
ABCOURT MINES INC.

MANAGEMENT INFORMATION CIRCULAR ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 9, 2011

A. PROXY SOLICITATION INFORMATION

Solicitation of Proxies

This management information circular is provided in connection with the solicitation by the management of Abcourt Mines Inc. (the «Corporation») of proxies to be used at the Annual and Special Meeting of shareholders of the Corporation (the «Meeting») to be held on December 9, 2011 and at any adjournment thereof for the purposes set forth in the accompanying Notice of Meeting. While management intends to solicit most proxies by mail, some proxies may be solicited by telephone, email or other personal contact by directors or officers of the Corporation. The cost of such solicitation will be borne by the Corporation.

Appointment of Proxies

The persons named in the accompanying proxy form are directors of the Corporation. A shareholder has the right to appoint a proxy (who does not need to be a shareholder of the Corporation) other than the persons designated in the accompanying proxy form. To exercise this right, a shareholder should strike out the names printed on the proxy form and insert the name of the proxy of his or her own choice in the space provided for this purpose on the proxy form.

Proxies must be delivered to Computershare, Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by facsimile transmission to number 1-866-249-7775, in each case no later than December 7, 2011, 5:00 p.m., or filed with the Chairman of the Meeting, on the day of the Meeting but prior to the Meeting, or any adjournment thereof.

A non-registered shareholder who wishes to appoint another person to represent him at the Meeting shall carefully follow the instructions of its intermediary, including those regarding when and where to send the voting instruction form or proxy is to be delivered with directions concerning the appointment of another person to represent him at the Meeting.

Revocation of Proxies

A registered shareholder giving a proxy may revoke the proxy by instrument in writing executed by the shareholder or its agent duly authorized in writing or, if the shareholder is a corporation, by an officer duly authorized in writing, and deposited either (i) at the head office of the Corporation, the last business day before the Meeting or the date of resumption in case of adjournment, or (ii) at the office of the registrar and transfer agent of the Corporation, Computershare, Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, at the latest on December 7, 2011 or the last business day preceding the date of resumption if the Meeting is adjourned, or (iii) hand over to the Chairman of the Meeting before the Meeting or any adjournment thereof.

Only registered shareholders may revoke a proxy in the manner described above. Non-registered holders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective intermediaries to revoke the proxy on their behalf.

Discretionary Power Conferred by Proxies

The Class B shares (the “**common shares**”) represented by the enclosed proxy form will be voted or withheld from voting in accordance with the instructions of the shareholder indicated on the proxy form. In the absence of any specific instructions, the common shares represented by proxies received by management will be voted «**FOR**» the election of the persons nominated for election as directors, as indicated under «Election of Directors», «**FOR**» the appointment of the Auditors and the authorization to the Board of Directors to fix their remuneration, «**FOR**» the approval of the resolution ratifying the new By-laws of the Corporation; and «**FOR**» the reconfirmation of the shareholder rights plan of the Corporation.

The enclosed proxy form confers discretionary authority upon the persons named therein with respect to amendment or variation to matters identified in the Notice of Meeting, and with respect to any other matter which may properly come before the Meeting. As the date of this management information circular, the directors of the Corporation are not aware of any such amendment, variation or other matter proposed or likely to come before the Meeting. However, if any such amendment, variation or other matter properly comes before the Meeting, the persons named in the enclosed proxy form will vote on such other business in accordance with their judgment.

Exercise of Voting Rights by Non-Registered Shareholders

If you are a non-registered shareholder (that is, if your shares are registered in the name of an intermediary such as a securities broker, clearing agency, financial institution, trustee or custodian), **you should carefully follow the instructions on the request for voting instructions or form of proxy that you receive from the intermediary, in order to vote the shares of the Corporation that you hold with that intermediary.**

The non-registered shareholder who wishes to attend the Meeting and vote in person (or have another person attend and vote on behalf of the non-registered shareholder), should insert his own name (or such other person’s name) in the blank space provided in the request for voting instructions or form of proxy to appoint himself (or such other person) as proxy holder and then follow his intermediary’s instructions for returning the request for voting instructions or proxy form.

Interest of Certain Persons in Matters to be Acted Upon

At the date of this management information circular, to the best of its knowledge, the management of the Corporation is not aware of any person who may have an interest in any matter to be acted upon whether such interest is by way of beneficial ownership of securities or otherwise, except that such persons may be directly involved in the normal business of the Meeting or the general affairs of the Corporation, with the exception of the directors who hold stock options pursuant to the Corporation’s stock option plan for which the Board of directors has agreed to decrease the exercise price, subject to the approval of disinterested shareholders of the Corporation, as indicated below in this circular.

Voting Shares and Principal Holders Thereof

As at October 28, 2011, 148,950,067 common shares of the Corporation were issued and outstanding. Each common share entitles the holder thereof on record as of November 4, 2011 (the “record date”), to one vote. In the event of any transfer of common shares by any shareholder after this date, the transferee is entitled to vote those shares if he or she produces properly endorsed share certificates or otherwise establishes that he or she owns the shares, and requests that Computershare Trust Company include the transferee's name on the shareholders' list of the Corporation, at least 10 days prior to the Meeting.

To the knowledge of the management of the Corporation, as at the date hereof, no person exercises control or direction over more than 10 % of the issued and outstanding common shares of the Corporation.

B. MATTERS TO BE ACTED UPON AT THE MEETING

Financial Statements

The audited financial statements of the Corporation for the fiscal year ended June 30, 2011 and the Report of the Independent Auditor thereon will be placed before the Meeting but will not be subject to a vote. These financial statements are filed on SEDAR (www.sedar.com). Additional copies of the financial statements may be obtained from the Corporation on request and will be available at the Meeting.

Election of Directors

Directors serve one year terms with the full board being elected at each annual meeting. **The persons named in the enclosed proxy form intend to vote FOR the election of the nominees whose names are listed below, unless the shareholder has specified on his or her proxy form that his or her shares are to be withheld from voting in regard to the election of directors.** Management does not anticipate that any of the nominees for election as directors will, for any reason, become unable or unwilling to serve as a director. If that should occur for any reason prior to the Meeting, the persons named in the enclosed proxy form reserve the right to vote for another nominee of their choice.

Management proposes that the following nominees be elected as directors of the Corporation. The information on nominees has been furnished by respective nominees individually. All the nominees indicated below have been elected as directors at a previous shareholder meeting comprising management information circular.

NAME AND OFFICE HELD WITH THE CORPORATION	PRINCIPAL OCCUPATION	DATE OF ELECTION TO THE BOARD OF DIRECTORS	NUMBER OF CLASS «B» SHARES ON WHICH CONTROL WAS EXERCISED AS OF OCTOBER 28, 2011
Renaud Hinse ⁽¹⁾ Mont St-Hilaire (Quebec) President, CEO and Director	Mining Engineer, President and CEO of the Corporation	December 1979	9,420,949 ⁽²⁾
Judith Lortie Hinse Mont St-Hilaire (Quebec) Director	B.A.A., Consultant in Management	December 1979	1,086,372
Normand Hinse Quebec (Quebec) Director	B.A.A., President of Rayco Electronic SystemLtd.	November 1986	1,625,273 ⁽³⁾
Jean-Guy Courtois Montreal (Quebec) Director and Chief Financial Officer	Treasurer and CFO of the Corporation	December 1979	329,393
Marc Filion ⁽¹⁾ Montreal (Quebec) Director	Ph. D., M.B.A., Engineer, President of CHIM International	March 2007	0
Judith Baker Toronto (Ontario) Director	Bs. M.B.A., President and CEO of Cenit Corporation and of Blue Vista Technologies Inc.	December 2009	126,588
Christian Dupont ⁽¹⁾ Janneville (New-Brunswick) Director	Mining Engineer, President and CEO of Explor Resources Inc.	December 2009	69,683

Notes:

- (1) Member of the Audit Committee.
- (2) Renaud Hinse holds 3,915,074 common shares of the Corporation directly and 5,505,875 common shares through a holding Corporation that he controls with members of his family.
- (3) Normand Hinse owns 1,375,273 common shares directly and 250,000 common shares through Rayco Electronic SystemsLtd., a company for which he is the only shareholder.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

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

(a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an “**Order**”), which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such company, with the exception of Christian Dupont, who has been a director of Treegenic Gold Corporation until January 2010, a reporting issuer in the Province of Québec. There is a cease trade order on the shares of this issuer that was issued by the Autorité des marchés financiers in September, 2004 in reason of the default of filing of the financial statements required under the *Securities Act* (Québec); or

(b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company.

No director or executive officer of the Corporation or any shareholder holding a sufficient number of common shares of the Corporation to affect materially the control of the Corporation:

(a) is, as at the date of this annual information form, or has been within the last ten years, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

(b) has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his, her or its assets;

(c) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(d) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to reasonable investor in making an investment decision regarding the Corporation.

The foregoing information, not being within the knowledge of the Corporation, has been furnished by the respective directors and executive officers.

Appointment of Auditors

Dallaire & Lapointe Inc, Chartered Accountants of Rouyn-Noranda, Quebec, are the independent auditors of the Corporation since its financial year ended June 30, 2007. **The persons named in the enclosed proxy form intend to vote FOR the appointment of Dallaire & Lapointe Inc., Chartered Accountants, as auditors of the Corporation and the authorization to the Board of Directors to fix their remuneration unless the shareholder specifies that his or her proxy form be withheld from voting thereon.**

By-Laws Replacing the General By-Laws of the Corporation

During the Meeting, the shareholders of the Corporation will be invited to consider and, if they deem it expedient, to adopt a resolution ratifying the new By-laws of the Corporation, the text of which (translation) is attached as Schedule “A” to this circular.

The Business Corporations Act (Québec) (the “QBCA”) came into force on February 14, 2011. Such act represents a major reform for the corporations governed by Part 1 and Part 1A of the *Companies Act* (Québec) (the “QCA”). The “companies” (now designated “corporations” under the QBCA) have ceased to be governed by the QCA and are now governed by the QCBA.

Pursuant to the QBCA, the “general by-laws” become the “by-laws”. Many differences between the provisions of the QBCA and those of the QCA have an impact on the content of the current general by-laws of the Corporation. The Board of directors of the Corporation has concluded that it is appropriate to revoke the general by-laws of the Corporation and to adopt the By-Laws to ensure a compliant transition to the provisions of the QBCA.

Consequently, shareholders will be asked to adopt the following resolution:

«BE IT RESOLVED to approve, confirm and ratify the By-laws of the Corporation, a translation of which is attached to the Management Proxy Circular of the Corporation dated October 31, 2011.»

The persons named in the enclosed proxy form intend to vote FOR the resolution ratifying the By-laws unless the shareholder specifies that his or her proxy form shall be voted against the resolution.

