CANADIAN OREBODIES

Management's Discussion and Analysis

of the Financial Condition and Results of Operations

Nine months ended October 31, 2013

December 20, 2013

Canadian Orebodies Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS – Q3 2014

The following discussion of financial performance and condition should be read in conjunction with the unaudited condensed interim financial statements of Canadian Orebodies Inc. (the "Company") for the nine months ended October 31, 2013 and the audited financial statements for the year ended January 31, 2013 and the notes thereto, that have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar amounts are expressed in Canadian dollars unless otherwise indicated. This report which is dated December 20, 2013 and the Company's other public filings can be reviewed on the SEDAR website. (www.sedar.com).

CAUTIONARY NOTE

This document contains or refers to forward-looking information. Such forward-looking information includes, among other things, statements regarding targets, estimates and/or assumptions in respect of future production, capital costs and future economic, market and other conditions, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to: the grade and recovery of ore which is mined varying from estimates; exploration and development costs varying significantly from estimates; inflation; fluctuations in commodity prices; delays in the development of the any project caused by unavailability of equipment, labour or supplies, climatic conditions or otherwise; termination or revision of any debt financing; failure to raise additional funds required to finance the completion of a project; and other factors. Forward-looking statements are subject to significant risks and uncertainties and other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and we assume no responsibility to update them or revise them to reflect new events or circumstances, except as required by law. Also refer to the ***Risks and uncertainties*** section of this MD&A.

Corporate Information

The Company was incorporated pursuant to the provisions of the *Business Corporations Act* (of Alberta) on January 28, 2008. On July 21, 2008, the Company was authorized to continue its operations from the jurisdiction of Alberta to Ontario. The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the amounts carried in the financial statements for mineral properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete exploration and development and upon future profitable production or proceeds from disposition of such properties.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has interests, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

Company Highlights

Farley Lake Mine Project Option

On November 12, 2013, the Company executed an option agreement with Carlisle Goldfields Ltd. (TSX:CGJ) ("Carlisle") pursuant to which the Company has been granted the option to acquire a 10% interest in the mining claims and mining leases comprising the Farley Lake Mine Project located near the town of Lynn Lake, Manitoba, in which Carlisle holds a 100% interest.

In order to acquire its interest in the property, the Company is required to incur aggregate exploration expenditures on the property of $800,000 by December 31, 2013. Upon the Company acquiring its interest, the parties will enter into a joint venture agreement pursuant to which Carlisle shall incur all further expenditures on the property until it reaches commercial production. After the commencement of commercial production, the Company and Carlisle will be obligated to contribute funds to approved programs and budgets of the joint venture in proportion to their respective participating interests.

At any time after the Company has acquired its interest in the property and prior to April 30, 2016, the Company shall be entitled to transfer such interest back to Carlisle upon 15 days prior written notice (the "Put Right") in exchange for the issuance to the Company of Carlisle shares with an aggregate value of $800,000, with each Carlisle share being valued at the greater of $0.10 per Carlisle share and the volume weighted average trading price of the Carlisle shares traded on the TSX for the twenty (20) days where transactions have been recorded on those shares immediately preceding the date of the Back-In Notice or Put Notice (the "Reference Price"). Further, in the event that the Company exercises the option and acquires its 10% interest in the property, then at any time after December 31, 2014 and on or prior to April 30, 2016, Carlisle shall have the right (the "Back-In Right") to require that the Company transfer such interest back to Carlisle upon 15 days prior written notice to the Company, in exchange for the issuance to the Company of Carlisle Shares with an aggregate value of $800,000, with each Carlisle share being valued at the Reference Price, provided that if: (a) the Reference Price of Carlisle's shares for purposes of such issuance is less than the minimum price permissible by the TSX; or (b) such issuance would result in the issuance to the Company of a number of Carlisle Shares that would be equal to 10% or more of the outstanding Carlisle Shares, Carlisle shall not be permitted to exercise the Back-In Right.

