INTRODUCTORY COMMENT

This is Management's Discussion and Analysis ("MD&A") for Orestone Mining Corp. ("Orestone" or the Company") and has been prepared based on information known to management as of June 28, 2013. This MD&A is intended to help the reader understand the consolidated financial statements of Orestone.

This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three months ended April 30, 2013 and the related notes and the audited consolidated financial statements for the year ended January 31, 2013 and the related notes, all of which are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standard Board ("IASB"). The MD&A provides a review of the performance of the Company for the three months ended April 30, 2013.

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information system, procedures and internal controls. Management also ensures that the information used internally or disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable.

The Company's board of directors follows recommended corporate-governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's audit committee meets with management regularly to review the consolidated financial statements, including the MD&A, and to discuss other financial, operating and internal-control matters.

Throughout this report we refer from time to time to "Orestone", "the Company", "we", "us", "our" or "its". All these terms are used in respect of Orestone Mining Corp. which is the reporting issuer in this document. *We recommend that readers consult the "Cautionary Statement" on the last page of this report.*

All currency amounts are expressed in Canadian dollars unless otherwise noted.

Additional information relating to the Company can be found on SEDAR www.sedar.com and the Company's website www.orestone.ca.

FORWARD LOOKING STATEMENTS

Certain statements contained in the following MD&A constitute forward-looking statements. Such forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set out below.

The following forward looking statements have been made in this MD&A:

- Plans for exploration of the Company's properties, including a contemplated drilling campaign on the Captain property in July 2013;
- Speculation on future commodity prices;
- Management expectations of future activities and results.

HIGHLIGHTS

The management team at Orestone is encouraged by the recent results of Orestone's exploration efforts and the following are the highlights on those results to the date of this MD&A.

- The Company discovered a large gold/copper porphyry system in B.C., Canada during the Company's last drilling campaign completed on the 100% owned Captain Project in January of 2012.

- After a second drilling program in November 2012 on the Captain Project, the Company announced encouraging results, including the completion of a hole that intersected long intervals of copper and gold.

- The Company announced results of the ground magnetic survey at the Captain Project that confirmed the correlation of magnetic alteration and gold-copper mineralization intersected in drilling.

- The Company has 30 line kilometers of geophysics and 38 drill sites approved on the Captain Project by the BC Ministry of Energy and Mines.

OUTLOOK

The Company has planned exploration programs and continues to have field and data reviews of all its properties to assist the Company's determination of the best course of action for each of them.

DESCRIPTION OF BUSINESS AND OVERALL PERFORMANCE

Orestone Mining Corp. is a junior mineral exploration company incorporated on April 30, 2007 and subsequently listed on the TSX Venture Exchange under the trading symbol "ORS" on March 11, 2008. The Company's exploration strategy has emphasized copper-gold and gold projects in the Quesnel Terrane of British Columbia. The Quesnel Terrane, which extends from the US border to Northern B.C., hosts numerous mines and many developing bulk tonnage copper-gold prospects such as those on the Mt. Milligan and Kwanika properties in North-central B.C., as well as sediment-hosted gold mineralization on the Spanish Mountain and Frasergold properties in South-central B.C.

The Company actively evaluates potential joint ventures, mergers, and acquisitions in search of opportunities to acquire significant new mineral resources.

During the three months ended April 30, 2013, the Company continued to carefully manage its cash and corporate overhead and completed a non-brokered private placement to fund its summer drilling program in the Captain property.

RESULTS OF OPERATIONS - MINERAL PROPERTIES

To best understand Orestone's financial results, it is important to gain an appreciation for the significant events, transactions and activities which occurred on its mineral properties during and subsequent to the reporting period. These are summarized below.

Captain Property

Orestone owns 100% of the 41,659 hectare land position royalty free located within the Cariboo and Omineca Mining Divisions. The property is centered about 41 kilometers northeast of Fort St. James in the Nechako Plateau area of north-central British Columbia.

The Captain Property and surrounding lands contain many airborne magnetic-high anomalies on ground previously worked by Placer Dome, Noranda and several junior resource companies during 1989 to 1996. Numerous airborne magnetic-high targets in the Quesnel Terrane are known to be related to underlying intrusions important for their relationship with copper-gold porphyry deposits such as Thompson Creek Metals' Mt. Milligan deposit immediately north of the Captain Property. Induced polarization ("IP") surveys over the airborne magnetic highs are a key method of identifying drill targets on the largely overburden covered Captain Property. Between 2008 and 2010, the

Company undertook geochemical sampling, induced polarization and ground magnetic surveys, and limited percussion and diamond drilling. Detailed results are filed on Sedar.