Reconfirmation of the Shareholder Rights Plan of the Corporation

At the Meeting, shareholders will be asked to consider and vote to re-confirm the Corporation’s shareholder rights plan (the “**Rights Plan**”), which was adopted by the Corporation in November 2008 and confirmed at the Corporation’s annual general and special meeting held on December 12, 2008. The Rights Plan must be reconfirmed by the shareholders at the third annual meeting following the meeting at which it was initially confirmed.

The terms of the Rights Plan are set forth in the shareholder rights plan agreement dated December 12, 2008 (the “**Rights Plan Agreement**”) between the Corporation and Computershare Investor Services Inc. The Rights Plan Agreement was filed on SEDAR by the Corporation on February 11, 2009 and can be found at the following address: www.sedar.com.

The Board of Directors and management of the Corporation believe that re-confirming the Rights Plan is in best interests of the Corporation and its shareholders and, accordingly, recommend that shareholders vote FOR the resolution that appears below. To take effect, this resolution must be approved by a majority of the votes cast by shareholders present in person or represented by proxy at the Meeting. If the Rights Plan is not re-confirmed, it shall terminate and be void and of no further force and effect.

Shareholders are therefore asked to consider and, if thought appropriate, to approve the following resolution:

“IT IS RESOLVED TO ratify and re-confirm the Rights Plan containing the terms and conditions as set forth in the Rights Plan Agreement between the Corporation and Computershare Investor Services Inc. and to authorize any officer of the Corporation to sign and deliver any document or to take any action that is useful to give effect to this resolution.”

The Board is not aware of, nor is the Board seeking re-confirmation of the Rights Plan in anticipation of, any pending or threatened take-over or offer for common shares of the Corporation.

Purposes and Summary of the Rights Plan:

The primary objective of the Rights Plan is to provide the Board of Directors with sufficient time to explore and develop alternatives for maximizing shareholder value if a takeover bid is made for the Corporation and to provide every shareholder with an equal opportunity to participate in such a bid. The Rights Plan encourages a potential acquirer to proceed either by way of a Permitted Bid (as defined in the Rights Plan), which requires the takeover bid to satisfy certain minimum standards designed to promote fairness, or with the concurrence of the Board. In adopting the Rights Plan, the Board of Directors considered the legislative framework in Canada governing takeover bids. Under provincial securities legislation, a takeover bid generally means an offer to acquire voting or equity shares of a person or persons, where the shares subject to the offer to acquire together with shares already owned by the bidder and certain related parties thereto, aggregate 20 % or more of the outstanding shares of a company.

Issue of Rights: On the execution of the Rights Plan Agreement, one right to purchase a Common Share, upon the terms and subject to the conditions set forth in the Rights Plan, has been issued and attached to each Common Share outstanding and attached to each Common Share subsequently issued.

Rights Exercise Privilege: The Rights will separate from the Common Shares and will be exercisable on the tenth Business Day after the earlier of (i) the Stock Acquisition Date (ii) the date of the commencement of, or first public announcement of the intent of any Person to commence a Triggering Event, other than a Permitted Bid or Competing Permitted Bid; (iii) the date upon which a Permitted Bid or Competing Permitted Bid ceases to be such; or (iv) such later date as may be determined by the Board of Directors in good faith.

Triggering Event: The acquisition by any Person (an “Acquiring Person”) of 20% or more of the outstanding Common Shares of the Corporation, other than by way of a Permitted Bid, a Voting Share Reduction, an Exempt Acquisition, a Pro Rata Acquisition or a Convertible Security Acquisition is referred to as a “Triggering Event”. Any Rights held by an Acquiring Person will become void upon the occurrence of a Triggering Event. Ten Business Days after the occurrence of the Triggering Event, each Right (other than those held by the Acquiring Person), will permit the purchase of Common Shares at a substantial discount to the market price at the time. Issuance of the Rights is not initially dilutive. Upon a Triggering Event occurring and the Rights separating from the Common Shares, reported earnings per share on a fully diluted or non-diluted basis may be amended. Holders of Rights not exercising their Rights upon the occurrence of a Triggering Event may suffer substantial dilution.

Certificates and Transferability: Prior to the Separation Time, the Rights are evidenced by a legend imprinted on certificates for the Common Shares issued from and after the Effective Date and are not to be transferable separately from the Common Shares. From and after the Separation Time, the Rights will be evidenced by Rights certificates which will be transferable and traded separately from the Common Shares.

Permitted Bid Requirements: Under the Rights Plan, a “Permitted Bid” is a bid made to all shareholders of the Corporation and that is open for acceptance for not less than 60 days. If, at the end of such 60-day period, at least 50 percent of the outstanding shares, other than those owned by the offeror and certain related parties, have been tendered, the offeror may take up and pay for the shares but must extend the bid for a further 10 days to allow other shareholders to tender. The Rights Plan is similar to other shareholders rights plans adopted by several other Canadian companies and approved by their respective shareholders.

Waiver: The Board of Directors may, until the occurrence of a Triggering Event, waive the application of the Rights Plan to a particular Triggering Event (an “Exempt Acquisition”) where the Takeover Bid is made by a takeover bid circular to all holders of Common Shares. Where the Board of Directors exercises the power of waiver for one Takeover Bid, the waiver will also apply to any other Takeover Bid for the Corporation made by a takeover bid circular to all holders of Common Shares prior to the expiry of the other bid for which the Rights Plan has been waived by the Board of Directors.

Redemption: The Board of Directors, with the majority approval of shareholders (or the holders of Rights if the Separation Time has occurred) at a meeting duly called for that purpose, may redeem the Rights at \$0.0001 per Right. Rights may also be redeemed by the Board of Directors without such approval following completion of a Permitted Bid, Competing Permitted Bid or Exempt Acquisition.

Amendment: The Corporation may amend the Rights Plan with the majority approval of shareholders (or the holders of Rights, if the Separation Time has occurred) at a meeting duly called for that purpose. The Corporation, without such approval, may correct clerical or typographical errors and, subject to approval as noted above at the next meeting of the shareholders (or holders of Rights, as the case may be), may make amendments to the Rights Plan which the Board of Directors acting in good faith considers necessary or desirable.

Other Business

The management of the Corporation is not aware of any other matters to come before the Meeting, other than those set out in the Notice of the Meeting or in this Circular. If other matters come before the Meeting, it is the intention of the person’s name in the accompanying form of Proxy to vote the same in accordance with their best judgment.

C. STATEMENT OF EXECUTIVE COMPENSATION

For the year ended June 30, 2011, the Corporation had two “Named Executive Officers” (“NEOs”) as this term is defined in *Form 51-102F6 Statement of Executive Compensation* under *Regulation 51-102 respecting continuous disclosure obligations*, being: Renaud Hinse, President and Chief Executive Officer (the “CEO”) and Jean-Guy Courtois, Chief Financial Officer (the “CFO”).

The Board of directors of the Corporation (the “Board”) has no compensation committee. The Board assumes the responsibility to establish the objectives of the Corporation’s executive compensation program which are to attract, motivate, engage and retain qualified, high performance individuals and to meet performance objectives designed to increase shareholder returns. The Board: (i) establishes the objectives that will govern the Corporation’s compensation program for the NEOs and the directors; (ii) oversees and approves the compensation and benefits to the NEOs; (iii) oversees the Corporation’s stock option plan; and (iv) promotes the clear and complete disclosure to shareholders of material information regarding executive compensation.

Compensation Process and Objectives

The Board relies on the knowledge and experience of its members to set appropriate levels of compensation for the NEOs. The Board reviews the NEOs compensation on an annual basis and, in doing such task, it evaluates the NEOs achievements during the preceding year. The Corporation has not retained any third party advisors to conduct compensation reviews of its competitors’ pay levels and practices.

The Corporation is an exploratory stage mining company and is not generating revenues from operations. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Board to be appropriate in the evaluation of corporate of NEOs performance. The compensation of the senior officers is based, in substantial part, on compensation practices and fees payable to external consultants in the industry, trends in the mining industry as well as achievement of the Corporation’s business plans. An important element of the compensation is the grant of stock options, which does not require cash disbursement from the Corporation.

Currently, the compensation arrangements for the Corporation’s NEOs are composed of two components: (i) the payment of an amount in cash to the CEO as consulting fees; and (ii) the grant of stock options. A competitive remuneration is aimed to attract and retain skilled persons necessary to achieve corporate objectives. The grant of stock options is aimed to motivate and reward senior officers to increase shareholder value by the achievement of long-term corporate strategies and objectives.

The Corporation does not offer benefit programs, such as life, medical, long-term disability or other insurance and the directors do not benefit from a retirement plan. Where NEOs receive other perquisites (such as car allowances or company vehicles), they reflect competitive practices, business needs and objectives.

Consulting Fees

The cash amount paid to the CEO on a consulting fee basis is reviewed annually by the Board to ensure it reflects a balance of market conditions, the level of responsibilities, the skill and competencies of the individual, retention considerations as well as the level of demonstrated performance. The basic daily rate payable for professional services payable to the CEO is set by the Board on the basis of its opinion as to a fair and responsible compensation package, taking into account the contribution of the President and CEO to the Corporation’s long-term growth and the Board members’ knowledge of remuneration practices in Canada.

Stock Options

The Corporation has implemented a stock option plan (see “Securities Authorized for Issuance under Equity Compensation Plans” elsewhere in this Information Circular) to provide its officers, including NEOs, directors, employees and consultants with a long-term incentive for performance and commitment to the Corporation. All options currently issued under the stock option plan to directors and officers vest four months following he date of the grant and expire five years from the date of grant.

The Corporation believes that participation by the NEOs and directors in the stock option plan aligns their interests with those of the Corporation’s shareholders, as the NEOs and directors are rewarded for the Corporation’s performance as evidenced by share price appreciation. In determining the number of options to

be granted, the number and term of options previously granted, individual and team responsibilities and functions, position, individual performance and projected contribution are considered. Management proposes the number of options and names of the optionees and the Board reviews and approves the grant and sets the exercise price (based on the current market price of the Corporation's shares on the TSX Venture Exchange Inc.) and the expiry date.

Summary of the Compensation of the Named Executive Officers

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation to the Corporation's NEOs for the fiscal years ended June 30, 2011, 2010 and 2009.

