 2012):
  gold = $1,359.94/ounce; silver = $25.91/ounce; copper = $3.53/pound;
  zinc = $0.95/pound

The geological resources of the **Vendôme property** are totalling 1,018,102 tonnes grading 1,15 g/t Au, 53,10 g/t Ag, 0,59% Cu and 6,54% Zn in all categories (Table 1b).

ZONE	MEASURED + INDICATED					INFERRED					TOTAL ALL CATEGORIES				
	TONNES	Au (g/t)	Ag (g/t)	Cu (%)	Zn (%)	TONNES	Au (g/t)	Ag (g/t)	Cu (%)	Zn (%)	TONNES	Au (g/t)	Ag (g/t)	Cu (%)	Zn (%)
Vendome	559 506	1,18	62,18	0,52	8,11	116 048	0,73	40,78	0,49	4,55	675 554	1,10	58,50	0,51	7,50
Barvallée	152 826	1,39	52,54	1,05	5,26	123 096	1,20	42,50	0,65	3,30	275 923	1,31	48,06	0,87	4,38
Belfort	0	0,00	0,00	0,00	0,00	66 625	1,05	19,22	0,18	5,71	66 625	1,05	19,22	0,18	5,71
TOTAL:	712 332	1,23	60,11	0,63	7,50	305 769	0,99	36,77	0,49	4,30	1 018 102	1,15	53,10	0,59	6,54

Table 1b. Total measured, indicated and inferred resources for all zones (refer to Appendix III for details).

The Bérubé report was filed on SEDAR.

THE ELDER-TAGAMI MINE

The Elder mine is owned 100% by Abcourt. The mine is conveniently located inside the mining community of Rouyn-Noranda, Quebec, just six miles (ten km) northwest from the town center. 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 794 meters (2,606 feet) by two shafts and several drifts on 16 levels. Most of the mining equipment is available and all the facilities are in place.

The ore 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) down the mine and dipping on the average at 22° to the south-east, with the exception of the no 4 vein 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 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 and results obtained were used to revise resources. We also converted all the old historic data to the metric system. The revision of resources was completed by Mr. Jean-Pierre Bérubé, P. Eng. Mr. Bérubé is a qualified person.

Here are the results of the 2012 calculations:

Table 1a – Measured and indicated resources at Elder and Tagami

ZONE	MEASURED			INDICATED			MEASURED + INDICATED			
	TONNES	GRADE	WIDTH	TONNES	GRADE	WIDTH	TONNES	GRADE	WIDTH	GOLD OUNCES
	(metric)	(g/t)	(m)	(metric)	(g/t)	(m)	(metric)	(g/t)	(m)	
ELDER	512,739	6.68	2.20	671,139	6.50	2.16	1,183,878	6.58	2.18	250,341
CDR				4,172	16.49	2.50	4,172	16.49	2.50	2,213
TAGAMI	-	-	-	173,162	6.54	2.10	173,162	6.54	2.10	36,391
TOTAL ALL	**512,739**	**6.68**	**2.20**	**848,473**	**6.55**	**2.10**	**1,361,212**	**6.60**	**2.14**	**288,944**

Table 1b – Inferred resources at Elder and Tagami

ZONE	TONNES (metric)	GRADE (g/t)	WIDTH (m)	GOLD OUNCES
ELDER	412,668	5.76	1.92	76,392
CDR	50,248	5.15	1.83	8,328
TAGAMI	175,384	5.69	1.68	32,106
TOTAL ALL	**637,900**	**5.70**	**1.85**	**116,827**

Based on the recent resources estimate, a preliminary economic assessment (PEA) report was done to determine if additional exploration work is needed to increase resources before considering a program of mine development, or not. The PEA study indicates that there are enough resources and if funds are available, a mine development program will be started with the objective of putting the mine in production as soon as possible.

The NI 43-101 preliminary economic assessment report (P.E.A.) on the Elder gold mine project prepared by Roche Ltd., Consulting Group (Roche) and independent consultants, indicates a total cash flow of $138 M over a 10.4-year initial period of mine life, a before-tax Net Present Value (NPV) of $81.8 M at a discount rate of 8%, a before-tax Internal Rate of Return (IRR) of 140.5% and a payback period of 1.1 years.

This study is based only on the 43-101 Elder resource calculations made by Mr. Jean-Pierre Bérubé, Eng., listed above and filed on SEDAR on May 9, 2012. It does not include any of the indicated and inferred gold resources located on the adjacent Tagami property, or any new resources that may be found by the proposed $3.5 M exploration budget at the Elder mine.

The preliminary economic assessment includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the preliminary assessment will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

The qualified persons responsible for this 43-101 report are Pierre Casgrain, Eng., Garand Gagnon, Eng., Alain Dorval, Eng., and Martin Magnan, Eng., of Roche Ltd., Consulting Group and Lise Chénard, Eng., Michel Bilodeau, Eng., and Jean-Pierre Bérubé, Eng., independent consultants.

