

FORM 51-102F3
MATERIAL CHANGE REPORT

- Item 1. Reporting Issuer**
Canadian Orebodies Inc. (the "Issuer")
301 - 141 Adelaide St. W.
Toronto, ON M5H 3L5
- Item 2. Date of Material Change**
June 28, 2012
- Item 3. News Release**
The Issuer issued a press release via Marketwire on June 28, 2012. A copy of which has been filed on SEDAR.
- Item 4. Summary of Material Change**
For further information, attached hereto is the copy of the press release
- Item 5. Full Description of Material Change**
For further information, attached hereto is the copy of the press release
- Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**
N/A
- Item 7. Omitted Information**
N/A

Item 8. Senior Officers

The following senior officer of the Issuer is knowledgeable about the material change and may be contacted by the Commission at the following telephone number:

Gordon McKinnon, President & CEO
Tel: 416-644-1747

Dated at Toronto this 28th day of June, 2012.

"Gordon McKinnon"

Gordon McKinnon
President & CEO of the Issuer

Canadian Orebodies Inc.

141 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 3L5

PRESS RELEASE

CANADIAN OREBODIES CLOSES \$3.0M FIRST TRANCHE OF NON-BROKERED PRIVATE PLACEMENT

TORONTO, June 28, 2012 -- Canadian Orebodies Inc. (TSXV: CO) (the "Company") is pleased to announce that it has closed on its first tranche of a non-brokered private placement (the "Financing") for aggregate gross proceeds of \$3,010,000 through the sale of 7,055,556 units of securities of the Company (each, a "Unit") at a price of \$0.18 per Unit and 8,700,000 "flow-through" units of the Company (each, a "Flow-Through Unit") at a price of \$0.20 per Flow-Through Unit.

Each Unit is comprised of one common share of the Company (each, a "Common Share") and one-half of one Common Share purchase warrant of the Company (each such whole Common Share purchase warrant, a "Warrant"). Each Warrant will be exercisable into one Common Share for a period of 18 months from the closing of the Financing (the "Closing Date") at an exercise price of \$0.30 per share. Each Flow-Through Unit is comprised of one Common Share issued on a "flow-through" basis pursuant to the Income Tax Act (Canada) and one half of one Warrant. The expiry date of the Warrants may be accelerated, at the option of the Company, if the closing price of the Common Shares on the TSX Venture Exchange exceeds \$0.40 for a period of 20 consecutive trading days commencing on the date that is four months and one day after the Closing Date by giving notice to the holders thereof, in which case the Warrants will expire on the twentieth business day after the date on which such notice is given by the Company.

The Company paid cash finders' fees in the aggregate amount of \$26,400 and granted non-transferable options (each, a "Finders Option") to purchase an aggregate of up to 132,000 units of the Company (each, a "Finders Unit"). Each Finders Option entitles the holder thereof to purchase one Finders Unit for a period of 18 months from the Closing Date at an exercise price of \$0.18. Each Finders Unit will be comprised of one Common Share and one half of one Common Share purchase warrant (each such whole Common Share purchase warrant, a "Finders Unit Warrant"). Each Finders Unit Warrant will entitle the holder thereof to purchase one Common Share at an exercise price of \$0.30 per Common Share for a period of 18 months from the Closing Date.

The securities issued by the Company in connection with this offering are subject to a statutory hold period which expires on October 29, 2012.

The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this press release.

For more information or interest in the private placement please contact:

Gordon McKinnon, President & CEO
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