Summary Compensation Table

Name and Principal Position	Year	Salary ⁽¹⁾ (\$)	Share-based awards ⁽²⁾ (\$)	Option-based awards ⁽³⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension Value ⁽⁶⁾ (\$)	All other compensation ⁽⁷⁾ (\$)	Total compensation (\$)
					Annual incentive plans ⁽⁴⁾ (\$)	Long-term incentive plans ⁽⁵⁾ (\$)			
Renaud Hinse President & CEO	2011	286,740	N/A	493,000	N/A	N/A	N/A	8,560	788,300
	2010	267,867	N/A	9,500	N/A	N/A	N/A	8,711	286,078
	2009	287,635	N/A	Nil	N/A	N/A	N/A	19,153	306,788
Jean-Guy Courtois CFO	2011	Nil	N/A	49,200	N/A	N/A	N/A	Nil	49,200
	2010	Nil	N/A	13,050	N/A	N/A	N/A	Nil	13,050
	2009	Nil	N/A	Nil	N/A	N/A	N/A	Nil	Nil

Notes:

- (1) This amount represents the total amounts paid to a private company controlled by the CEO, as management consultant fees (for exploration expenses and administrative fees).
- (2) The Corporation does not have any share-based award plans.
- (3) This column discloses the total value of stock options granted to the NEOs during the fiscal years indicated. The value of stock options was calculated using the Black-Scholes option-pricing model at the time of grant.
- (4) There were no bonuses earned or paid to the NEOs for the periods indicated.
- (5) The Corporation does not have any non-equity long-term incentive plan.
- (6) The Corporation does not have a pension and retirement plan.
- (7) The value of perquisites and other personal benefits received by each NEO was not in aggregate worth more than \$50,000 or 10% of the total annual salary of the NEO for the financial year.

Incentive Plan Awards

The following table sets forth, for each NEO, all option-based and share-based awards outstanding as at June 30, 2011.

Name	Option-based Awards ⁽¹⁾				Share-based Awards ⁽²⁾	
	Number of securities underlying unexercised options ⁽³⁾ (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽⁴⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Renaud Hinse	100,000	0.16	2015-02-03	0	N/A	N/A
	900,000	0.10	2015-08-02	9,000		
	5,000,000	0.12	2016-06-08	0		
Jean-Guy Courtois	150,000	0.10	2015-02-03	1,500	N/A	N/A
	150,000	0.10	2015-08-02	1,500		
	450,000	0.12	2016-06-08	0		

Notes:

- (1) All options granted to the NEOs have been granted pursuant to the Corporation's stock option plan. See "Securities Authorized for Issuance under Equity Compensation Arrangements" elsewhere in this Information Circular.
- (2) The Corporation does not have any share-based award plan.
- (3) All of the options were vested as at June 30, 2011.

- (4) This column sets out the aggregate value of in-the-money unexercised options as at June 30, 2011, calculated based on the difference between the market price of the common shares underlying the options as at June 30, 2011 (\$0.11) and the exercise price of the options.

Incentive Plan Awards- Value Vested or Earned During the Year

The following table sets out, for each NEO, the value of option-based awards and share-based awards which vested during the year ended June 30, 2011 and the value of non-equity incentive plan compensation earned during the year ended June 30, 2011.

Name	Option-based awards-Value vested during the year ⁽¹⁾ (\$)	Share-based awards-Value vested during the year (\$)	Non-equity incentive plan compensation-Value earned during the year (\$)
Renaud Hinse	0	N/A	N/A
Jean-Guy Courtois	0	N/A	N/A

Note:

- (1) The dollar amount is the aggregate value that would have been realized if the options granted during the year ended June 30, 2011 had been exercised on the vesting date, that is, the difference between the closing market price of the common shares of the Corporation on the TSX-Venture Exchange as at June 8, 2011 (\$0.115), and the exercise price (\$0.12).

Pension and Retirement Plans

The Corporation does not have any pension plan that provides for payments or benefits at, following, or in connection with retirement of any officer.

Termination and Change of Control Benefits

There are no contract, agreement, plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in the NEO,s responsibilities.

Compensation of Directors

During the financial year ended June 30, 2011, the Corporation did not pay any cash remuneration to its Directors for their services in such capacity. The Corporation granted stock options in respect of an aggregate of 2,350,000 common shares to its directors (other than the NEOs) for their services rendered in this regard.

Name	Fees earned (\$)	Share-based Awards ⁽¹⁾ (\$)	Option-based Awards ⁽²⁾ (\$)	Non-equity incentive plan compensation ⁽³⁾ (\$)	Pension Value ⁽⁴⁾ (\$)	All other compensation (\$)	Total (\$)
Judith Hinse	--	N/A	39,800	N/A	N/A	--	39,800
Normand Hinse	--	N/A	38,700	N/A	N/A	--	38,700
Marc Filion	5,180	N/A	68,800	N/A	N/A	--	73,980
Christian Dupont	--	N/A	25,800	N/A	N/A	--	25,800
Judith Baker	--	N/A	25,800	N/A	N/A	--	25,800

Notes:

- (1) The Corporation does not have any share-based award plan.
(2) This column discloses the total value of stock options granted to the directors during the fiscal year ended June 30, 2011. The value of stock options was calculated using the Black-Scholes option-pricing model at the time of grant.
(3) There were no bonuses earned or paid to a director during the year ended June 30, 2010.
(4) The Corporation does not have any retirement plan.

The following table sets out the details of all stock options granted to the directors that were outstanding as at June 30, 2011.

Name	Option-based Awards ⁽¹⁾				Share-based Awards ⁽²⁾	
	Number of securities underlying unexercised options ⁽³⁾ (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽⁴⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Normand Hinse	200,000	0.10	2015-02-03	2,000	N/A	N/A
	450,000	0.12	2016-06-08	0	N/A	N/A
Judith Lortie Hinse	200,000	0.10	2015-08-02	2,000	N/A	N/A
	300,000	0.12	2016-06-08	0	N/A	N/A
Marc Filion	200,000	0.10	2014-09-30	2,000	N/A	N/A
	800,000	0.12	2016-06-08	0	N/A	N/A
Christian Dupont	200,000	0.10	2014-12-04	2,000	N/A	N/A
	300,000	0.12	2016-06-08	0	N/A	N/A
Judith Baker	200,000	0.10	2014-12-04	2,000	N/A	N/A
	300,000	0.12	2016-06-08	0	N/A	N/A

Notes:

- (1) All options granted to the directors have been granted pursuant to the Corporation's stock option plan. See "Securities Authorized for Issuance under Equity Compensation Arrangements" elsewhere in this Information Circular.
- (2) The Corporation does not have any share-based award plan.
- (3) All of the options were vested as at June 30, 2011.
- (4) This column sets out the aggregate value of in-the-money unexercised options as at June 30, 2011, calculated based on the difference between the market price of the common shares underlying the options as at June 30, 2011 (\$0.11) and the exercise price of the options.

Incentive Plan Awards- Value Vested or Earned During the Year

The following table sets out, for each director (other than the NEOs), the value of option-based awards and share-based awards which vested during the year ended June 30, 2011 and the value of non-equity incentive plan compensation earned during the year ended June 30, 2011.

Name	Option-based awards-Value vested during the year ⁽¹⁾ (\$)	Share-based awards-Value vested during the year (\$)	Non-equity incentive plan compensation-Value earned during the year (\$)
Normand Hinse	Nil	N/A	Nil
Judith Hinse	Nil	N/A	Nil
Marc Filion	Nil	N/A	Nil
Christian Dupont	Nil	N/A	Nil
Judith Baker	Nil	N/A	Nil

Note:

- (1) The dollar amount is the aggregate value that would have been realized if the options granted during the year ended June 30, 2011 had been exercised on the vesting date, that is, the difference between the closing market price of the common shares of the Corporation on the TSX-Venture Exchange as at June 8, 2011 (\$0.115), and the exercise price (\$0.12).

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth securities of the Corporation that are authorized for issuance under equity compensation plans as at June 30, 2011, the end of the Corporation's most recently completed financial year.

Plan Category	Number of Securities to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options	Number of securities remaining available for issuance under equity compensation plans
Equity compensation plans approved by securityholders	10,100,000	\$0.12	1,850,000
Equity compensation plans not approved by securityholders	N/A	N/A	N/A

Pursuant to its Stock Option Plan, the Corporation may, from time to time, grant to eligible directors, officers, employees and consultants of the Corporation, options to acquire common shares of the Corporation in such number, at such exercise prices, and for such terms as may be determined by the Board. The maximum number of common shares that may be issued under the Stock Option Plan is 14,500,000.

The exercise price shall not be less than the price permitted by the TSX Venture Exchange or other regulatory body having jurisdiction. The maximum number of common shares which may be reserved for issuance to any one person pursuant to stock options during a twelve-month period may not exceed 5% of the common shares outstanding at the time of grant (on a non-diluted basis). No more than 2 % of the issued shares of the Corporation may be granted to any one consultant in any 12 month period. No more than 2 % of the issued shares of the Corporation may be granted to a person conducting investor relations activities in any 12 month period. Options shall vest and the method of vesting, provided that options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than ¼ of the options vesting in any three month period.

All options must be exercised no later than 5 years from the date of the grant and they are not transferable other than by will or by the laws of descent and distribution. Unless otherwise decided by the Board, if a director, employee or consultant ceases to act as such for any reason other than death, each option held by such person will be exercisable during 90 days following the date on which such person ceased to be a participant under the Stock Option Plan but only up to and including the original option expiry date. Options granted to a person engaged in investor relations activities must expire within 30 days after this person ceases to be employed to provide such services.

Indebtedness of Directors and Executive Officers

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

Director's and Officer's Liability Insurance

The Corporation does not maintain directors' and officers' liability insurance coverage against liability incurred by the directors and officers of the Corporation serving in such capacity.

Interests of Management of the Corporation and Others in Material Transactions

The directors, officers and principal shareholders of the Corporation have no direct or indirect interest in any material transaction involving the Corporation other than as otherwise disclosed herein.

For the financial year ended June 30, 2011, the Corporation incurred exploration expenses, administrative fees, vehicle and equipment rental fees and expenses related to the restoration of a mining site for a total amount of \$295,300 with a private company controlled by the President and members of his family. The Corporation also paid \$5,180 in administrative fees to Marc Filion, director of the Corporation. Management considers that these transactions were concluded in the ordinary course of business of the Corporation.

D. AUDIT COMMITTEE INFORMATION

Charter of the Audit Committee

The charter of the Audit Committee is annexed as Schedule "B".

Composition of the Audit Committee

The Audit Committee is currently composed of Renaud Hinse, Marc Filion and Christian Dupont. Under *National Instrument 52-110 Audit Committees* ("NI 52-110"), a member of an audit committee is "independent" if he or she has no direct or indirect material relationship with the issuer, that is, a relationship which could, in the view of the Board of Directors, reasonably be expected to interfere with the exercise of the member's independent judgment. For the purpose of assessing the independence of a member of an audit committee, NI 52-110 further provides that an individual will be deemed to have a material relationship with an issuer if he or she accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer, other

than as remuneration for acting in his or her capacity as a member or as part-time chair or vice-chair of the board of directors of the issuer or any committee thereof. For this purpose, the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes the acceptance of a fee by an entity in which such individual is a partner, member of officer, and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer.