In August, 2011, Orestone completed an IP/Resistivity and ground magnetics survey that consisted of a total of 30 kilometers of survey in six lines spaced 400 meters apart and was designed to expand upon previous geophysical surveys along logging roads. The objective of the survey was to better define the potential for copper-gold sulphide mineralization in the area surrounding diamond drill hole 09-05 which encountered potassic-altered volcanic and intrusive rocks. This vertical drill hole reached a depth of 137 meters with the last 3.1 meters encountering mineralized breccia grading 0.21 per cent copper and 0.35 grams per tonne (g/t) gold.

The results of the survey completed by Peter E. Walcott & Associates show three separate IP chargeability anomalies that flank magnetic high anomalies. The IP anomalies have widths of 1,000 meters or more that remain open, thus have yet to be fully outlined. The principal IP chargeability anomaly in the central portion of the survey area currently measures 1,000 meters by more than 4,000 meters and corresponds with a resistivity high. This coincident chargeability and resistivity high area is located on the western flank of a magnetic high interpreted to be a magnetite-bearing intrusive measuring 1,000 to 2,000 meters wide and in excess of five kilometers in strike length. This geophysical signature covering the central IP/resistivity high target on the Captain project is similar in nature to the geophysical signature of the MBX copper-gold deposit at Mt. Milligan. The geophysical report by Peter E. Walcott & Associates also recommends additional work to define anomalies that are located to the east and west of the current grid area.

In the area of the geophysical anomalies the Company has a total of 38 drill hole sites permitted. In December of 2011, the Company initiated a diamond drilling program that was completed in January 2012. The drill program consisted of 4 holes totaling 1,275 meters with the objectives to test the previously described anomalies. Overburden depth from all the drill holes was relatively uniform, averaging 45 meters, which is consistent with overburden depth from the previous drill hole 09-05 The best results from the drilling are found in drill hole C11-01 that consisted of 0.23 g/t gold and 0.03% copper over 87 meters that included 0.298 g/t gold and 0.09% copper over 43 meters.

The drill program was successful in confirming the presence of copper and gold mineralization within a sequence of altered rocks consistent with that found in economic copper-gold porphyry systems. To confirm the presence of favorable alteration, a suite of samples from three holes were sent out for petrographic analysis. The results of this study support the Company`s interpretation that the alteration pattern from the drilling is indicating potential for economic mineralization and that more drilling is warranted.

In the fourth quarter of 2012, the Company completed 912.8 metres of diamond drilling in three holes in the East Mag or Admiral Target Area.

Vertical Hole C12-05 located 100 meters west of C11-01 was drilled to depth of 550.17 metres. The hole intersected bedrock at 63.7m; from 63.7m-150m sericite-carbonate altered volcanic rocks with 1-5% pyrite and minor chalcopyrite (copper mineral) were intersected; from 150m-550m moderate to strong potassic feldspar-biotite and sericite-carbonate altered volcanics and monzonite porphyry dykes with finely disseminated magnetite-pyrite-chalcopyrite and blebby chalcopyrite and finely disseminated chalcopyrite in potassic feldspar altered veins and flooded zones. Magnetite is disseminated throughout and is associated with zones of pervasive, felted secondary biotite. The above described four hundred meter mineralized intercept of finely disseminated and locally coarse blebby chalcopyrite increases in intensity down hole and remains open at depth.

Hole C12-05 returned two significant intervals of strong gold mineralization; the upper zone grading 0.65 g/t gold and 0.06% copper (on an uncut basis) over 118.8 meters and the lower zone grading 0.41 g/t gold and 0.07% copper (on an uncut basis) over 164.6 meters. The mineralization in hole C12-05 remains open to depth and analytical results are tabled below.

Hole C12-05	From/To (meters)	Length (meters)	Copper (percent)	Gold grams/tonne
Upper zone	88.1-206.9	118.8	0.06	0.65
Incl.	152.1-161.2	9.1	0.27	6.46
Lower zone	377.6-542.2	164.6	0.07	0.41
Incl.	499.5-505.6	6.1	0.51	4.45
Upper zone*	88.1-206.9	118.8	0.06	0.30
Lower zone*	377.6-542.2	164.6	0.07	0.32

*High Gold Values Cut to 1.6 g/t

In January of 2013, the Company conducted a detailed 130 kilometer ground magnetic survey that was completed in February 2013. The magnetic survey was designed to define the magnetic anomaly within the area of the recent drill discovery of significant gold/copper mineralization.