For more information on the Farley Lake Mine Project, including the 43-101 Technical Report, please visit www.carlislegold.com.

2012 Exploration Program

During 2012 the Company evaluated a number of high priority exploration targets in the areas around Haig Inlet on the Belcher Islands. The company identified three large untested target areas that were selected for having the highest potential to host near surface iron mineralization that may be amenable to open pit mining. The company conducted the exploration drilling during the 2012 season in two phases: wide-spread exploration holes on the 3 separate targets (Haig West, Kihl Bay, and the Haig North Extension), followed by infill drilling on the areas which looked the most promising. Over the course of the program, the Company drilled 14 holes at Haig West, 9 holes at Kihl Bay, 4 holes at the Haig North Extension, and 4 holes on the Haig South area.

Haig West
The Haig West project area is located on the west coast of Flaherty Island (approximately 20km west of the Haig Inlet Deposit) and runs in a north-south direction over a 29.4km strike length. The project covers a strong magnetic trend that extends of the entire length of the target area and coincides with outcropping iron mineralization on the ground. The Company drilled 14 holes over a 25km strike length.

Below is a table of highlighted assays received from the 2012 drill program:

Hole ID	From (m)	To (m)	Interval (m)	Total Fe (%)	Area
CO-12-12	36.40	120.85	84.45	25.13	Haig West
incl.	*44.00*	*62.00*	*18.00*	*31.48*	
and	144.85	197.65	52.80	27.28	
incl.	*144.85*	*158.85*	*14.00*	*32.87*	
CO-12-13B	47.60	135.80	88.20	26.19	Haig West
incl.	*52.00*	*78.30*	*26.30*	*30.27*	
and	178.45	235.25	56.80	28.48	
incl.	*178.45*	*198.30*	*19.85*	*33.82*	
CO-12-14	10.30	99.30	89.00	25.73	Haig West
and	125.90	181.80	55.90	28.93	
incl.	*125.90*	*142.05*	*16.15*	*35.93*	
CO-12-15	25.00	127.50	102.50	25.84	Haig West
incl.	*29.00*	*43.00*	*14.00*	*34.60*	
and	157.00	211.35	54.35	28.46	
incl.	*158.40*	*173.10*	*14.70*	*34.80*	
CO-12-22	96.15	146.30	50.15	29.13	Haig South
incl.	*96.15*	*110.15*	*14.00*	*35.40*	
CO-12-29	22.80	86.15	63.35	26.51	Kihl Bay
incl.	*24.80*	*45.65*	*20.85*	*31.35*	
CO-12-31	32.00	117.50	85.50	28.07	Kihl Bay
incl.	*50.30*	*76.50*	*26.20*	*35.73*	

Kihl Bay and Wiegand Island

Kihl Bay and Wiegand Island are two areas that the Company acquired during 2012. The land packages total 4,938 hectares, which increased the Company's land position on the Belcher Islands to 30,314 hectares. Wiegand Island was subject to a historical airborne magnetic survey which produced a strong response, and the Company has discovered outcropping iron mineralization on both Wiegand Island and Kihl Bay. The company plans to initiate more detailed exploration of these areas in the future.

2011 Drilling Results in Initial Mineral Resource

On February 6, 2012, the Company announced the results of the initial independent National Instrument (NI) 43-101 Mineral Resource estimate using information from the 2011 drill program on the Haig Inlet Iron Ore Project. The estimate was completed by G H Wahl & Associates Consulting, and resulted in an indicated iron ore resource of 230 million tonnes at 35.17% iron and an additional inferred resource of 289 million tonnes at 35.47%. The current mineral resources statement for Haig Inlet is presented below.

Area	Mineral Resource Category	Million Tonnes	%Fe
Haig North	Indicated	230	35.17
Haig North	Inferred	155	35.55
Haig South	Inferred	134	35.37
Haig North	**Total Indicated**	**230**	**35.17**
Haig North & South	**Total Inferred**	**289**	**35.47**

The mineral resource estimate for the Haig Inlet Deposit is based on results from 64 diamond drill holes totaling 9,119.2m and is effective as of February 6, 2012. No cut-off was applied as the lowest grade (27%Fe) within the modeled iron formation lies well above the economic cut-off of 15%Fe. The mineral resources in this press release were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council.