Based on the foregoing, the Board of Directors has determined that only Christian Dupont is an independent member within the meaning of NI 52-110. Renaud Hinse is not independent in reason of his role of President and CEO of the Corporation and Marc Filion is not independent since he has received consulting fees from the Corporation for its three last financial years.

Relevant Education and Experience

Renaud Hinse, professional engineer, has been President and Chief Executive Officer of the Corporation for over 20 years. Marc Filion holds a M.B.A. from the “École des Hautes Études Commerciales” of Montreal and a Ph. D. in geology economic and geostatistic from the Royal School of Mines, Imperial College, London, England. Since 2006, Christian Dupont, mining engineer, has been the President and Chief Executive Officer of Explor Resources Inc., a reporting issuer listed on the TSX Venture Exchange. The Board of Directors has determined that each of the members of the Audit Committee is “financially literate” within the meaning of section 1.6 of NI 52-110, that is, each member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

Pre-approval Policies and Procedures for Audit Services

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

External Auditor Service Fees

(a) Audit Fees

“Audit fees” consist of fees for professional services for the audit of the Corporation’s annual financial statements, assistance with interim financial statements, and related matters. Dallaire & Lapointe Inc., Chartered Accountants, the Corporation’s external auditors, billed the Corporation \$25,195 in audit fees for the fiscal year ended June 30, 2010 and \$26,015 for the fiscal year ended June 30, 2011.

(b) Audit-Related Fees

“Audit-related fees” consist of fees for professional services that are reasonably related to the performance of the audit or review of the Corporation’s financial statements and which are not reported under “Audit Fees” above. The Corporation did not incur audit related fees from its external auditors during the fiscal year ended June 30, 2010 and incurred fees of \$18,355 during the fiscal year ended June 30, 2011 in relation with the Corporation’s simplified prospectuses dated December 13, 2010 and April 18, 2011.

(c) Tax Fees

“Tax fees” consist of fees for professional services for tax compliance, tax advice and tax planning. The Corporation did not incur tax fees from its external auditors during the fiscal years ended June 30, 2010 and 2011.

(d) All Other Fees

The Corporation did not incur any other fees for other services from its external auditors during the fiscal years ended June 30, 2010 and 2011.

Reliance on Exemption

Notwithstanding that the Corporation is providing this information on the Audit Committee in this annual information form, the Corporation is relying on exemptions set out in section 6.1 of NI 52-110 with respect to the composition of the Audit Committee and certain reporting obligations.

E. CORPORATE GOVERNANCE PRACTICES

The following table describes the Corporation's approach to corporate governance with reference to *Regulation 58-101 respecting Disclosure of Corporate Governance Practices* ("the *Regulation 58-101*") for venture issuers. The Corporation believes that its practices are adequate and efficient for its organization as well as for its "junior" exploration company status. The matters pertaining to the corporate governance practices are studied by the Board of Directors.

Composition of the Board of directors (the "Board")	<p>The Board presently consists of seven directors, of which two are considered independent directors as this term is defined in Regulation 58-101.</p> <p>Renaud Hinse, President and CEO, Judith L. Hinse, spouse of the President, Normand Hinse, son of the President and Jean-Guy Courtois, Chief Financial Officer of the Corporation, are considered not to be independent in reason of their position as officers of the Corporation or the affiliation with an executive officer. Also, Marc Filion is not considered independent because he has received consultant fees from the Corporation during its last financial year.</p> <p>Christian Dupont and Judith Baker are considered as independent pursuant to Regulation 58-101.</p>
Directorships	<p>The directors that are presently also director of other reporting issuers are Marc Filion, director of ADF Group., Christian Dupont, director of Explor Resources Inc. and Judy Baker, director of Nemaska Exploration Inc., Cenit Corporation and Blue Vista Technologies Inc.</p>
Orientation and Continuing Education	<p>The Board does not currently have a formal orientation program for new directors. The Board briefs all new directors with the policies of the Board and other relevant corporate and business information.</p>
Ethical Business Conduct	<p>The Board does not have a written code of ethics and conduct for the directors and officers. The Corporation has few employees. All the directors are required to act and carry-out their duties honestly and in good faith with a view to the best interest of the Corporation. The Corporation requests that all its directors act according to laws and rules whereby they are governed. Directors with an interest in a material transaction are required to declare their interest and abstain from voting on such transaction. All board members have solid track records in spheres ranging from financial to exploration in order to ensure a culture of ethical business conduct.</p>
Nomination of Directors	<p>The Board does not have a nominating committee. The current size and composition of the Board allows the entire Board to take the responsibility for finding and nominating new directors, taking into consideration the competencies, skills, experiences and ability to devote the required time.</p>
Compensation Committee	<p>The Board does not have a compensation committee. The current size of the Board allows the entire Board to take responsibility for considering compensation for the Corporation's executive officers and directors. Except for the issuance of incentive stock options from time to time, the Corporation does not presently compensate its directors for their capacity as such and does not compensate its President and CEO. An annual amount is paid to a private corporation related to the President for consulting and administration fees, which is revised annually. Professional and consulting fees can also be paid to directors for professional services rendered to the Corporation.</p>

Other Board Committees	The Corporation does not have any standing committees other than the Audit Committee.
Board Assessments	The Board is responsible for assessing its effectiveness as well as that of individual directors. The Board considers the mix of skills and experience that directors bring to the Corporation to assess whether they have the necessary skills to perform their function effectively. The Corporation communicates with its shareholders on a regular basis through press releases and the publication of financial information required to conform with its continuous disclosure obligations. The Corporation receives questions and comments from its shareholders by phone, email, on its web site and through the person responsible of investor relations.

DIRECTORS' APPROVAL

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

October 31, 2011.

(S) Renaud Hinse
 Renaud Hinse,
 President and Chief Executive Officer

SCHEDULE "A"

ABCOURT MINES INC.

(Continued under the Business Corporations Act (Quebec))

TRANSLATION BY-LAWS

A. INTERPRETATION

1. Definitions

In these by-laws, unless the context indicates otherwise,

"Act" means the *Business Corporations Act*, R.S.Q., c. S-31.1. Any reference to that statute or any provisions thereof in the Corporation's by-laws is interpreted as a reference to any amended or substituted provisions thereof;

"affairs" means the relationships among the Corporation, its affiliates and the shareholders, directors and officers of the Corporation and its affiliates but does not include the business carried on by the Corporation or its affiliates;

"affiliates": means legal persons one of whom is a subsidiary of the other, or legal persons who are controlled by the same person;

"associates" means, in relation to a person:

- a) the person's spouse, children and relatives, and the children and relatives of the person's spouse;
- b) a partner of the person;
- c) a succession or trust in which the person has a substantial interest similar to that of a beneficiary or in respect of which the person serves as liquidator, trustee or other administrator of the property of others, mandatary or depositary; or
- d) a legal person of whom the person owns securities making up more than 10% of a class of shares carrying voting rights at any shareholders meeting or the right to receive any declared dividend or a share of the remaining property of the legal person in the event of liquidation.

"group": means any legal person, any group of persons or any group of properties, including an organization, joint venture or trust;

"officer" means a person referred to in section 40 of these by-laws;

"resolution" or **"ordinary resolution"** means a resolution that requires a majority of the votes cast at a shareholders meeting by the shareholders entitled to vote on the resolution, or a resolution that requires the signature of all such shareholders;

"reporting issuer" means a reporting issuer within the meaning of the *Securities Act* (R.S.Q., chapter V-1.1);

"security" means a share, debenture, bond or note that is dealt in or traded on a securities exchange or financial market;

“shareholder” means a shareholder who is registered in the securities register of the Corporation, and includes a shareholder’s representative;

“special resolution” means a resolution that requires at least two thirds of the votes cast at a shareholders meeting by the shareholders entitled to vote on the resolution, or a resolution that requires the signature of all such shareholders;

2. Interpretation

- a) the masculine gender includes both sexes, unless the contrary intention is evident by the context;
- b) the singular number extends to more than one person or more than one thing of the same sort, whenever the context admits of such extension. The plural number can apply to one person only or to one thing only if the context so permits;
- c) the headings used in these by-laws are for ease of reference only and do not form part of them.

B. HEAD OFFICE, ESTABLISHMENT AND SEAL

3. Head office

The head office of the Corporation must be permanently located in Quebec. The Corporation may relocate its head office in compliance with the Act.

4. Establishment

In addition to its head office, the Corporation may have other establishments, offices or agencies both within and outside Quebec.

5. Seal

The Board of Directors may adopt a seal but is not required to. The fact that a document of the Corporation is not sealed does not invalidate the document.

C. CORPORATE RECORDS

6. Records

The Corporation maintains, at its head office or at any other place designated by the Board of Directors, records containing:

- a) the articles and the by-laws;
- b) minutes of meetings of the shareholders and written resolutions of shareholders;
- c) the names and domicile of the directors, and the dates of the beginning and end of their term of office; and
- d) the securities register.

The secretary keeps such records up-to-date.

The shareholders may examine these records during its regular office hours, and obtain extracts from them. They may also, on request and without charge, obtain a copy of the articles and by-laws.

7. Accounting and Board records

The Corporation also maintains accounting records and books containing the minutes of meetings and written resolutions of the Board of Directors. The Corporation also maintains books for all the committees of the Board of Directors. These records and books are kept at the Corporation's head office or at any other place designated by the Board of Directors.

The Corporation is required to retain all accounting records for a period of six years after the end of the fiscal year to which they relate.

Only the directors and the auditor may have access to the accounting records and books containing the minutes of the meetings as well as the written resolutions of the Board of Directors and of its committees. However, the shareholders may examine, during the Corporation's regular office hours, any part of the minutes of the deliberations of the Board of Directors or any other document in which a director or officer makes the disclosure of interest referred to in sections 23 and 46 below.

8. Securities register

The securities register of the Corporation contains the following information with respect to its shares:

- a) the names, in alphabetical order, and the addresses of present and past shareholders;
- b) the number of shares held by each such shareholder;
- c) the date and details of the issue and transfer of each share; and
- d) any amount due on any share.

The register must contain, if applicable, the same information with respect to the Corporation's debentures, bonds and notes, with the necessary modifications. Any person may examine the Corporation's securities register if that person complies with the provisions of the Act in this regard. Any person may, on request and on payment of a reasonable fee established by the Corporation, obtain a copy of the list of the Corporation's shareholders as provided for in the Act.

9. Transfer Agents and Registrars

The Board of Directors may at any time, by resolution, appoint and replace the Corporation's transfer agent(s) and registrar(s) for the Corporation's shares and, subject to the laws that govern the Corporation, generally enact by-laws from time to time for the transfer and transmission of the Corporation's shares. All shares certificates representing shares of the Corporation issued after such an appointment must be countersigned by an authorized representative of those transfer agent(s) or registrar(s) and are only valid once so countersigned.