This magnetic survey was successful in in identifying new magnetic anomalies. Drilling conducted in late 2012 intercepted disseminated gold-copper mineralization associated with magnetic monzonite dyke swarms and strong potassic alteration conforming to the classic alkalic porphyry model. The data generated from the magnetic survey has defined the size and shape of the magnetic targets which are also related to moderate IP chargeability highs in excess of 10mV/V (millivolts/volts). Combined, this data has defined compelling drill targets which will allow future drilling efforts to focus on the magnetite/gold association.

The survey on the West Mag target area outlined three large magnetic highs over a northwesterly trending area measuring 2500m x 5000m, the largest and most significant, T9 measures 1000m x 4000m with a northwesterly strike length. These large targets lie four kilometeres to the west of the Admiral target. To date no drilling has been conducted in this area and it is believed they represent magnetite-potassic alteration and magnetic monzonite intrusives.

The Company is currently preparing budgets and exploration plans for a 2013 exploration program. It is contemplated that a drilling campaign could commence in July of 2013.

Todd Property

The Todd Property is located in the Skeena Mining Division of North-west British Columbia, approximately 35 km North-east of the town of Stewart. The property is within the Jurassic Hazelton Group volcano-sedimentary rock package. This geological environment hosts several large and significant mineral deposits including the Granduc Mine (historic resource and production of: 39MM Tonnes at 1.73% Cu with minor silver, gold, and zinc), Eskay Creek Mine (historic production of: 2.2MM Tonnes at 46 g/T Au and 2200 g/T Ag), and the Kerr-Sulphurets-Mitchell deposit (indicated and inferred resources of: 1,750 MM Tonnes at 0.60 g/T Au, 0.21% Cu). The Company believes that the Todd Property has the potential to host significant mineral deposits of a type consistent with the other known deposits in the district. These include Besshi and Kuroko type massive sulfide copper-zinc, epithermal gold-silver, and porphyry copper-gold deposits.

On April 30, 2010, Orestone signed the Todd Creek Joint Venture Agreement with Goldeye and Polar and became the Manager of the Joint Venture, in which it holds a 51% interest, acquired through the purchase of Intuitive Exploration Inc. ("Intuitive"). The Company completed the acquisition with Intuitive on June 3, 2010 by way of a share exchange. As of June 3, 2010 Intuitive was the Company's wholly-owned subsidiary and the Company is the parent of Intuitive. The principle asset of Intuitive is the 51% ownership in the Todd Creek Venture. Under the Todd Creek option agreement, the Company earned its 51% interest in the Todd Property by making payments on the property aggregating $180,000, issuing 170,000 shares and by incurring expenses related to the Todd Creek Property aggregating $2,500,000. Geofine has a net smelter return royalty in the amount of 2.5%. The Todd Creek Joint Venture pays a $25,000 advance on the above royalty to Geofine every November.

Pursuant to an option agreement dated August 19, 2008 between Intuitive and Mr. Kelly Funk, the Todd Creek Joint Venture also held an option to acquire 100% of the Kelly Funk Property, which is adjacent to and east of the Todd Property. Under the option agreement, the Todd Creek Joint Venture could earn 100% of the property by making payments of $450,000 and issuing 350,000 shares. Intuitive paid $65,000 and issued 65,000 common shares. On October 22, 2010, Orestone on behalf of the Joint Venture issued 50,000 shares in the capital of the Company to Mr. Funk (49% was reimbursed to the Company by the Joint Venture Partners) and the Joint Venture made the required 2010 payment of $75,000. If Intuitive acquires the property, Intuitive has agreed to pay a net smelter return royalty of 2.0%. The royalty may be purchased at any time during the four year period following the grant of the royalty in 0.5% increments at $750,000 per increment. On September 26, the Company, after review of its holdings and with the consent of its Joint Venture Partners, dropped its option on the property and has no further obligations under the option agreement.

Dr. Mark Fedikow of Mount Morgan Resources Ltd. completed a NI 43-101 technical report on the Todd Property and the Todd Creek Report has been filed on SEDAR at www.sedar.com. The author of the Todd Creek Report, Dr. Fedikow, is an independent Qualified Person under NI 43-101.