Here is the economic analysis extracted from the Roche report:

GENERAL

A preliminary economic/financial analysis of the project has been carried out using a cash flow model. The model is constructed using annual cash flows in constant money terms (third quarter 2012). No provision is made for the effects of inflation. As required in the financial assessment of investment projects, the evaluation is carried out on a so-called "100% equity" basis, i.e., the debt and equity sources of capital funds are ignored.

Results are presented on a before-tax basis. The model reflects the base case macro-economic and technical assumptions given in this report.

MACRO-ECONOMIC ASSUMPTIONS

The main macro-economic assumptions used in the base case are given in Table 1 below.

The gold price forecast is based on the average London Fix over the past three-year period. The sensitivity analysis examines a range of gold prices 30% above and below the base case price.

Table 1 – Macro-Economic Assumptions

Item	Unit	Value
Gold Price	$US/oz	1436
Exchange Rate	CAD/USD	1.00
Discount Rate	% per year	8
Discount Rate Variants	% per year	6 & 10

Apart from the base case discount rate of 8 %, two variants of 6 and 10 % are used to determine the net present value of the project. These discounts rates represent possible weighted-average costs of capital to the investor.

MINERAL ROYALTIES

The present financial analysis incorporates royalty agreements resulting in three rates of payments that depend on the location of the resources extracted. A 3 % NSR royalty applies to resources extracted from levels 1 to 9, a 2.5 % NSR royalty applies to resources extracted from level 10, and a 2 % NSR royalty applies to resources extracted from levels 11 to 15.

Technical Assumptions

*The main technical assumptions used in the base case are given in **Table 2** below.*

Table 2 – Technical Assumptions

Item	Unit	Value
Total Resources Mined	K tonnes	1488.9
Design Extraction Rate	tonnes milled / year	150,000
Life of Mine	Years	10.4
Average Mill Feed Grade	g/t Au	5.48[(1)]
Toll Mill Process Recovery	%	94
Total Gold Production	K ounces	246.5
Average Mining Operating Cost	(CA$ / tonne mined)	66.41
Transport Cost to Toll Mill	(CA$ / tonne milled)	12.50
Average Process Operating Cost (Toll mill)	(CA$ / tonne milled)	32.73
General & Administration Cost	(CA$ / tonne milled)	15.34
Refining Cost	(CA$ / oz Au)	3.00

[(1)] 5.48 g/t = 0.176 ounce of gold per tonne

A reduced production of 80,000 tonnes milled in the first year of production provides for a ramp-up to the full capacity of 150,000 tonnes milled per year in the following years.

Financial Model and Results

*A summary of the base case results is given in **Table 3** below.*

*The cash flow statement for the base case is reproduced in **Table 4** of the report.*

*In **Table 3** and the cash flow statement, the following can be observed:*

A total at-mine revenue of $353.3 M is forecast. This amounts to an average of $237.27 per tonne milled.

The total pre-production capital expenditure is evaluated at $ 2.1 M, excluding working capital, and the total sustaining capital requirement, excluding closure costs, is evaluated at $2.2 M. An initial working capital, equivalent to 6 months of operating expenses in year 1, is provided at start-up, and is reduced to an equivalent of 3 months thereafter. The Spare Parts and Capital Spares entries listed under the indirect capital expenses are included in the initial working capital requirement. The initial working capital outlay is $5.3 M. Additional amounts are injected or withdrawn as total annual operating costs increase or decrease over the life of mine. A total of $0.6 M is provided for closure costs.

The total operating costs are estimated at $200.7 M for the life of the mine or on average $134.83/tonne milled. The total NSR royalty payments are evaluated at $9.8 M or on average $6.56 per tonne milled.

The financial results indicate a total before-tax cash flow of $137.9 M, a before-tax Net Present Value (NPV) of $81.8 M at a discount rate of 8 %, a before-tax Internal Rate of Return (IRR) of 140.5 % and a payback period of 1.1 years.

Table 3 – Project Evaluation Summary

Items	***Base Case (M CAD $)***
Total At-mine Revenue	*353.276*
Pre-production Capital Expenditures (excludes Spares)	*2.121*
Sustaining Capital Expenditures	*2.228*
Initial Working Capital Requirement	*5.317*
Mine Closure Costs	*0.562*
Total Operating Costs	*200.745*
Total NSR Royalty Payments	*9.766*
Total Before-tax Cash Flow	*137.854*
Before-tax NPV @ 8%	*81.823*
Before-tax NPV @ 6%	*92.562*
Before-tax NPV @ 10%	*72.636*
Before-tax IRR (%)	*140.5*
Before-tax Payback Period (years)	*1.1*

SENSITIVITY ANALYSIS

A sensitivity analysis indicates that, within the level of accuracy of the cost estimates, project viability does not appear to be affected by the under-estimation of capital costs and operating costs, taken individually. The net present value is more sensitive to variations in operating expenses and the price of gold. A gold price of approximately $875 per ounce results in break-even condition i.e. yields an NPV of zero at a discount rate of 8%.