Further information on the 2011 drill program can be found on the Company's website at www.canadianorebodies.com.

Private Placements

On June 28, 2012 the Company closed the first tranche of a non-brokered private placement comprised of 8,700,000 flow-through units at a price of $0.20 per unit and 7,055,556 non flow-through units at $0.18 per unit for gross proceeds of $3,010,000.

Each flow-through unit and non flow-through unit consists of one common share and one-half share purchase warrant. One whole share purchase warrant entitles the holder to purchase one common share of the Company at $0.30 per share for a period of 18 months from the date of issuance. The exercise date maybe accelerated at the option of the Company, if the closing price on the TSX Venture Exchange exceeds $0.40 per share for a period of 20 consecutive trading days, commencing anytime after 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 has been given.

In connection with the private placement, the Company paid finder's fees of $26,400 and issued 132,000 broker options. Each broker option entitles the holder to purchase one unit at a price of $0.18 per unit. Each unit consists of one common share and one-half share purchase warrant. One whole warrant entitles the holder to purchase one common share of the Company at $0.30 per share for a period of 18 months from the date of issuance.

On August 24, 2012, the Company closed the second and final tranche of a non-brokered private placement (as referred to above) comprising of 5,000,000 flow-through units at a price of $0.20 per unit for gross proceeds of $1,000,000.

On December 4, 2012, the Company closed a private placement comprised of 10,000,000 flow-through units at a price of $0.20 per unit for gross proceeds of $2,000,000.

Each flow-through unit consists of one common share and one-half share purchase warrant. One whole share purchase warrant entitles the holder to purchase one common share of the Company at $0.30 per share for a period of 18 months from the date of issuance.

In connection with the private placement, the Company paid a commission of $114,000, legal fees of $39,550, and issued 570,000 broker options. Each broker option entitles the holder to purchase one unit at a price of $0.20 per unit. Each unit consists of one common share and one-half share purchase warrant. One whole warrant entitles the holder to purchase one common share of the Company at $0.30 per share for a period of 18 months from the date of issuance.

Overall Performance

As at October 31, 2013, the Company had assets of $17,870,413 and a net equity position of $17,348,544. This compares with assets of $18,450,797 and a net equity position of $17,773,928 at January 31, 2013.

Review of Operations

Recent Activity

On November 12, 2013, the Company executed an option agreement with Carlisle Goldfields Ltd. (TSX:CGJ) ("Carlisle") pursuant to which the Company has been granted the option to acquire a 10% interest in the mining claims and mining leases comprising the Farley Lake Mine Project located near the town of Lynn Lake, Manitoba, in which Carlisle holds a 100% interest.

On May 22, 2013, the Company granted incentive stock options to Directors, Officers and consultants of the Company in the aggregate amount of 3,125,000 under the terms of the incentive stock option plan of the Company. The options are exercisable at a price of $0.10 per share for a period of five years and are subject to a four month hold period from the date of the issuance thereof.

Due to the poor economic climate and the challenge that many junior mining companies are having in raising capital, the Company is actively monitoring the market for assets which may become available at attractive values.

Portfolio of Properties

Haig Inlet Iron

The Company has a 100% interest in the Haig Inlet Iron Project ("Haig Inlet"), which covers 30,314 hectares located on the Belcher Islands in Nunavut, Canada. The project consists of over 7,623 hectares of Inuit Owned Land and 32 claims covering 22,691 hectares of Municipal Land. A significant amount of exploration work, including numerous widely-spaced diamond drill holes, was carried out on the property during the 1950's by Belcher Mining Corporation Ltd. Over the past 2 years the Company has drilled 97 holes on a number of target areas within the Haig Inlet Iron Project. The Company's 2011 exploration program culminated in a NI 43-101 Resource Estimate, which was effective February 6, 2012. Haig Inlet is host to an indicated resource of 230 million tonnes at 35.17% Fe and an additional inferred resource of 289 million tonnes at 35.47% Fe.