D. BOARD OF DIRECTORS

10. Functions and powers

The Board of Directors exercises all necessary powers to supervise the management of the business and affairs of the Corporation. Except to the extent provided by law, such powers may be exercised without shareholder approval.

Generally, the Board of Directors exercises the powers and takes the actions which the Corporation is authorized to take; it may also enter into any contract on behalf of the Corporation. The Board of Directors may, on behalf of the Corporation:

- a) borrow money;

- b) issue, reissue, sell or hypothecate its debt obligations;
- c) enter into a suretyship to secure performance of an obligation of any person; and
- d) hypothecate all or any of its property, owned or subsequently acquired, to secure any obligation.

11. Delegation of powers

The Board of Directors may create one of several committees composed of directors and may delegate certain powers to this or these committees. It can also delegate its powers to a director or an officer. However, the Board of Directors may not delegate its power

- a) to submit to the shareholders any question or matter requiring their approval;
- b) to fill a vacancy among the directors or in the office of auditor;
- c) to appoint or dismiss the President of the Corporation, the Chair of the Board of Directors, the chief executive officer, the chief operating officer or the chief financial officer, regardless of their title, and to determine their remuneration;
- d) to authorize the issue of shares;
- e) to approve the transfer of unpaid shares;
- f) to declare dividends;
- g) to acquire, including by purchase, redemption or exchange, shares issued by the Corporation;
- h) to split, consolidate or convert shares;
- i) to authorize the payment of a commission to a person who purchases shares or other securities of the Corporation, or procures or agrees to procure purchasers for those shares or securities;
- j) to approve the financial statements presented at the annual meetings of shareholders; k) to adopt, amend or repeal by-laws; l) to authorize calls for payment;
- m) to authorize the confiscation of shares;
- n) to approve articles of amendment allowing a class of unissued shares to be divided into series, and to determine the designation of and the rights and restrictions attaching to those shares or securities; or
- o) to approve a short-form amalgamation.

12. Contracts

All contracts, deeds, agreements, documents, bonds, debentures and other instruments requiring execution by the Corporation may be signed by the President of the Corporation, by two directors or two officers of the Corporation, by one director and one officer of the Corporation, or by such persons as the Board of Directors may otherwise authorize from time to time by resolution. Any such authorization may be general or confined to specific instances.

13. Proceedings

Any director or officer of the Corporation, or any other person appointed for that purpose by any director or officer of the Corporation, is authorized to bring any action, proceeding, motion, civil,

criminal, administrative or other legal procedure, in the name of the Corporation or to appear and to answer on behalf of the Corporation to any writ, to any order or injunction issued by any court, to any examination on the facts relating to any litigation or any examination on discovery, as well as to any action, proceeding, motion or other legal procedure in which the Corporation is involved; to respond in the name of the Corporation to any garnishment in which the Corporation is garnishee and to prepare any affidavit or any solemn declaration related to such a garnishment or to any other legal procedure to which the Corporation is a party; to make any application for the assignment of property or any petitions for a receiving order against any debtor of the Corporation; to attend and to vote in any meeting of the creditors of debtors of the Corporation; to grant proxies and, in respect of any such action, proceeding, motion or other legal procedure, to take any other action which he or she deems to be in the best interests of the Corporation.

14. Number

The exact number of directors is determined by the Board of Directors as provided in the articles of the Corporation.

The directors in office do not cease to hold their position as a result of an amendment of the articles which reduces their number.

15. Qualifications

Any natural person may be a director of the Corporation, except:

- a) a minor;
- b) a person of full age under tutorship or curatorship;
- c) a bankrupt;
- d) a person prohibited by the court from holding such office;
- e) a person declared incapable by decision of a court of another jurisdiction.

Unless otherwise provided in the articles, a director is not required to be a shareholder.

16. Election and term of office

The directors are elected each year at the annual shareholders meeting by a simple majority of the votes and remain in office until the next annual shareholders meeting or until their successors are appointed. Voting for the election of directors is conducted by a show of hands unless a ballot is demanded by a shareholder entitled to vote.

17. Cessation of office

A director ceases to hold office when he dies, becomes disqualified from being a director, resigns or is removed from office.

18. Resignation

A director may resign at any time. The resignation of a director becomes effective at the time the director's written resignation is received by the Corporation, or at the time specified in the resignation, whichever is later. The reason for the resignation need not be given.

19. Removal

The shareholders may by ordinary resolution at a special meeting remove any director or directors. If certain shareholders have an exclusive right to elect one or more directors, a director so elected may only be removed by ordinary resolution of those shareholders.

A director whose removal is to be proposed at a shareholders meeting may attend the meeting and be heard or, if not in attendance, may explain, in a written statement read by the person presiding over the meeting or made available to the shareholders before or at the meeting, why he opposes the resolution proposing his removal.

A vacancy created by the removal of a director may be filled at the shareholders meeting at which the director is removed or, if it is not, at a subsequent meeting of the Board of Directors.

20. Vacancy

A quorum of directors may fill any vacancy on the board unless there has been a failure to elect the fixed number or minimum number of directors required by the articles.

However, the directors then in office must without delay call a special shareholders meeting to fill the vacancies resulting from the lack of quorum or the failure to elect the fixed or minimal number of directors set out in the articles. If the directors refuse or fail to call a meeting, the meeting may be called by any shareholder.

A director appointed or elected to fill a vacancy holds office for the unexpired term of his predecessor.

21. Retiring director and updating declaration

A director who leaves office is authorized to sign on behalf of the Corporation and file in accordance with the *Act respecting the legal publicity of enterprises* an updating declaration indicating such change, unless he has received, within thirty (30) days of the date on which such change took effect, proof that the Corporation has filed such declaration.

22. Duties of directors

Subject to the provisions of the Act, the directors are bound by the same obligations as are imposed by the *Civil Code of Québec* on any director of a legal person. Consequently, in the exercise of their functions, the directors are duty-bound toward the Corporation to act with prudence and diligence, honesty and loyalty and in the interest of the Corporation.

More specifically, but without limiting the generality of the foregoing:

- a) no director may mingle the property of the Corporation with his own property nor may he use for his own profit or that of a third person any property of the Corporation or any information he obtains by reason of his duties, unless he is authorized to do so by the shareholders of the Corporation;
- b) unless he has obtained the express consent of the Board of Directors, a director must keep confidential the deliberations of the Board of Directors, any internal document and any other information to which he has access in the performance of his duties which is not publicly known and which has not been publicly disclosed by the Corporation;
- c) a director must avoid placing himself in any situation where his personal interest would be in conflict with his obligations as a director of the Corporation;
- d) a director must declare to the legal person any interest he has in an enterprise or association that may place him in a situation of conflict of interest and of any right he may set up against it, indicating their nature and value, where applicable.

23. Contracts or transactions – disclosure of interest

A director must disclose the nature and value of any interest he has in a contract or transaction to which the Corporation is a party. "Interest" means any financial stake in a contract or transaction that may reasonably be considered likely to influence decision-making. Furthermore, a proposed

contract or a proposed transaction, including related negotiations, is considered a contract or transaction.

A director must also disclose a contract or transaction to which the Corporation and any of the following are a party:

- a) an associate of the director;
- b) a group of which the director is a director;
- c) a group in which the director or an associate of the director has an interest.

The director satisfies the requirement if he discloses, in a case specified in subparagraph b), the directorship or office held within the group or, in a case specified in subparagraph c), the nature and value of the interest he or his associate has in the group.

Unless it is recorded in the minutes of the first meeting of the Board of Directors at which the contract or transaction is discussed, the disclosure of an interest, contract or transaction must be made in writing to the Board of Directors as soon as the director becomes aware of the interest, contract or transaction.

The disclosure must be made even in the case of a contract or transaction that does not require approval by the Board of Directors.

24. Contracts or transactions – voting

No director may vote on a resolution to approve, amend or terminate the contract or transaction described in the foregoing section, or be present during deliberations concerning the approval, amendment or termination of such a contract or transaction unless the contract or transaction:

- a) relates primarily to the remuneration of the director or an associate of the director as a director of the Corporation or an affiliate of the Corporation;
- b) relates primarily to the remuneration of the director or an associate of the director as an officer, employee or mandatary of the Corporation or an affiliate of the Corporation, if the Corporation is not a reporting issuer;
- c) is for the indemnification of the directors in certain circumstances or liability insurance taken out by the Corporation;
- d) is with an affiliate of the Corporation, and the sole interest of the director is as a director or officer of the affiliate.

If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present during deliberations, the other directors present are deemed to constitute a quorum for the purpose of voting on the resolution.

If all the directors are required to abstain from voting, the contract or transaction may be approved solely by the shareholders entitled to vote, by ordinary resolution. The disclosure must be made to the shareholders in a sufficiently clear manner before the contract or transaction is approved.

25. Remuneration

The Board of Directors determines the remuneration of the directors from time to time, by resolution. The directors are also entitled to be reimbursed for travel costs and reasonable expenses incurred in the performance of their duties.

E. MEETINGS OF THE BOARD OF DIRECTORS

26. Place

The Board of Directors meets at the head office of the Corporation or at any other place within or outside Quebec which the Chair of the Board of Directors or the President of the Corporation may choose.

27. Calling of meeting

The Board of Directors meets as often as the Chair of the Board or the President considers necessary. Board meetings are called by the Chair of the Board, the President or by the secretary at the request of the Chair of the Board or of the President, or in the absence or in case of incapacity to act, at the request of two (2) directors. At least two (2) days' notice must be given.

In the event that the Chair of the Board or the President (or the secretary, at the request of the Chair of the Board or of the President in the absence or in case of incapacity to act) considers, at his discretion, that it is deemed urgent to call a meeting of the Board of Directors, he must see that the notice of the meeting be sent out using any possible means at least two (2) hours before the meeting and such notice shall be deemed sufficient for the meeting to be called.

The notice must state the time and place of the meeting and, where applicable, specify any matter referred to in section 11 of these by-laws.

A notice of meeting must be sent to each director, at his last known civic or electronic address, by any means providing proof of its sending.

A meeting may be held without notice if all the directors are present or if the absent directors agreed to the holding of such meeting. The meeting of the Board of Directors immediately following the annual shareholders meeting may take place without notice.

28. Waiver of notice

A director may, in writing, waive notice of a meeting; waiver of the notice may be validly given before or after the meeting. However, attendance of a director at a meeting of the board is a waiver of notice of the meeting unless the director attends the meeting for the sole purpose of objecting to the holding of the meeting on the grounds that it was not lawfully called.