The full report was filed on Sedar under the heading «technical report» and on our website.

This positive economic analysis justifies a mine development program at the Elder mine with the objective of completing a preliminary feasibility study, or a feasibility study and putting the Elder gold mine in production as soon as possible (within the next 12 months).

Currently, the mine is in mine development with about 40 persons working at the mine.

During the third quarter ended on March 31, 2013, a total of $1,021,131 was spent on exploration, mine dewatering and purchase of equipment.

For Elder-Tagami, the important milestones are:

- Raise $3 to $5M in financing as working capital, preferably in debts. We can adjust our plans according to the amount available;
- Purchase some mining equipment as soon as possible;
- Obtain an approval of our Closure Plan from the ministry of Natural Resources;
- Realize a mine development program and begin the extraction of ore with the objective of reaching commercial production at the end of calendar year 2013, i.e. 150,000 tonnes per year for 25,000 ounces of gold;
- Obtain a mining lease for the eastern part of the mineralized zone;
- Complete a 3,500 meter drill program on surface and underground to upgrade inferred resources to indicated resources. The drilling was started on May 13 last;
- Sign a custom milling contract, or lease a mill, before July 2013;
- Update the 43-101 resource calculations and obtain a feasibility study in the 4th quarter of 2013;
- Decide to go in commercial production at the end of 2013, beginning of 2014.

Not being in production, we don’t have any plans to expand nor to increase productivity.

We have recently received our explosive permits.

We are currently rehabilitating levels 8 and 9.

Our budget for 2013 is about $13M, but the ore extracted has a value of approximately $14M.

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 we are planning to drill two holes for a total of 600 meters in 2013 to check a massive sulphide target.

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.

Recent Diamond drilling

During the first quarter of the fiscal period ended on June 30, 2012, we drilled nine holes. Eight of these holes were drilled on the western extension of a silver zone indicated by previous drilling. These holes only gave low values. The ninth hole was drilled to intersect a rhyolite-tuff contact. It cut a 1-meter mineralized section averaging 267.50 g/t silver and 0.24 % zinc at an approximate depth of 100 meters.

In September 2012, six additional holes, for a total of 1,466 meters, were drilled. A few significant assays were received. A total of $156,322 was spent in the July-December period.

In 2013, to get new drilling targets, we are planning to have a comprehensive study of the geology, including trace elements / rare earth, wall rock alteration, determination of the origin of sulphides, consult the geophysical maps of the area and have audio magnetotelluric sections done.

THE VEZZA PROPERTY

In 2009 and 2010, Abcourt 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.

Adjacent to the East, North American Palladium has recently purchased a property previously owned by Agnico-Eagle Mines Limited. This property covers a large tract of land on the same geological formation with the Vezza deposit reported in the 2004 Mines Handbook to contain a historical resource of 2.5 M tonnes with a grade of 4.2 g/t gold. This historical resource was calculated before the introduction of National Instrument 43-101. It has not been verified and should not be relied upon. Adjacent to the west, Radisson mining Corporation has about 4.5 km of the favourable geological formation and has obtained by diamond drilling several gold intersections, the two best ones giving 4.37 g/t Au/1.08m and 5.82 g/t Au/2.35m. Next to the West, Vior Mining Exploration Co Inc. in joint venture with Norvista Resources Corporation has a property covering 22 km of this favourable geological formation. On this property, the Douay West deposit, with a cut-off grade of 3 g/t Au, has a measured and indicated 43-101 resource of 859,000 tonnes grading 6.24grams of gold per tonne. In addition, six other zones with a cut-off grade of 0.7 g/t Au have a 43-101 inferred resource of about 40 million tonnes with a grade of 1.3± g/t Au. The acquisition of the Vezza gold property reflects Abcourt's intent to become more involved in gold exploration and development.

This property is at the exploration stage and there is no economic ore body.

In 2011, we drilled four holes (1,011 meters) on a gold-bearing volcanic/sediment contact. No significant value was intersected. The drilling was done to renew the claims. In 2013, we will drill a few holes for assessment work to renew the claims.

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 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, a placement was completed in October 2012. The funds received have been used to dewater the Elder mine, to complete a 43-101 resource report on Vendome and a PEA study on Elder mine.

For any additional information, please consult 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	*(s) Jean-Guy Courtois*
Renaud Hinse	Jean-Guy Courtois
Chief Executive Officer	Chief Financial Officer
2013/05/30	2013/05/30