LaForce Property

The 100% owned LaForce Project consists of 47 square kilometers located just east of Aurico Gold's Kermers copper-gold mine in northern British Columbia.

The LaForce project falls within the Quesnel Terrane and straddles the contact between an Early Jurassic batholith of monzonitic to quartz dioritic composition in the west and Upper Triassic Takla Group basic to intermediate flows, breccias and tuffs and minor sedimentary rocks in the east. Previous surface work by Orestone has defined a zone of gold mineralization that has a strike length of more than 2 kilometers with widths up to 50 meters that roughly parallels this contact. Mineralization discovered to date is typically found within moderately to locally well-developed quartz stockwork/vein zones hosted by strongly pyritized and silica-sericite altered clastic sediments. These zones of quartz veins up to 20 cm wide carry variable amounts of pyrite, listwanite and minor chalcopyrite and lesser galena and may in part be stratabound.

Highlights of previous surface sample programs include 17.7 g/t gold over a 5 meter width and 10.6 g/t gold over a 2 meter width. These two samples were collected 700 meters apart along strike of the interpreted mineralized zone and are located at the hanging wall contact of the structure. Additional rock and soil sampling show the potential for the zone over a strike length of 2 kilometers.

In September 2011 the Company completed additional surface exploration that consisted of channel sampling across the area where outcrop sampling had returned a gold value of 17.7 g/t over 5.0 meters, and additional channel sampling along the 900 meter strike length of the interpreted structural zone that hosts gold mineralization. Sampling did show results anomalous in gold but did not confirm the grades that resulted from previous sampling.

The program was cut short due to bad weather that limited accessibility.

On February 1, 2012 a number of claims that were part of the La Force property were allowed to expire. The three remaining claims that comprise the La Force property now total 1,057 hectares.

On February 1, 2013 all remaining claims expired.

QUALIFIED PERSON

The technical information reported in this MD&A has been reviewed and approved by Mr. Ross Zawada P. Geo., the Company's Exploration Manager. Mr. Zawada is a Professional Geoscientist and member of the Professional Engineers and Geoscientist Association of British Columbia (APGEBC) and a qualified person as defined by NI 43-101.

IMPAIRMENT OF LONG-LIVED ASSETS

The Company completed an impairment analysis as at April 30, 2013, which considered the indicators of impairment in accordance with IFRS 6, "Exploration for and Evaluation of Mineral Resources," and IAS 36, "Impairment of Assets". Management concluded that no impairment charge was required because:

- there have been no significant changes in the legal factors or climate that affects the value of the properties;
- all property rights remain in good standing;
- there have been no significant changes in the projections for the properties;
- exploration results continue to be positive;
- the Company intends to continue its exploration and development plans on its properties.

RISKS AND UNCERTAINTIES

Below are some of the risks and uncertainties that the Company faces.

Industry
The Company is engaged in the exploration of mineral properties, an inherently risky business. There is no assurance that a mineral deposit will ever be discovered and economically produced. Most exploration projects do not result in the discovery of commercially mineable ore deposits. If market conditions make financings difficult, it may be difficult for the Company to find joint venture partners. The Company may be unsuccessful in identifying and acquiring projects of merit.

Mineral resource estimates
The estimation of reserves and mineralization is a subjective process and the accuracy of any such estimates is a function of the quality of available data and of engineering and geological interpretation and judgment. No assurances can be given that the volume and grade of reserves recovered and rates of production will not be less than anticipated.

Gold and metal prices
The price of gold is affected by numerous factors including central bank sales, producer hedging activities, the relative exchange rate of the U.S. dollar with other major currencies, supply and demand, political, economic conditions and production levels. In addition, the price of gold has been volatile over short periods of time due to speculative activities. The prices of other metals and mineral products that the Company may explore have the same or similar price risk factors.

Cash flows and additional funding requirements
The Company currently has no revenue from operations. If any of its exploration programs are successful and optionees of properties complete their earn-in, the Company would have to provide its share of ongoing exploration and development costs in order to maintain its interest or be reduced in interest or to a royalty interest. Additional capital would be required to put a property into commercial production. The sources of funds currently available to the Company are equity capital or the offering of an interest in its projects to another party. Current economic conditions have limited the Company's ability to access financing through equity markets and this has created significant uncertainty as to the Company's ability to fund ongoing operations for the next operating period.