29. Participation by any means of communication

A director may participate in a meeting of the board by means of equipment - telephone, electronic or other - enabling all participants to communicate directly with one another. In such a case, the director is deemed to be present at the meeting.

30. Attendance

Only the directors may attend board meetings. Other persons may also attend as needed, with the authorization of the Chair of the Board or of the President of the Corporation or the authorization of the majority of the directors present.

31. Quorum

A majority of the directors in office constitutes a quorum. A quorum of directors may validly exercise all the powers of the directors, despite any vacancy on the board.

32. Chair and secretary of the meeting

Meetings of the Board of Directors are chaired by the Chair of the Board, if any, or by the President of the Corporation or, by default, by any vice-president. The secretary acts as meeting

secretary, drafts the minutes of the meeting and co-signs the minutes with the Chair of the meeting. By default, the directors can choose among them the president of the meeting and, as the case may be, any person to act as meeting secretary.

33. Procedure

The Chair of the meeting directs the meeting and ensures that it is conducted in an orderly manner. He submits the business to be discussed to the board. A director may also submit business to be discussed.

34. Voting

Unless otherwise provided in the articles, the Board of Directors decides any issue by a majority of the votes. Each director is entitled to one vote. Voting by proxy is not permitted.

Voting is by a show of hands or, at the request of the Chair of the meeting or a director, by secret ballot. A vote by secret ballot may be requested before or after a vote by a show of hands.

If voting is by secret ballot, the secretary acts as scrutineer and counts the ballots. The Chair of the meeting does not have a tie-breaking vote in the case of a tie.

35. Dissent

A director who is present at a meeting of the board or a committee of the board is deemed to have consented to any resolution passed at the meeting unless:

- a) the director's dissent has been entered in the minutes;
- b) the director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- c) the director delivers a written dissent to the Chair of the meeting by any means providing proof of the date of receipt or delivers it to the head office of the Corporation immediately after the meeting is adjourned.

A director is not entitled to dissent after voting for or consenting to a resolution.

36. Dissent of an absent director

A director who was not present at a meeting of the board or a committee of the board at which a resolution was passed is deemed to have consented to the resolution unless the director records his dissent within seven days after becoming aware of the resolution, by written notice delivered to the Chair of the Board, or sent to the Chair of the Board by any means providing proof of the date of receipt or delivered to the head office of the Corporation.

37. Adjournment

The Chair of the meeting may, with the consent of the majority of the directors present, adjourn a meeting of the Board of Directors to a specified date, time and place without a new notice of meeting being required. The Chair of the meeting may also adjourn a meeting *ex officio* if he considers it impossible to conduct it in an orderly manner.

The meeting is validly resumed if it is held on the specified date and at the specified place and if a quorum is present. If a quorum does not exist when the meeting resumes, the initial meeting is deemed to have ended immediately after it was adjourned.

38. Signed resolution

A resolution in writing, signed by all the directors entitled to vote on the resolution, has the same force as if it had been passed at a meeting of the board or, as the case may be, of a committee of the Board of Directors. These resolutions are kept with the minutes of meetings and the written resolutions of the Board of Directors.

The written resolutions that are signed electronically are as legally valid as a written signature.

39. Recording of deliberations

Only the secretary may record the deliberations of the Board of Directors, for the purpose of preparing the minutes. The secretary must destroy the recording once the concerned minutes have been approved.

F. OFFICERS

40. General

The directors may appoint any qualified person to the office of Chairman of the Board, President and chief executive officer, chief financial officer, vice-president (s), secretary, treasurer or any assistant to the officers. The Board of Directors may designate another person as an officer by resolution.

41. Qualifications

The officers need not be directors or shareholders of the Corporation except for the Chair of the Board of Directors who must be a director. The same person may hold more than one position as officer.

42. Term of office

Unless the Board of Directors provides otherwise when he is appointed, an officer holds office from his appointment until the first meeting of the Board of Directors following the annual meeting or until a replacement has been named.

43. Cessation of office

An officer may resign at any time. The resignation of an officer takes effect on the date the Corporation receives the written notice he gives or on the later date indicated therein.

The Board of Directors or the President and chief executive officer may remove an officer at any time and the reason for the removal is not required to be given. However, the removal of the President, the Chair of the Board, the chief executive officer, the chief operating officer, or the chief financial officer regardless of their title, as their appointment, is the responsibility of the Board of Directors.

44. Vacancy

The Board of Directors may fill any vacancy in an office at any time.

45. Powers of officers

An officer exercises the powers attached to his position. He also exercises all the powers which the Board of Directors can delegate to him. In the event an officer is unable to act, the powers of such officer are exercised by any other person designated by the Board of Directors.

46. Duties of officers

The officers are mandataries of the Corporation. In this capacity, in the exercise of their functions, the officers are bound, among other things, toward the Corporation to act with prudence and diligence, honesty and loyalty and in the interest of the Corporation.

An officer must disclose the nature and value of any interest he has in a contract or transaction to which the Corporation is a party. An officer must disclose any contract or transaction to which the Corporation and any of the following are a party:

- a) an associate of the director or officer;
- b) a group of which the director or officer is a director or officer;
- c) a group in which the director or officer or an associate of the director or officer has an interest.

The officer satisfies the requirement if he discloses, in a case specified in subparagraph b), the directorship or office held within the group or, in a case specified in subparagraph c), the nature and value of the interest he or his associate has in the group.

In the case of an officer who is not a director, the disclosure must be made as soon as:

- a) the officer becomes an officer;
- b) the officer becomes aware that the contract or transaction is to be discussed or has been discussed at a meeting of the board; or
- c) the officer or the officer's associate acquires an interest in the contract or transaction, if it was entered into earlier.

The disclosure must be made even in the case of a contract or transaction that does not require approval by the Board of Directors.

47. Chair of the Board

The directors may choose among them a Chair of the Board. The Chair of the Board presides over all the meetings of the directors and all shareholders meetings at which he is present and as such has all the powers and fulfils all his responsibilities that the Board of Directors may determine from time to time.

48. President

The President is the chief executive officer of the Corporation. Under the authority of the Board of Directors, he controls and supervises the management of the activities and affairs of the Corporation. He signs the documents which require his signature. He also has the powers and fulfills all the responsibilities that the Board of Directors determines from time to time. If no Chair of the Board is appointed, the President of the Corporation shall preside the meetings of shareholders and meetings of the Board for which he is attending.

49. Vice-president

The vice-president (or vice presidents), exercises the powers and assumes the obligations that the Board of Directors determines from time to time. In the event of an absence, inability, refusal or omission to act as the President, the vice-president assigned by the directors can exercise his powers and fulfill all his responsibilities.

50. Secretary

The secretary is responsible for safekeeping the records and documents of the Corporation. He acts as secretary of the meetings of the Board of Directors and committees of the board as well as the meetings of shareholders. He signs the share certificates and other documents that require his signature and sends the directors and shareholders notice of meetings and other notices which may be required. He has all the powers and fulfills all the functions that the Board of Directors determines from time to time.

The assistant secretary fulfills all responsibilities assigned to him from time to time by the secretary.

51. Chief Financial Officer and/or Treasurer

He is in charge of the financial management of the Corporation. He oversees the financial situation of the Corporation and sees to the management of its property and the keeping of its accounting records. He reports periodically to the audit committee and to the Board of Directors on the financial situation of the Corporation. He signs the documents which require his signature.

52. Remuneration

The Board of Directors determines, from time to time, the remuneration of the President and chief executive officer, the Chair of the Board, the chief operating officer and of the chief financial officer, regardless of their title. The remuneration of the other officers is determined by management, subject to the powers devolved to the committee acting as the remuneration committees.

The officers are also entitled to be reimbursed the travel costs and all reasonable fees and expenses incurred in the performance of their duties.

G. COMMITTEES OF THE BOARD OF DIRECTORS

53. Creation

The Board of Directors may, by resolution, create one or more committees made up of directors. The resolution creating the committee sets out the number of directors making it up.

54. Powers

A committee of the Board of Directors exercises the powers delegated to it by the Board of Directors. However, the Board of Directors may not delegate the powers which it must exercise exclusively, according to the Act or section 11 of these by-laws.

A committee reports on its activities to the Board of Directors. Subject to the rights of third parties, the Board of Directors may overrule or modify a committee's decisions.

55. Cessation of office

A director may resign from a committee of the Board of Directors at any time. The resignation of a director becomes effective at the time the director's written resignation is received by the Corporation, or at the time specified in the resignation, whichever is later. The reason for the resignation is not required to be given.

The Board of Directors may, by resolution, replace a member of a committee of the board.

56. Vacancy

The Board of Directors may fill any vacancy on a committee of the board.

57. Meetings

Meetings of a committee of the board are called in the same manner as meetings of the Board of Directors.

58. Quorum

Unless otherwise provided in a resolution of the Board of Directors, the majority of the members of a committee of the board constitute a quorum.

59. Chair and secretary

Meetings of a committee of the board are Chaired by the Chair of the committee; in his absence, the members present choose a meeting Chair from among themselves. The secretary of the Corporation acts as secretary of any committee of the board. The members present at a meeting can, if necessary, choose another person as meeting Chair or secretary.

60. Procedure

Meetings of committees of the Board of Directors are held in the same manner as the meetings of the Board of Directors.

61. Written resolution

A written resolution, signed by all the members of the committee entitled to vote on this resolution has the same force as if it had been passed at a meeting of the committee. The resolutions are kept with the minutes of the meetings and the written resolutions of the Board of Directors.

The written resolutions that are signed electronically are as legally valid as a written signature.

62. Remuneration

The members of a committee of the board may, as such, receive the remuneration set by resolution of the Board of Directors.

H. PROTECTION OF DIRECTORS AND OFFICERS

63. Presumption

A director is presumed to have fulfilled the obligation to act with prudence and diligence if the director relied, in good faith and based on reasonable grounds, on a report, information or an opinion provided by one of the following persons:

- a) an officer of the Corporation who the director believes to be reliable and competent in the functions performed;
- b) legal counsel, professional accountants or other persons retained by the Corporation as to matters involving skills or expertise the director believes are matters within the particular person's professional or expert competence or as to which the particular person merits confidence; or
- c) a committee of the Board of Directors of which the director is not a member if the director believes the committee merits confidence.

64. Relief Provided by the Act

A director cannot be held liable under sections 154, 155, 156, 287 or 392 of the Act if the director acted with a reasonable degree of prudence and diligence in the circumstances. Furthermore, for the purposes of sections 155, 156, 287 and 392 of the Act, the court may, after considering all the

circumstances and on the terms the court considers appropriate, relieve a director, either wholly or partly, from the liability the director would otherwise incur if it appears to the court that the director has acted reasonably, honestly and loyally, and ought fairly to be excused.