Lithium and Rare Metals

The Company has 5 Lithium and Rare Metals properties which in total consist of 286 claim units comprising 4,576 hectares, all of which are 100%-owned. The ZigZag and Dempster properties are located near Crescent Lake, Ontario, and together cover 145 claim units consisting of 2,320 hectares. The Falcon, Despard, and Outer ZigZag properties are located near Falcon Lake, Ontario, and cover 125 claim units consisting of 2,000 hectares. The Vegan property is located near Barbara Lake, Ontario, and covers 16 claim units consisting of 256 hectares.

Trump Property

The Trump Property consists of 96 claim units comprising 1,536 hectares in the James Bay Lowlands near McFaulds Lake, Ontario. The Company holds an 80% interest through a joint venture agreement with Rainy Mountain Royalty Corp ("Rainy Mountain"). The property is located 28 km south east of the Norton nickel-copper-cobalt-PGE deposit, held by Rainy Mountain and approximately 128 km south west of the Noront Resources Ltd. Eagle Nest nickel-PGE deposit.

Data collected during airborne magnetic surveys flown in 2008 was reinterpreted using additional information uncovered by other discoveries in the "Ring of Fire" area. The resulting conclusions show that the Trump Property features a complex magnetic environment that could represent a volcanogenic environment with the potential of hosting VMS deposits and possibly magmatic sulphides. As a result, eight separate electromagnetic conductor targets that are interpreted to represent conductive sulphide zones have been outlined on the property. These occur along a magnetic feature that is interpreted to be a folded ultramafic complex which is a favourable environment for nickel-copper, or volcanogenic massive sulphide deposits.

Hawkins Property

The Hawkins Property, located 120 km South of Hearst, Ontario, consists of 111 claim units covering a total area of 1,776 hectares. The property is host to the historic Shenango Gold Mine. The Shenango prospect was in production during 1936, 1937 and 1945. Two shafts were sunk to 52 and 125 feet and an adit was driven 90 feet while following auriferous quartz veins cutting mafic metavolcanics. In the mid-1980's Falconbridge Exploration Ltd. carried out an extensive shallow drilling program and defined a low-grade auriferous felsic horizon with values of 1 to 4 grams per ton gold over 4 to 30 meter widths along a minimum strike length of 3 to 4 kilometers. No thorough drilling was carried out to evaluate these felsic volcaniclastic units at depth or to the west.

McFaulds Lake 'Ring of Fire' Royalty and Equity Interests

In May 2010, the Company entered into an agreement with Noble Mineral Exploration Inc. ("NOB", formally Ring of Fire Resources Inc. and Hawk Uranium Inc.) by which the Company sold its interest in eight 100% owned northern properties (the "Northern Properties") and seven 50% owned southern properties (the "Southern Properties"). The agreement entitles the Company to a 10% NPI royalty on the Northern Properties and a 10% NPI royalty on the portion of the Southern Properties acquired by NOB, which would be converted to a 0.15% NSR royalty if NOB's interest in the Southern Properties is reduced to less than 10% and therefore converted to a NSR royalty. As consideration for the sale, the Company received 5,000,000 common shares of NOB and 4,000,000 warrants of NOB to purchase shares at a price of $0.15 for four years. NOB subsequently sold the Northern Properties and Southern Properties to Macdonald Mines Exploration Ltd. ("BMK").