Environmental
The Company's exploration and development activities are subject to extensive laws and regulations governing environment protection. The Company is also subject to various reclamation-related conditions. Although the Company closely follows and believes it is operating in compliance with all applicable environmental regulations, there can be no assurance that all future requirements will be obtainable on reasonable terms. Failure to comply may result in enforcement actions causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures. Intense lobbying over environmental concerns by NGOs has caused some governments to cancel or restrict development of mining projects. Current publicized concern over climate change may lead to

carbon taxes, requirements for carbon offset purchases or new regulation. The costs or likelihood of such potential issues to the Company cannot be estimated at this time.

Laws and regulations
The Company's exploration activities are subject to extensive federal, provincial, state and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters in all the jurisdictions in which it operates. These laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. The Company applies the expertise of its management, advisors, employees and contractors to ensure compliance with current laws.

Title to mineral properties
While the Company has investigated title to its mineral properties, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. Unresolved native land claim issues in Canada may affect its properties in this jurisdiction in the future.

Possible dilution to present and prospective shareholders
The Company's plan of operation, in part, contemplates the financing of its business by the issuance of securities and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued shares of common stock, or securities convertible into common stock, would result in dilution, possibly substantial, to present and prospective holders of common stock. The Company may seek joint venture partners to fund in whole or in part exploration projects. This dilutes the Company's interest in properties. This dilution is undertaken to spread or minimize the risk and to expose the Company to more exploration plays. However, it means that any increased market capitalization or profit that might result from a possible discovery would be shared with the joint venture partner. There is no guarantee that the Company can find a joint venture partner for any property.

Material risk of dilution presented by large number of outstanding share purchase options and warrants
At April 30, 2013, there were 2,767,500 stock options outstanding. Directors and officers hold 2,268,250 of the options and 499,250 are held by employees and consultants of the Company. At April 30, 2013, there were 10,812,500 outstanding warrants with expiry dates from July 11, 2013 to October 23, 2013; and 1,041,250 outstanding finder's warrants exercisable until October 23, 2013.

Trading volume
The relatively low trading volume of the Company's shares reduces the liquidity of an investment in its shares.

Volatility of share price
Market prices for shares of early stage companies are often volatile. Factors such as announcements of mineral discoveries or discouraging exploration results, changes in financial results, and other factors could have a significant effect on share price.

Competition
There is competition from other mining exploration companies with operations similar to the Company's. Many of the companies with which it competes have operations and financial strength greater than the Company's.

Dependence on management
The Company depends heavily on the business and technical expertise of its management.

Conflict of interest
Some of the Company's directors and officers are directors and officers of other natural resource or mining-related companies. These associations may give rise from time to time to conflicts of interest. As a result of such conflict, the Company may miss the opportunity to participate in certain transactions.

SUMMARY OF SELECTED ANNUAL FINANCIAL INFORMATION

	Year ended January 31, 2013	Year ended January 31, 2012	Year ended January 31, 2011
	Under IFRS $	Under IFRS $	Under IFRS $
Net sales/ total revenues	-	-	-
Income (loss) before discontinued operations and extraordinary items	(639,240)	(913,700)	(461,765)
Per share basis	(0.03)	(0.02)	(0.01)
Diluted per share basis	(0.03)	(0.02)	(0.01)
Net income or loss, total	(639,240)	(913,700)	(461,765)
Per share basis	(0.03)	(0.02)	(0.01)
Diluted per share basis	(0.03)	(0.02)	(0.01)
Total assets	4,942,130	3,689,866	3,048,235
Total long-term financial liabilities	-	-	-
Cash dividends declared per share	-	-	-

SUMMARY OF QUARTERLY FINANCIAL INFORMATION

Fiscal quarter ended	Revenues* $	Net income (loss)** $	Loss per share from continuing operations $	Net comprehensive income (loss) $	Net income (loss) per share $
30-Apr-13	Nil	(222,985)	(0.01)	(220,769)	(0.01)
31-Jan-13	Nil	(326,356)	(0.01)	(233,537)	(0.01)
31-Oct-12	Nil	(109,631)	(0.00)	(112,015)	(0.00)
31-Jul-12	Nil	(114,919)	(0.00)	(114,919)	(0.00)
30-Apr-12	Nil	(178,769)	(0.00)	(178,769)	(0.00)
31-Jan-12	Nil	(352,901)	(0.00)	(352,901)	(0.00)
31-Oct-11	Nil	(280,701)	(0.00)	(280,701)	(0.00)
31-Jul-11	Nil	(245,547)	(0.01)	(245,547)	(0.01)

* Revenues exclude interest income.
** Net income (loss) before income taxes.