I. INDEMNIFICATION AND LIABILITY INSURANCE

65. Indemnification

Subject to the following, the Corporation must indemnify a director or officer of the Corporation, a former director or officer of the Corporation, a mandatary, or any other person who acts or acted at the Corporation's request as a director or officer of another group against all costs, charges and expenses reasonably incurred in the exercise of their functions, including an amount paid to settle an action or satisfy a judgment, or arising from any investigative or other proceeding in which the person is involved if

- a) the person acted with honesty and loyalty in the interest of the Corporation or, as the case may be, in the interest of the other group for which the person acted as director or officer or in a similar capacity at the Corporation's request; and
- b) in the case of a proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that his conduct was lawful.

The Corporation must also advance monies to such a person for the costs, charges and expenses of a proceeding referred to in the first paragraph.

However, in the event that a court or any other competent authority judges that the conditions set out in subparagraphs a) and b) above are not fulfilled, or that the person has a committed intentional or gross fault, the Corporation may not indemnify the person and the person must repay to the Corporation any monies advanced.

The indemnity provided for in the preceding paragraphs can be obtained even if a person has ceased being a director, officer or representative of the Corporation. In case of death, the indemnity can be paid to the heirs, legatees, liquidators, assignees, authorized representants or beneficiaries of this person.

66. Actions by or on behalf of the Corporation

The Corporation may, with the approval of the court, in respect of an action by or on behalf of the Corporation or other group referred to in the preceding section against a person referred to in the preceding section, advance the necessary monies to the person or indemnify the person against all costs, charges and expenses reasonably incurred by the person in connection with the action, if the person fulfills the conditions set out in the preceding section.

67. Liability insurance

The Corporation may purchase and maintain insurance for the benefit of its directors, officers and other mandataries against any liability they may incur as such or in their capacity as directors, officers or mandataries of another group, if they act or acted in that capacity at the Corporation's request.

J. SHAREHOLDERS MEETINGS

68. General

The Corporation must hold an annual meeting of shareholders; it may hold one or more special meetings of shareholders as needed.

69. Annual meeting

An annual meeting must be held fifteen (15) months after the last preceding annual meeting. The following business is discussed at the annual meeting:

- a) the presentation and examination of the financial statements of the Corporation for the fiscal year ended within six months of the date of the meeting;
- b) the presentation and examination of any other financial information required by the articles or the by-laws to be presented to the shareholders;
- c) the presentation and examination of the auditor's report, where applicable;
- d) the renewal of the auditor's term, where applicable;
- e) the election of directors.

The annual meeting may also examine and discuss any other business. The Board of Directors calls the annual shareholders meeting. Otherwise, the meeting may be called by the shareholders in accordance with the rules for calling special meetings at the request of the shareholders as provided in the Act.

70. Place

A meeting is held in the province of Quebec, at the place determined by the Board of Directors. The meetings may be held outside Québec if the articles of the Corporation so provide.

71. Calling of meeting

Notice of a shareholders meeting must be sent to each shareholder entitled to vote at the meeting and to each director at least twenty-one (21) days, but at the most sixty (60) days before the meeting.

If a director or a shareholder entitled to vote at a shareholders meeting gives written notice not less than ten (10) days before the meeting to the auditor or a former auditor of the Corporation, the auditor or former auditor attends the meeting at the Corporation's expense and answers any question relating to their duties as auditor.

72. Notice of meeting

Subject to the *Securities Act* and the applicable securities regulations, the notice of a shareholders meeting must be sent to each shareholder able to vote and to each director, in writing, by any means providing proof of the date of sending. It is sent to such persons at the address indicated in the Corporation's records. If a person's address is not indicated in the Corporation's records, the notice of meeting must be sent to the address where, in the opinion of the person sending such notice, it is the most likely to reach the person the quickest.

The notice of meeting is sent to the shareholders entered in the securities register at the record date.

A certificate from the secretary or any other duly authorized officer of the Corporation in office at the time of the preparation of such certificate, or any officer, transfer agent, or share transfer registrar of the Corporation constitutes proof of the sending of the notice of meeting and ties in each shareholder.

The notice of meeting indicates the date, time and place of the meeting as well as the business on the agenda. It also states, where applicable, the date by which the proxies of the shareholders wishing to be represented at the meeting must be received by the Corporation; such date may not

be more than forty-eight (48) hours, excluding Saturdays and holidays, before the date of the meeting or any adjournment thereof.

The notice of meeting must state the business on the agenda in sufficient detail to permit the shareholders to form a reasoned judgment on it, and contain the text of any special resolution to be submitted to the meeting.

Irregularities in the notice of meeting or in its sending do not affect the validity of the meeting. Similarly, the unintentional failure to send a notice of meeting to a person entitled to it, or the failure to receive it by a person entitled to the notice, does not invalidate the resolutions passed at the meeting. In addition, the unintentional failure to include a matter to be discussed at the meeting in the notice does not prevent the meeting from discussing such business, unless the interests of a shareholder or director are or could be affected thereby.

73. Record Date

The Board of Directors may fix, in conformity with the applicable requirements of the securities regulations, before any annual shareholders meeting or special shareholders meeting, the record date for the determination of the shareholders entitled to receive notice of any such meeting.

74. Waiver

A shareholder or director may, in writing, waive notice of a shareholders meeting; waiver of the notice may be validly given before or after the meeting. Their attendance at the meeting is a waiver of notice of the meeting unless they attend the meeting for the sole purpose of objecting to the holding of the meeting on the grounds that it was not lawfully called or held.

75. Holding of or participation in meeting by electronic means

A shareholders meeting may be held solely by means of equipment enabling all participants to communicate directly with one another.

Furthermore, any person entitled to attend a shareholders meeting may participate in the meeting by means of any equipment enabling all participants to communicate directly with one another. A person participating in a meeting by such means is deemed to be present at the meeting.

Any shareholder participating in a shareholders meeting by means of equipment enabling all participants to communicate directly with one another may vote by any means enabling votes to be cast in a way that allows them to be verified afterwards and protects the secrecy of the vote when a secret ballot has been requested.

76. Quorum

A quorum of shareholders is present at a shareholders meeting if, at the opening of the meeting, the holders of at least 10% of the shares that carry the right to vote at the meeting are present in person or represented by proxy. The shareholders present or represented by proxy may proceed to the consideration of the matters raised at the meeting despite the fact that a quorum is not maintained throughout the meeting.

If a quorum is not present at the opening of the meeting, the shareholders present may adjourn the meeting to a specific time and place but may not transact any other business.

77. Meeting Chair and secretary

The Chair of the Board of the Corporation or in his absence, the President of the Corporation or any other person that may be so appointed by the Board of Directors from time to time, chairs a shareholders meeting. The secretary of the Corporation acts as meeting secretary.

If the person who is to chair the meeting is not present at the meeting within 15 minutes after the time appointed for the meeting, the shareholders present choose one of their own to chair of the meeting.

78. Procedure

The Chair of the meeting directs the meeting and ensures its orderly conduct. His decisions, including those relating to the validity of proxies, are final and binding on all the shareholders.

The Chair of the Board of a shareholders meeting must allow shareholders to raise and discuss, for a reasonable period of time, any matter the primary purpose of which relates to the business or affairs of the Corporation and which is not to enforce a personal claim or redress a personal grievance against the Corporation or its directors, officers or shareholders.

At a shareholders meeting, unless a vote is demanded, a declaration by the Chair of the Board of the meeting that a resolution of the shareholders has been carried and that an entry to that effect has been made in the minutes of the meeting is, in the absence of any evidence to the contrary, proof of that fact, without it being necessary to prove the number or proportion of the votes recorded for and against the resolution.

79. Voting

Unless otherwise provided in the articles, each share of the Corporation entitles the holder to one vote.

80. Majority decision

Unless otherwise provided in the law, the articles or the by-laws, a decision of the shareholders is adopted by ordinary resolution.

81. Tie-breaking vote

In the case of a tie, the Chair of the meeting has a tie-breaking vote.

82. Voting

Voting is conducted by a show of hands, open voice or secret ballot.

83. Voting by a show of hands

Voting is conducted by a show of hands unless an open voice vote or a ballot is demanded. In such a case, the shareholders or proxies vote by raising their hand and the number of votes is calculated according to the number of hands raised.

A proxyholder who has conflicting instructions from more than one shareholder may not vote by a show of hands.

84. Open voice voting

The Chair of the meeting, a shareholder or a proxyholder may demand an open voice vote unless a ballot has been demanded. In such a case, each shareholder or proxyholder verbally states his name, that of the shareholder or shareholders whose proxy he holds, the number of votes he holds and the breakdown of such votes.

85. Voting by secret ballot

Voting is conducted by secret ballot if the Chair of the board of the meeting, a shareholder or a proxyholder so requests, in the manner indicated by the Chair of the meeting. Each shareholder

or proxyholder gives the scrutineers a ballot indicating his name, that of the shareholder whose proxy he holds, the number of votes he holds and the breakdown of such votes.

A shareholder may demand a ballot either before or after a vote by show of hands. A demand for a secret ballot may be withdrawn any time before voting begins.

When voting is conducted by secret ballot, the meeting appoints one person to act as scrutineer.

86. Scrutineer

The Chair of the Board of any shareholder meeting can appoint one or two persons to act as scrutineers.

87. Voting by a group

A natural person authorized by a resolution of the Board of Directors or of the management of a shareholder who is a group may participate in and vote at a shareholders meeting.

88. Voting by the administrator of the property of others

A person acting for a shareholder as administrator of the property of others may participate in and vote at a shareholders meeting.

89. Voting by joint shareholders

If two or more persons hold shares jointly, one of those shareholders present at a shareholders meeting may, in the absence of the others, exercise the voting right attached to those shares. If more than one (1) shareholder are present, they shall vote as one shareholder.

90. Proxies

A shareholder may be represented at a shareholders meeting by a proxyholder. A shareholder so represented is deemed to be present at the meeting. Any person, whether or not a shareholder of the Corporation, may be appointed a proxyholder. A proxyholder has the same rights as the shareholder represented to speak at a shareholders meeting in respect of any matter and to vote at the meeting.

A proxy must be in writing and signed by the shareholder. In addition to the date, the proxy must include the name of the proxyholder and, if applicable, revoke any former proxy.

A proxy may also contain voting instructions which the proxyholder is required to follow. A proxy is not required to be witnessed.

Unless otherwise indicated, a proxy lapses one year after the date it is given. It may be revoked at any time.

A proxy may be filed with the secretary of the Corporation or any authorized person. A proxy mechanically reproduced or sent by fax or any other means of communication providing proof of the date of receipt is valid.

91. Preservation of ballots and proxies

The Corporation must, for at least three months after a shareholders meeting, keep at its head office the ballots cast and the proxies presented at the meeting. Any shareholder or proxyholder who was entitled to vote at the meeting may, without charge, inspect the ballots and proxies kept by the Corporation.

