

Form 51-102F3

Material Change Report

ITEM 1 NAME AND ADDRESS OF THE REPORTING ISSUER

Abcourt Mines Inc. (the « Company » or “Abcourt”)
506 rue des Falaises,
Mont-Saint-Hilaire,
Québec J3H 5R7

ITEM 2 DATE OF MATERIAL CHANGE

December 31, 2015

ITEM 3 NEWS RELEASE

Press release reporting the closing of the private placement referred hereunder were issued by the Company on January 5, 2016 through Newswire (Montreal) and are incorporated herein.

ITEM 4 SUMMARY OF MATERIAL CHANGE

The Company has closed a non-brokered private placement (the “**Private Placement**”) totaling \$ 296,070 in Flow-Through Shares and \$723,200 in Units.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

Item 5.1 Full Description of Material Change

The Units:

Each Unit offered at a price of \$0.05 each is comprised of one Class B share (a “common **share**”) of the Company and of one half common share purchase warrant (a “**Unit**”). Each full warrant will entitle the holder thereof to purchase one common share of the Company at a price of \$0.07 over a period of 12 months from the date of closing. The proceeds from the subscriptions of Units will be used by the Company to increase its working capital.

A total of 14,464,000 Units were subscribed under the Private Placement for a total amount of \$723,200.

The Flow-Through Shares:

Each common share to be issued on a flow-through basis (a “**Flow-Through Share**”) was offered at a price of \$0.06 each, with no warrant attached. The Flow-Through Shares are “Quebec Flow-Throughs” for which the Company will use the proceeds for a surface drilling program on the Abcourt-Barvue, the Aldermac and other properties located in Abitibi, in the Province of Quebec.

A number of 4,934,500 Flow-Through Shares were subscribed pursuant to the Private Placement for a total amount of \$296,070.

All the securities issued under the private placement are subject to a hold period which will expire four months from closing in accordance with applicable Canadian securities legislation.

Certain related parties to Abcourt (the “**Related Parties**”) have purchased Units and Flow-Through Shares in the private placement:

- François Mestrallet, a director, through SARL MF has purchased 10,000,000 Units. After the completion of the private placement and assuming the exercise of all of the Company’s warrants held by that director, François Mestrallet would hold or exercise control, directly or indirectly, over approximately 17.14% of the Company’s issued and outstanding common shares, on a partially diluted basis.
- Decochib inc., a private company controlled by Renaud Hinse, officer and director of Abcourt and Renaud Hinse personally have purchased a total of 1,400,000 Flow-Through Shares and 2,740,000 Units. After the completion of the private placement and assuming the exercise of all of the Company’s warrants held by Decochib Inc. and/or by Renaud Hinse, Decochib Inc. and Renaud Hinse would hold or exercise control, directly or indirectly, over approximately 15.28% of the Company’s issued and outstanding common shares, on a partially diluted basis;
- Marc Fillion, a director, has purchased 25,000 Units and 62,500 Flow-Through Shares. After the completion of the private placement and assuming the exercise of all of the Company’s warrants held by that director, Marc Fillion would hold or exercise control, directly or indirectly, over approximately 0,13% of the Company’s issued and outstanding common shares, on a partially diluted basis;
- Normand Hinse, a director, has purchased 250,000 Units and 625,000 Flow-Through Shares. After the completion of the private placement and assuming the exercise of all of the Company’s warrants held by that director, Normand Hinse would hold or exercise control, directly or indirectly, over approximately 2.13% of the Company’s issued and outstanding common shares, on a partially diluted basis;

The private placement to the Related Parties constitutes a “related party transaction” within the meaning of Regulation 61-101 respecting protection of minority security holders in special transactions (“Regulation 61-101”). In its consideration and approval of the private placement, the board of directors of the Company has determined that such subscriptions to the Related Parties are exempt from the formal valuation and minority approval requirements of Regulation 61-101 on the basis that the fair market value of these subscriptions to the Related Parties does not exceed 25% of the market capitalization of Abcourt, in accordance with sections 5.5 and 5.7 of Regulation 61-101. The board of directors of the Company has also determined that the private placement to the Related Parties is reasonable and in the best interests of Abcourt and that it was designed to improve the financial situation of Abcourt. The board of directors, including directors who are independent directors in respect of the private placement, have also determined, acting in good faith, that the subscriptions by Related Parties are reasonable in the circumstances of Abcourt.

Item 5.2 Disclosure for Restructuring Transaction

Not applicable.