<u>Results of operation for the three months ended April 30, 2013 compared to the three months ended April 30, 2012:</u>

For the quarter ended April 30, 2013 the Company recorded a net comprehensive loss of $220,769 (loss per share - $0.01) compared to $178,769 (loss per share - $0.01) in the first quarter of fiscal 2012.

During the three months ended April 30, 2013, the Company incurred $222,985 (2012 - $178,769) in general and administrative expenses, of which $79,107 (2012 - $60,800) relates to non-cash share-based payments expense for options vested during the period and non-cash depreciation of $12 (2012 - $170). Excluding the non-cash items, the Company's general and administrative expenses amounted to $143,866 compared to 2012's $117,799, an increase of $26,067. The increase was primarily due to an increase in project investigation expenses of $19,646 due to travel expenses to property sites with good potential, an increase of $7,000 in consulting fees and an increase in miscellaneous office expenses of $5,900 due to the increase administrative expenses following the company changing its physical location, as well as an increase of rent due to an increase of office space leased. Other administrative expenditures varied over the periods but the overall effect of these variances was not material.

During the three months ended April 30, 2013, the Company had interest income of $2,216 compared to 2012's $Nil, an increase of $2,216. The increase was due to interest earned on cash invested in Guaranteed Investment Certificates (GIC's).

LIQUIDITY AND CAPITAL RESOURCES

At April 30, 2013, the Company had current assets of $940,490 and current liabilities of $73,201 (January 31, 2013 - $1,393,913 and $329,248 respectively). Working capital was $867,289 (January 31, 2013 – working capital of $1,064,665). Cash totaled $688,178 as at April 30, 2013, a decrease of $349,635 from $1,037,813 as at January 31, 2013. The decrease was a result of (a) $277,826 (2012 - $6,466) spent in settling of accounts payable and operating activities and b) $71,809 (2012 - $133,382) spent on the Company's mineral properties and property, plant and equipment.

The Company has obligations pursuant to option agreements it has entered into. The Company has no contractual commitments to satisfy these obligations, however it would forfeit any interest it may have earned to that date should it decide not to satisfy these obligations. Detailed terms of those agreements and the obligations are included in the financial statements.

Subsequent to quarter end, on June 20, 2013, the Company completed a non-brokered private placement for gross proceeds of $151,250 by issuing 1,779,410 units at $0.085 per unit (the "Unit"). Each unit comprised of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of $0.14 until June 20, 2014. The Company paid finder's fees of $1,488 in cash. All securities issued are subject to a four-month hold period expiring October 20, 2013.

Management estimates that the current cash position and future cash flows from warrants and options will be sufficient for the Company to carry out its anticipated exploration and operating plans through the end of its fiscal 2014.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that would potentially affect its operations or financial condition of the Company.

OUTSTANDING SHARE DATA

Common Shares
The authorized share capital of the Company consists of an unlimited number of common shares without par value.

	Number of common shares issued and outstanding	Share Capital Amount
January 31, 2013	35,792,823	6,006,679
April 30, 2013	35,792,823	6,006,679

Stock options
The Company has adopted an incentive share option plan for its directors, officers, employees and consultants under which the Company may gran options to acquire a maximum number of common shares equal to 10% of the total issued and outstanding common shares of the Company.

During the three months ended April 30, 2013, 320,000 options at exercise prices ranging from $0.15 to $0.80 expired unexercised. As at April 30, 2013, the Company had a total of 2,767,500 options outstanding with exercise prices ranging from $0.15 to $0.60, expiring between September 8, 2013 and October 26, 2017. If all the remaining outstanding options were exercised, the Company's available cash would increase by $561,500.

Subsequent to quarter end, on June 28, 2013, the Company granted directors, officers, employees and consultants of the Company incentive stock options to purchase an aggregate of 625,000 common shares. The options are exercisable until June 28, 2018 at an exercise price of $0.10 per share.