Summary of Quarterly Results

	August 1, 2013 to October 31, 2013 ($)	May 1, 2013 to July 31, 2013 ($)	February 1, 2013 to April 30, 2013 ($)	November 1, 2012 to January 31, 2013 ($)
Total revenues	-	-	-	-
Net loss before other comprehensive loss	(121,817)	(348,165)	(146,104)	(23,507)
Net loss and comprehensive net loss per share – basic and fully diluted	(0.00)	(0.00)	(0.00)	(0.00)
Total assets	17,870,413	17,999,807	18,267,107	18,450,797
Long-term debt	Nil	Nil	Nil	Nil
Shareholders' equity	17,348,544	17,480,361	17,697,276	17,773,928
Cash dividends declared per common share	Nil	Nil	Nil	Nil

	August 1, 2012 to October 31, 2012 ($)	May 1, 2012 to July 31, 2012 ($)	February 1, 2012 to April 30, 2012 ($)	November 1, 2011 to January 31, 2012 ($)
Total revenues	-	-	-	-
Net loss before other comprehensive loss	(183,131)	(135,796)	(642,328)	(229,261)
Net loss and comprehensive net loss per share – basic and fully diluted	(0.00)	(0.00)	(0.01)	(0.00)
Total assets	14,854,538	14,271,440	9,819,478	10,177,097
Long-term debt	Nil	Nil	Nil	Nil
Shareholders' equity	14,037,613	13,362,672	9,503,638	9,702,885
Cash dividends declared per common share	Nil	Nil	Nil	Nil

Results of Operations

For the nine months ended October 31, 2013, the Company incurred a loss of $616,086 compared to $961,255 for the corresponding period of the prior year for a decrease of $345,169. The large decrease was due to an overall reduction in expenditures as part of an effort by the Company to conserve capital during the past nine months.

In addition, the Company had other comprehensive loss comprised of an unrealized loss of $25,000 compared to a loss of $325,000 for the comparative period with respect to marketable securities held on hand.

Results of Operations for the nine months ended October 31, 2013 as compared to the nine months ended October 31, 2012

For the nine months ended October 31, 2013, the Company expensed $62,561 in professional and consulting fees as compared to $180,601 in the corresponding period of the preceding year for a decrease of $118,040. The decrease is primarily due to legal and audit costs incurred during the period ended October 31, 2012 with respect to a proposed re-organization of the Company which was deferred as a result of deteriorating conditions in the marketplace.

For the nine months ended October 31, 2013, the Company incurred $267,236 (2012 - $244,363) for management and administrative expenses with respect to payroll. The increase in expenses was due to the Chief Financial Officer being recognized as an employee effective March 1, 2013, as opposed to as a consultant previously.

Office and administrative expenses were $65,460 for the period (2012 - $69,015) for a net decrease of $3,555.

Shareholder information expense for the nine months ended October 31, 2013 was $68,241 (2012 - $156,228) for a decrease of $87,987.

For the nine months ended October 31, 2013, the Company earned interest on its cash investments aggregating $7,325 (2012 - $13,462).

In accordance with IFRS reporting, an investment loss of $21,200 (2012 – loss of $129,150) is recognized in operations and is the difference between the fair value of the 4,000,000 Noble Mineral Exploration Inc. warrants at October 31, 2013 and January 31, 2013.

Deferred premium on flow through benefits is the amortized portion of the premium paid from flow-through shares which is in excess of the market value of the share at the time of issuance. The amount recognized as income is based on a pro-rated basis of the corresponding eligible expenditures that have been incurred with respect to the renunciation of expenses to the subscribers of the flow-through shares. During the nine months ended October 31, 2013, $58,410 (2012 - $274,000) was recognized as income.

In addition, an unrealized loss of $25,000 (2012 - loss of $325,000) with respect to marketable securities was recognized in other comprehensive income.

Objectives and Milestones

The objectives of the Company are to (i) enhance its geological knowledge of its Haig Inlet Iron Project and its Lithium/Rare Metals Properties (ii) develop targets on the properties for future sampling and drilling programs; and (iii) target, review and, if desirable, acquire and develop additional mineral assets in order to augment and strengthen its current mineral property portfolio.