92. Adjournment

The Chair of the meeting may adjourn any shareholders meeting, with the consent of the shareholders present or represented by proxy. The Chair of the meeting may also adjourn a meeting *ex officio* if he believes it is impossible to conduct it in an orderly manner.

If a shareholders' meeting is adjourned for less than thirty (30) days, it is not necessary to give notice of the adjourned meeting other than by announcement at the original meeting. If a shareholders' meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting must be given as for an original meeting.

The meeting is validly resumed if it is held on the date and at the time and place announced and if there is a quorum. In the absence of a quorum at the resumed meeting, the original meeting is deemed to have terminated immediately after its adjournment.

93. Signed resolution

A resolution in writing signed by all the shareholders entitled to vote on the resolution is as valid as if it had been passed at a shareholders meeting. The resolution must be kept with the minutes of the shareholders meetings and written resolutions.

The written resolutions that are signed electronically are as legally valid as a written signature.

K. SHARES AND CERTIFICATES

94. Issue of shares

Subject to the existence of a pre-emptive right granted to the shareholders, shares may be issued at the times, to the persons, including the directors or officers of the Corporation, and for the consideration the Board of Directors determines. In exercising this power, the Board of Directors may, by resolution, accept subscriptions, issue the unissued shares of the Corporation's share capital and grant an exchange right, option or right to acquire shares of the Corporation.

95. Payment of shares

The shares of the Corporation may be issued whether or not they are fully paid. However, shares may only be considered paid if consideration equal to the issue price (which may not be less than the par value, if any, of the shares) determined by the Board of Directors has been paid to the Corporation.

Consideration for the shares issued by the Corporation is payable in money, or in property or past services determined by the Board of Directors to be the fair equivalent of the money consideration, considering all the circumstances.

A promissory note or a promise to pay made by a person to whom shares are issued, or a person who does not deal at arm's length, within the meaning of that expression in the *Taxation Act* (R.S.Q., chapter I-3), with a person to whom shares are issued does not constitute consideration for the shares.

96. Share certificates

Shares issued by the Corporation may be certificated shares or uncertificated shares. A certificated share is represented by a paper certificate in registered form, and an uncertificated share is represented by an entry in the securities register in the name of the shareholder.

Unless otherwise provided in the articles of the Corporation, shares are issued as certificated shares unless the Board of Directors determines, by resolution that the shares of any class or series of shares or certain shares of a class or series are to be issued as uncertificated shares.

The Board of Directors may also, by resolution, determine that certificated shares become uncertificated shares as soon as the paper certificate is surrendered to the Corporation.

97. Certificated shares

In the case of certificated shares, the Corporation must issue to the shareholder, without charge, a certificate in registered form. The Corporation is not required to issue more than one certificate for shares held jointly by two or more persons.

The Board of Directors adopts the form of the share certificate by resolution, as governed by the Act.

The share certificates of the Corporation must be signed by the secretary or by any director or any officer. This signature may be affixed by an automatic device or electronic process.

In the absence of any evidence to the contrary, the certificate is proof of the shareholder's title to the shares represented by the certificate.

The seal is not required to be affixed to the share certificate.

98. Uncertificated shares

In the case of uncertificated shares, the Corporation must send the shareholder a written notice containing the information prescribed by the Act.

99. Damaged, lost or destroyed certificates

If a shareholder claims that a share certificate has been lost, wrongfully taken or destroyed, the Corporation must issue a new certificate if the shareholder:

- a) so requests before the Corporation has notice that the lost, wrongfully taken or allegedly destroyed share certificate has been delivered to a protected purchaser within the meaning of the *Act respecting the transfer of securities and the establishment of security entitlements*;
- b) provides security sufficient in the Corporation's judgment to protect the Corporation from any loss that the Corporation may suffer by issuing a new certificate; and
- c) satisfies any other reasonable requirements imposed by the Corporation.

100. Unpaid shares

Unless the terms of payment for shares are determined by contract, the Board of Directors may call for payment of all or part of the unpaid amounts on shares subscribed or held by the shareholders, the whole as provided by the Act.

101. Transfer of shares

The transfer of shares of the Corporation is governed by the *Act respecting the transfer of securities and the establishment of security entitlements*.

Shares that are not fully paid but for which no instalment is payable may only be transferred with the authorization of the Board of Directors. The directors must reasonably verify the acquirer's ability to pay for the shares before authorizing the transfer.

A share may not be transferred until all instalments payable up to the time of transfer have been fully paid.

102. Transmission of shares

In the event of a transfer of shares by will, the Corporation may consider as entitled to exercise the rights of a deceased shareholder, an heir or personal representative of the heirs or of the succession of that shareholder, upon reception of sufficient proof of their appointment. That person is entitled to become the registered holder of the shares of the deceased or to designate those holders upon delivery to the Corporation of an affidavit or declaration setting out the conditions of the transfer and, as the case may be, of (a) an original of the decision concerning the probate of the will or the notarized minutes of the probate, or a copy of one of the aforementioned documents certified by the Court which rendered the decision or by the notary who prepared the minutes, or by a trust company constituted under provincial or federal legislation or by an attorney or notary acting on behalf of that person, (b) a certified true copy of the notarial will.

L. DIVIDENDS

103. Declaration of dividends

Unless otherwise provided in the articles, the Board of Directors may declare and the Corporation may pay a dividend either in money or property or by issuing fully paid shares or options or rights to acquire fully paid shares of the Corporation.

The Corporation may not declare and pay a dividend, except by issuing shares or options or rights to acquire shares, if there are reasonable grounds for believing that the Corporation is, or would after the payment be, unable to pay its liabilities as they become due.

The Corporation may deduct from the dividends payable to a shareholder any amount due to the Corporation by the shareholder, on account of calls for payment or otherwise.

104. Record Date

The Board of Directors may fix, in advance, in accordance with applicable securities regulations, a record date for the determination of the shareholders entitled to receive dividends.

M. FISCAL YEAR AND AUDITOR

105. Fiscal year

The fiscal year of the Corporation ends on June 30th or on the date set by resolution of the Board of Directors.

106. Auditor

The shareholders of the Corporation appoint an auditor at each annual shareholders meeting. The auditor is appointed by ordinary resolution. The term of the auditor begins on appointment. The auditor's remuneration is fixed by ordinary resolution of the shareholders at the time of appointment. If it is not fixed at that time, it is fixed by the Board of Directors.

The shareholders may, by ordinary resolution at a special meeting, remove the auditor from office. They may appoint a new auditor by ordinary resolution at the same meeting.

Subject to the shareholders' right to fill the vacancy after removing an auditor, the Board of Directors fills a vacancy in the office of auditor without delay for the unexpired term.

N. NOTICE

107. Shares registered in the name of more than one person (joint shareholders)

Subject to the *Securities Act* and the applicable securities regulations, if two or more persons hold shares jointly, any notice or other document relating to such shares is sent to the first shareholder indicated in the Corporation's securities register. Such notice or other document is deemed to have been sent to all the other shareholders.

108. Registered shareholder

Before due presentation for registration of transfer of a certificated share or the receipt of an instruction for registration of transfer of an uncertificated share, the Corporation may treat the shareholder registered in the securities register as the person exclusively entitled to receive notices or other documents.

109. Address of shareholders

A shareholder must provide the Corporation with an address to which all notices or documents for him are sent.

110. Signing of notices

Notices sent by the Corporation are signed by a director, officer or any other authorized person. Their signature may be affixed by an automatic device or electronic process.

111. Calculation of time limits

Unless otherwise provided in these by-laws, in computing any time limit fixed by the articles or these by-laws:

- a) the day which marks the start of the time limit is not counted, but the terminal day is counted;
- b) non-judicial days within the meaning of the *Code of Civil Procedure* are counted; but when the last day is a non-judicial day, the time limit is extended to the next following judicial day;
- c) Saturday is considered a non-judicial day.

O. OTHER PROVISIONS

112. Declarations in the enterprise register

A director, officer or any authorized person signs the declarations which must be sent by the Corporation to the enterprise registrar under the *Act respecting the legal publicity of enterprises*.

113. Conflict with the Act and the articles

In the event of a contradiction between the Act, the articles and the by-laws, the Act shall prevail over the articles and the by-laws and the provisions of the articles shall take precedence over the by-laws.

114. By-laws

The Board of Directors adopts the Corporation's by-laws. The by-laws are effective as of the date of the resolution of the board. The by-laws must be submitted to the shareholders for approval at the next shareholders meeting, and the shareholders may, by ordinary resolution, ratify, reject or

amend them. They cease to be effective at the close of the meeting if they are rejected by or not submitted to the shareholders.

The rules of this section apply, with the necessary modifications to the amendment or repeal of by-laws.

Any new by-law adopted by the Board of Directors that has substantially the same purpose or effect as a by-law previously rejected by or not submitted to the shareholders at the meeting is not effective until confirmed by the shareholders.

SCHEDULE "B"

ABCOURT MINES INC. (THE "CORPORATION")

AUDIT COMMITTEE CHARTER

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

I. Overall Purpose - Role of Audit Committee

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

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

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

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

2. Committee Responsibilities - Audit

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

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

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

And, more particularly,

2.1 Financial Statements, Notes, Management Reports and Press Releases

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

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

2.2 External Auditors

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

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

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

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

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

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

2.2.6 Also, the Management of the Corporation and the external auditors may, if necessary, ask to meet the members of the Committee to review with them all transactions, procedures or other questions which, in their opinion, are relevant to the mandate of the Committee.

2.2.7 The Audit Committee must approve, in advance, all the services that are not related to the audit that the external auditors do for the Corporation and its subsidiaries.

2.2.8 The Committee examines the conditions of the mandate of the external auditors and verifies that the fees are appropriate and reasonable for the audit and approves unpaid fees.

2.2.9 The Committee is in charge of resolving disagreements between the management of the Corporation and the external auditors concerning the financial reporting.

3. Responsibilities of the Committee - Conflicts of Interest

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

3.1 Any situation that has been brought to its attention that may cause a conflict of interest and, more particularly, the approval of the financial conditions applicable within the framework of contracts with persons or companies related to or affiliated with the Corporation, to ensure that these contracts are as advantageous to the Corporation as if they had been negotiated with other parties.

3.2 Any eventual violation of a contract that is brought to its attention and which could have an impact on the financial statements.

4. Appointment of Auditors - Other Resources

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

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

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

5. Composition

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

All members of the Committee are financially literate.

At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices.

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

6. Chairman of the Committee

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

7. Number of Meetings

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

A member of the Committee may convene a special meeting.

8. Organization

The Committee appoints a Secretary.

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

9. Quorum and Decisions

A majority of Committee members shall constitute a quorum.

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

10. Report

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