ITEM 6 RELIANCE ON SUBSECTION 7.1 (2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7 OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8 EXECUTIVE OFFICER

The name and business number of the executive officer of the Company who is knowledgeable of the material change and this report is:

Renaud Hinse, President and Chief Executive Officer Tel: (819) 768-2857

ITEM 9 DATE OF REPORT

January 12, 2016.



FOR IMMEDIATE RELEASE

TSX Venture – ABI.V
January 5, 2016

Not for distribution to U.S. news wire services or dissemination in the United States.

Abcourt Announces the Closing of a Non Brokered Private Placement of Units and Flow-Through Shares for a Total of \$1,019,270

Mont-St-Hilaire, Québec, Canada, January 5, 2016

Mr. Renaud Hinse, President and Chief Executive Officer of Abcourt Mines Inc. (TSX-V: ABI, Berlin: AML-BE and Frankfurt Stock Exchanges: AML-FF) (“Abcourt” or the “Company”) announces that the Company closed on December 31, 2015, a non-brokered private placement for an amount of \$296,070 in flow-through shares and \$723,200 in units.

The Units:

Each Unit offered at a price of \$0.05 each is comprised of one Class B share (a “**common share**”) of the Company and of one half common share purchase warrant (a “**Unit**”). Each full warrant will entitle the holder thereof to purchase one common share of the Company at a price of \$0.07 over a period of 12 months from the date of closing. The proceeds from the subscriptions of Units will be used by the Company to increase its working capital.

A total of 14,464,000 Units were subscribed under the Private Placement for a total amount of \$723,200.

The Flow-Through Shares:

Each common share to be issued on a flow-through basis (a “**Flow-Through Share**”) was offered at a price of \$0.06 each, with no warrant attached. The Flow-Through Shares are “Quebec Flow-Throughs” for which the Company will use the proceeds for a surface drilling program on the Abcourt-Barvue, the Aldermac and other properties located in Abitibi, in the Province of Quebec.

A number of 4,934,500 Flow-Through Shares were subscribed pursuant to the Private Placement for a total amount of \$296,070.

Certain related parties to Abcourt (the “Related Parties”) have purchased Units and Flow-Through Shares in the Private Placement:

- François Mestrallet, a director, has purchased 10,000,000 Units;
- Decochib inc., a private company controlled by Renaud Hinse, officer and director of Abcourt and Renaud Hinse personally have purchased a total of 1,400,000 Flow-Through Shares and 2,740,000 Units;
- Marc Filion, a director, has purchased 25,000 Units and 62,500 Flow-Through Shares;
- Normand Hinse, a director, has purchased 250,000 Units and 625,000 Flow-Through Shares.

The securities issued to the Related Parties in the Private Placement constitutes a “related party transaction” within the meaning of Regulation 61-101 respecting protection of minority security holders in special transactions (“Regulation 61-101”). In its consideration and approval of the Private Placement, the board of directors of Abcourt has determined that such subscriptions to the Related Parties are exempt from the formal valuation and minority approval requirements of Regulation 61-101 on the basis that the fair market value of these subscriptions to the Related Parties does not exceed 25% of the market capitalization of Abcourt, in accordance with sections 5.5 and 5.7 of Regulation 61-101.

All of the securities of Abcourt issued under the Private Placement are subject to a hold period of four months from the closing dates, in accordance with applicable Canadian securities laws. The Private Placement is subject to the final approval of the TSX Venture.

About Abcourt Mines Inc.

Abcourt Mines Inc. is an exploration and development company with strategically located properties in northwestern Quebec, Canada. The Elder property has gold resources (2012), the Abcourt-Barvue Project has silver-zinc ore reserves (2007) and resources (2012) and the Aldermac property has historical copper-zinc resources. The reported reserves and resources are considered as current mineral reserves and resources. Abcourt is now focused on the Elder and Abcourt-Barvue projects with Elder as the first priority. Reserves and resources are current. A positive PEA report was prepared on Elder in the Fall of 2012 by Roche Limited, Consulting Group. A positive feasibility study was completed by GENIVAR in 2007 on the Abcourt-Barvue project. To know more about Abcourt, please visit our web site at www.abcourt.com and SEDAR.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States or to or for the account or benefit of, a U.S. person (a “**U.S. Person**”) (as such term is defined in Regulation S promulgated under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”). The securities have not been and will not be registered under the United States Securities Act or any state securities laws and may not be offered or sold within the United States or to or for the account or benefit of a U.S. Person unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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This press release was prepared by Abcourt Mines Inc. Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.