In conducting its search for additional mineral properties, the Company may consider acquiring properties that it considers prospective based on criteria such as the exploration history or location of the properties, or a combination of these and other factors. Risk factors to be considered in connection with the Company's search for and acquisition of additional mineral properties include the significant expenses required to locate and establish mineral reserves; the fact that expenditures made by the Company may not result in discoveries of commercial quantities of minerals; environmental issues; land title; competition; and, the potential failure of the Company to generate adequate funding for any such acquisitions. See the ***Risks and Uncertainties*** section of this MD&A.

Liquidity and Capital Resources

As at October 31, 2013, the Company had working capital of $1,302,608 (January 31, 2013 – $1,876,170). See ***Risks and Uncertainties – Liquidity Risk***. The working capital at October 31, 2013 and at January 31, 2013 includes $233,036 due to a related party that accrues no interest and has no fixed term of repayment.

During the nine months ended October 31, 2013, the Company received $nil (2012 - $13,691) from the exercise of share purchase warrants (2012 – 93,703 warrants exercised at between $0.09 to $0.18 per share).

On June 28, 2012, the Company completed the first tranche of a non-brokered private placement through the issuance of 8,700,000 flow-through units at $0.20 per unit and 7,055,556 non flow-through units at $0.18 per unit for net proceeds of $2,968,550.

On August 24, 2012 the Company closed the second tranche of a non-brokered private placement (as referred to above) comprised of 5,000,000 flow-through units at a price of $0.20 per unit for gross and net proceeds of $1,000,000.

On December 4, 2012, the Company closed a private placement comprised of 10,000,000 flow-through units at a price of $0.20 per unit for net proceeds of $1,819,618.

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future from the end of the reporting period. The Company believes it has sufficient working capital to meet its short-term obligations over the next twelve months. In order to meet its medium to long-term working capital obligations, the Company will require and is actively seeking further financing to ensure that those obligations are properly discharged. There can be no assurance that the Company will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Company. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern. Accordingly, the Company's financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the interim financial statements.

The exploration and development of the Company's properties depends on the ability of the Company to obtain financing. If the Company's exploration programs are successful, additional funds will be required to develop the Company's properties and, if successful, to place them in commercial production. The only sources of future funds available to the Company are further offerings of either debt or equity capital of the Company, or the sale by the Company of an interest in any of its properties in whole or in part. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. If additional financing is raised by the issuance of shares from the treasury of the Company, control of the Company may change and shareholders may suffer additional dilution. If adequate financing is not available, the Company may be required to delay, reduce the scope of, or eliminate one or more exploration activities or relinquish rights to certain of its interests. Failure to obtain additional financing on a timely basis could cause the Company to forfeit its interests in some or all of its properties and reduce or terminate its operations.

Capital Management

In managing its capital, the Company's primary objective is to ensure the entity can continue as a going concern as well as to provide optimal returns to its shareholders, in the long term. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of properties for the mining of minerals that are economically recoverable. The Board of Directors does not establish quantitative returns on capital criteria for management due to the nature of the industry, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company considers its capital to be equity, which is comprised of share capital, reserves and accumulated deficit, which at October 31, 2013 totaled $17,348,544 (January 31, 2013 - $17,773,928).

The properties in which the Company currently has an interest are in the exploration stage. As such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed.

Management has chosen to mitigate the risk and uncertainty associated with raising additional capital in current economic conditions by:

1. attempting to maintain a liquidity cushion in order to address any potential disruptions or industry downturns;
2. minimizing discretionary disbursements;
3. reducing or eliminating exploration expenditures that are of limited strategic value; and
4. exploring alternative sources of liquidity.

As such, the Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the Company's relative size, is reasonable.

There were no changes in the Company's approach to capital management during the nine months ended October 31, 2013. The Company is not subject to externally imposed capital requirements.

