ABE RESOURCES INC.

FORM 58-101F2 - CORPORATE GOVERNANCE DISCLOSURE

The following text summarises the corporate governance practices established by ABE Resources Inc. (the "**Corporation**") in accordance with applicable laws and the policies of the securities authorities and the TSX Venture Exchange, including the disclosure requirements of *Regulation 58-101 respecting Disclosure of Corporate Governance Practices* (Québec).

Board of Directors

The board of directors (the "**Board**") is comprised of a minimum of three (3) directors, two (2) of which must be independent directors, that is to say directors independent of Management and having no material relationship with the Corporation, including business relations, as more fully defined in *Regulation 52-110 respecting Audit Committees* (Québec). The board of directors of the Corporation currently consists of four (4) directors: Yves Rougerie, François Ruel, Robert C. Bryce, and Fred Burrows. Yves Rougerie and Robert C. Bryce are executive officers of the Corporation and are therefore not independent directors. The independent members of the Board are François Ruel and Fred Burrows.

The board of directors is in charge of supervising the Corporation's activities and the management team which has to account to the board of directors for the day to day operations of the Corporation.

Within the scope of its general managing duties, the board of directors carries out the following specific responsibilities:

- *Strategic Planning Process*: Considering the size of the Corporation, the board of directors develops a strategic action plan, with the help of the Management;

- *Management Risk*: As the board of directors directly supervises most of the business aspects of the Corporation, the elaboration of systems and the creation of committees in order to ensure efficient follow-up and management of the main risks associated with all business aspects of the Corporation are superfluous at this moment;

- *Appointment, Training and Evaluation of Executive Officers*: No formal system for selection, training and evaluation of the Officers has been established at this moment because it would be too expensive considering the size of the Corporation and its current development stage; however, the board of directors closely supervises the performance of the Officers and evaluates it in consideration of the overall strategic action plan by means of reports produced by the Officers and periodic meetings with them; and

- *Communication Policy*: The board of directors undertakes to efficiently communicate with the shareholders of the Corporation, other stakeholders and the general public through statutory filings and press releases; the shareholders also get the opportunity to express comments and make suggestions at the annual meetings of shareholders, and the board of directors accounts for it in its decisions when they are suitable and relevant.

Directorships

The following table sets forth the directors of the Corporation who currently serve as directors of other reporting issuers:

Name	Other Reporting Issuers	
Robert C. Bryce	Knick Exploration Inc.	Ressources Métanor Inc.
	QMX Gold Corporation	Pershimco Resources Inc.
	Integra Gold Corporation	Q-Gold Resources Ltd

Orientation and Continuing Education

The Corporation does not provide an official orientation or training program for its new directors for the time being. However, the new directors have the opportunity to become familiar with the Corporation by meeting with the other members of the board of directors and the Officers of the Corporation. In addition, the new directors are invited to meet with the Corporation's legal counsel in order to gain a greater understanding of their duties and responsibilities.

Ethical Business Conduct

The board of directors views good corporate governance as an integral component of the success of the Corporation and essential in order to meet its obligations towards shareholders. The Board monitors the ethical conduct of the Corporation and Management and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges. The Corporation abides by all legal, accounting and technical reporting standards through the use of professionally qualified and experienced consultants and professional staff.

Nomination of directors

The board of directors has considered the possibility of putting a nominating committee in place. However, given the size and the stability of the Corporation's board of directors during the last years, it was decided that the board of directors would assume this role for the time being.

Compensation

The Corporation has established a compensation committee. The committee is formed of Mr. Robert C Bryce, François Ruel and Fred Burrows. Compensation of the directors, the Chief Executive Officer and the consultants of the Corporation is reviewed by the compensation committee who makes recommendations to the board of directors. The compensation of the Chief Executive Officer of the Corporation is determined on the basis of the responsibilities and risks associated with this position in comparison to the compensation paid by other publicly traded companies of similar size and nature. Currently, the independent directors do not receive any compensation. However, the Corporation has paid Mssrs. Bryce and Ruel's monthly group insurance premiums since September 2013. This represents a monthly expense of $353 for Mr. Bryce and $452.40 for Mr. Ruel.

Other Board Committees

The board of directors has considered the possibility of setting up different committees, such as a candidate application committee, a governance committee and a human resources committee. However, given its current size, it was decided that this decision would be periodically evaluated by the board of directors in regards to the Corporation's evolution. The board of directors has, however, already appointed an audit committee being obliged to do so in accordance with its constituting law.

Assessments

Although no formal assessment process has been put in place, the board of directors undertakes a periodical review and evaluation of the efficiency and the performance of the board of directors, its audit committee and its individual directors, to which the Officers of the Corporation participate.

The practices in the matter of the abovementioned corporate governance, as they are currently written, are subject to modifications during the evolution of the Corporation. Consequently, the board of directors keeps in mind the questions surrounding the corporate governance and tries to constantly assess and, if necessary, create measures, control mechanisms and the necessary structures to ensure the efficient execution of its responsibilities, without causing additional general fees and without reducing the performance of shareholders assets. The board of directors always has the objective of ensuring the long-term viability and profitability of the Corporation, as well as the well-being of its employees and of the communities where its operations take place.