

EARLY WARNING REPORT

FILED PURSUANT TO NATIONAL INSTRUMENT 62-103

The following information is filed pursuant to the provisions listed above under applicable securities legislation:

(1) *The name and address of the offeror:*

Name: Dundee Corporation
Address: Dundee Place
1 Adelaide Street East, Ste. 2100
Toronto, ON M5C 2V9

(2) *The designation and number or principal amount of securities and the offeror's securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances:*

On August 24, 2012, Dundee Corporation acquired in a private placement, 5,000,000 units (each a "Unit") of Canadian Orebodies Inc. ("Canadian Orebodies") at a price of \$0.20 per Unit. Each Unit consists of one common share in the capital of Canadian Orebodies issued on a flow-through basis and one-half of a common share purchase warrant ("Warrant"). Each whole Warrant entitles Dundee to purchase one common share at the price of \$0.30 for a period of 18 months, subject to certain accelerated vesting provisions. In addition, an account managed by Goldman Investment Counsel Inc., a subsidiary of Dundee, controls 5,000,000 common shares and 2,500,000 warrants of Canadian Orebodies.

In aggregate, Dundee Corporation owns or controls a position in Canadian Orebodies representing an approximate 7.41% interest or 10.72% assuming the exercise of all warrants.

(3) *The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph (b) over which:*

(a) *the offeror, either alone or together with any joint actors, has ownership and control,*

See disclosure in (2) above.

(b) *the offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor, and*

Not applicable.

(c) *the offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

Not applicable.

- (4) *The name of the market in which the transaction or occurrence took place.*

Not applicable.

- (5) *The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release:*

\$0.20 per Unit.

- (6) *The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:*

The Units were acquired for investment purposes and holdings in Canadian Orebodies may be increased or decreased in the future as considered appropriate in light of investment criteria, market conditions and other factors and in accordance with the provisions of applicable securities legislation.

- (7) *The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:*

See disclosure in (2) above.

- (8) *The names of any joint actors in connection with the disclosure required by this Form.*

Goodman Investment Counsel Inc.

Dundee Corporation and Dundee Securities Ltd. rely on aggregation relief pursuant to section 5.1 of National Instrument 62-103 and report separately from each other.

- (9) *In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value of the consideration paid by the offeror.*

See disclosure in (5) above.

- (10) *If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of the National Instrument 62-103 in respect of the reporting issuer's securities.*

No other changes other than those described herein.

- (11) *If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.*

Accredited investor, as defined under National Instrument 45-106.

DATED this 24th day of August, 2012.

DUNDEE CORPORATION

By: (signed) Lili Mance
Lili Mance, Corporate Secretary