Critical Accounting Policies and Estimates

Mineral Properties and Deferred Exploration Expenditures

The Company is in the exploration stage with respect to its investment in mineral properties and follows the practice of capitalizing all costs relating to the acquisition of, exploration for and development of mineral claims and crediting all revenues received against the cost of the related claims. Such costs include, but are not limited to geological, geophysical studies, exploratory drilling and sampling. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties, and on future production or proceeds of disposition. The Company recognizes in income costs recovered on mineral properties when amounts received or receivable are in excess of the carrying amount.

All capitalized exploration and evaluation expenditures are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that exploration expenditures are not expected to be recovered, it is charged to the results of operations. Exploration areas where reserves have been discovered, but require major capital expenditure before production can begin, are continually evaluated to ensure that commercial quantities of reserves exist or to ensure that additional exploration work is underway as planned.

Use of Estimates

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Share-based Compensation

The share option plan allows the Company's employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as a share-based payment expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. The fair value is measured at grant date and each tranche is recognized on a graded-vesting basis over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Related-party Transactions

During the nine months ended October 31, 2013, a total of $5,500 (2012 - $49,500) was paid for consulting services rendered by the former Chief Financial Officer, who resigned as of March 1, 2013.

During the nine months ended October 31, 2013, a total of 3,125,000 (2012 – 2,125,000) share options were granted to directors, officers and consultants of the Company.

During the nine months ended October 31, 2013, the Company incurred exploration costs aggregating $10,980 (2012 - $1,187,222) to Cyr Drilling International Inc., a company controlled by a director.

As at October 31, 2013, a balance due to a corporation managed by a relative of a director, related to corporate and administrative expenses acquired on behalf of the Company, totalled $233,036 (2012 – $233,036).

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Off-balance Sheet Transactions

During the nine months ended October 31, 2013, there were no off-balance sheet transactions. The Company has not entered into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk.

Dividends

The Corporation has neither declared nor paid any dividends on its Common Shares. The Corporation intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

Risks and Uncertainties

Credit Risk

The Company deposits cash with financial institutions it believes to be creditworthy. In some circumstances, cash balances at these financial institutions may exceed the federally guaranteed amount. The Company's current credit risk is primarily attributable to cash and HST recoverable. Cash is held with a reputable, Tier A Canadian chartered bank and as such, management believes the risk of loss to be minimal. HST recoverable is due from the federal government of Canada. Management believes that the credit risk with respect to financial instruments included in HST recoverable is minimal and remote.

Liquidity Risk

The Company's ability to remain liquid over the long term depends on its ability to obtain financing necessary to complete exploration and development of its mineral properties and their future profitable production or, alternatively, upon the Corporation's ability to dispose of its interest on an advantageous basis.

As mentioned previously in this MD&A, as at October 31, 2013, the Company had a working capital of $1,302,608 (January 31, 2013 – $1,876,170). The Company is also seeking additional capital to increase its liquidity over the medium to long term. All of the Company's accounts payable and accrual liabilities have contractual maturities of less than 60 days and are subject to normal trade terms. As such, the Company believes that its liquidity risk is minimal.

Market Risk

Currency Risk

The Company has no foreign currency denominated assets or liabilities. Major purchases are transacted in Canadian dollars and therefore the Company has no material foreign currency exposure at October 31, 2013.

Interest Rate Risk

The Company has cash and cash equivalents balances and no interest-bearing debt. Interest rate risk is remote.

Equity Price Risk

Market risk arises from the possibility that changes in market prices will affect the value of financial instruments of the Company. Except for marketable securities, the Company's other financial instruments (cash, HST recoverable, accounts payable and accrued liabilities and due to a related party) are not subject to price risk.

Commodity Price Risk

The Company is exposed to price risk with respect to iron and other commodity prices, such prices impacting the future economic feasibility of its exploration properties. The Company closely monitors iron and other commodity prices to determine the appropriate course of action to be taken by the Company.

Sensitivity Analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a twelve month period.

The Company's marketable securities are sensitive to a plus or minus 50% change in Canadian equity prices which would affect comprehensive income (loss) by approximately $89,900.

Fair Value

The Company has designated its cash as held-for-trading. HST recoverable is classified for accounting purposes as loans and receivables, which are measure at amortized costs which equals fair value. Marketable securities are valued at the bid price as at October 31, 2013. Accounts payable and accrued liabilities and amounts due to related parties are classified for accounting purposes as other financial liabilities, which are measured at amortized cost which also equal fair value. Fair values of accounts receivable, marketable securities, accounts payable and accrued liabilities and amounts due to a related party are determined from transaction values which were derived from observable market inputs. Fair values of these financial instruments are based on Level 2 measurements.

As at October 31, 2013, the carrying and fair value amounts of the Company’s financial instruments are approximately equivalent.

Additional Risk Factors

The operations of the Company are speculative due to the high-risk nature of its business, which is the acquisition, financing, exploration and development of mining properties. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's operations. If any of the following risks actually occur, the Company's business, financial condition and operating results could be adversely affected.

Additional Capital

The exploration activities of the Company may require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration and development of any of the Company’s properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financings will be favourable to the Company. In addition, low commodity prices may affect the Company’s ability to obtain financing.

Environmental and Permitting

All aspects of the Company’s operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations, among other things, mandate the maintenance of air and water quality standards, land reclamation, transportation, storage and disposal of hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company’s operations.

Acquisition

The Company uses its best judgment to acquire mining properties for exploration and development. In pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions and development, or integrate such opportunity and their personnel with the Company. The Company cannot assure that it can complete any acquisition that it pursues or is currently pursuing, on favourable terms, or that any acquisition completed will ultimately benefit the Company.

Competition

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than the Company. Competition in the mining business could adversely affect the Company’s ability to acquire suitable producing properties or prospectus for mineral exploration in the future.

Political Risk

All of the Company's properties are located in Canada. Accordingly, the Company is subject to risks normally associated with exploration for and development of mineral properties in Canada, which the Company believes to be low. The Company's mineral exploration activities could be affected in varying degrees by future political instability and or government regulation relating to foreign investment and the mining business. Although not expected, operations may also be affected in varying degrees by terrorism, military conflict or repression, crime, extreme fluctuations in currency rates and high inflation.

Business Risk

There are numerous business risks involved in the mineral exploration industry, some of which are outlined below. The Company may not always own 100% of the mineral concessions. Similarly, any non-compliance with or non-satisfaction of the terms of the Option by the Company could affect its ability to exercise the Option and earn its interest in the mining concessions and assets relating to properties.

Mining concessions may not include surface rights and there can be no assurance that the Company will be successful in negotiating long term surface rights access agreements in respect of the properties. Failure to obtain surface rights could have an adverse impact on the Company's future operations. The Company's current or future operations, including development activities, are subject to environmental regulations which may make operations not economically viable or prohibit them altogether.

The success of the operations and activities of the Company is dependent to a significant extent on the efforts and abilities of its management, outside contractors, experts and other advisors. Investors must be willing to rely to a significant degree on management's discretion and judgement, as well as the expertise and competence of the outside contractors, experts and other advisors. The Company does not have a formal program in place for succession of management and training of management. The loss of one or more of the key employees or contractors, if not replaced on a timely basis, could adversely affect the Company operations and financial performance.

Disclosure of Outstanding Share Information

The following table sets forth information concerning the outstanding securities of the Company as at December 20, 2013:

Common Shares of no par value	Number
Shares	163,170,290
Warrants (including finder's unit warrants)	16,079,778
Options	8,775,000

Internal Controls Over Financial Reporting

The Chief Executive Officer and Chief Financial Officer of the Company are responsible for designing internal controls over financial reporting ("ICFR") or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The control framework that has been used is the COSO framework. There were no changes in the Company's ICFR that occurred that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

Disclosure Controls and Procedures

Disclosure controls and procedures have been designed to ensure that information required to be disclosed by the Company is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosure. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Additional Information

Additional information relating to the Company is available on the Internet at the SEDAR website located at www.sedar.com or the Company's website located at www.canadianorebodies.com.