As at April 30, 2013 a total of 2,767,500 stock options were outstanding as follows:

Number of shares	Exercise price ($)	Expiry date
43,750	0.42	September 8, 2013
50,000	0.60	January 12, 2015
368,750	0.42	September 8, 2016
50,000	0.40	September 29, 2016
2,255,000	0.15	October 26, 2017
2,767,500		

Warrants
As at April 30, 2013, a total of 10,812,500 share purchase warrants and 1,041,250 finder's purchase warrants were outstanding as follows:

Warrants

Number of Warrants	Exercise Price ($)	Expiry Date
1,225,000	0.40	July 11, 2013
7,937,500	0.15	October 23, 2013
1,650,000	0.17	October 23, 2013
10,812,500		

Finder's Warrants

Number of Warrants	Exercise Price ($)	Expiry Date
89,250	0.15	October 23, 2012
21,000	0.17	October 23, 2012
798,000	0.10	October 23, 2012
133,000	0.125	October 23, 2012
1,041,250		

If all the remaining outstanding warrants were exercised, the Company available cash would increase by $2,074,508.

At the date of this MD&A, there were 37,572,233 common shares issued and outstanding and 53,708,188 common shares outstanding on a diluted basis.

RELATED PARTY TRANSACTIONS

a) Key management personnel compensation

The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows:

	April 30, 2013	April 30, 2012
	$	$
Short-term employee benefits	44,400	39,000
Share-based payments	-	-
	44,400	39,000

b) Other related party transactions

Amounts due to:	Service	April 30, 2013 Total charges	April 30, 2013 Balance outstanding	April 30, 2012 Total charges	April 30, 2012 Balance outstanding
		$	$		$
A private company controlled by a director of the Company	Management fees	-	-	-	45,875
A public company with a director in common with the Company	Rent	4,701	-	8,833	-
Officers and directors	Consulting fees and geological consulting fees	14,000	5,000	-	-
		18,701	5,000	8,833	45,875

Amounts due from:	Service	April 30, 2013 Total charged	April 30, 2013 Balance outstanding	April 30, 2012 Total charges	April 30, 2012 Balance outstanding
		$	$		$
A public company with a director in common with the Company	Rent	14,454	-	-	-
A private company controlled by a director of the Company	Rent	2,253	2,253	-	-
A public company with a director in common with the Company	Rent	2,253	6,253	-	-
Officers and directors	Expense reimbursements	-	13,850	-	-
		18,960	22,356	-	-

As at April 30, 2013, included in receivables is $22,356 (January 31, 2013 - $21,500) owing from a director of the Company, a private company controlled by a director of the Company and a public company with a director in common with the Company.

Amounts owing to/from related parties are non-interest bearing, unsecured, and have no fixed terms of repayment.

PROPOSED TRANSACTIONS

The Company does not currently have any proposed transactions approved by the board of directors. All current transactions are fully disclosed in the financial statements for the three months ended April 30, 2013.

OTHER ITEMS NOT RELATED TO ONGOING BUSINESS ACTIVITIES

Changes in the direction of business
Since incorporation on April 30, 2007, the Company is and continues to be primarily in the exploration stage with respect to its mineral properties.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, receivables, mineral tax credit recoverable, loans payable, accounts payable and due to related parties. The carrying value of these financial instruments approximates their fair value and are measured based on Level 1 of the fair value hierarchy. The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk and interest risk.

Management of Financial Risk
The Company's financial instruments are exposed to certain financial risks, which include credit risk, interest rate risk, liquidity risk, and market risk.

Credit Risk
Credit risk is the risk that one party to a financial instrument will fail to fulfill an obligation causing the other party to incur a financial loss. The Company is exposed to credit risks arising from its cash holdings and receivables. The Company manages credit risk by placing cash with major Canadian financial institutions. Receivables are due from the Government of Canada and for reimbursements. Management believes that credit risk related to these amounts is low. As at April 30, 2013, the Company's maximum exposure to credit risk is the carrying value of its cash equivalents and accounts receivable.

Interest Rate Risk
Interest rate risk is the risk that an investment's value will change due to a change in the level of interest rates. The Company's exposure to interest rate risk relates to its ability to maintain the current rate of interest on its short-term investment.

Liquidity Risk
Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company reviews additional sources of capital to continue its operations and discharge its commitments as they become due.

Market Risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk. The Company is not subject to currency risk as the functional currency is the Canadian dollar. The Company does not use any form of derivative or hedging instruments to reduce its foreign currency risk. The Company is not affected by price risk.

Management of Industry Risk
The Company is engaged primarily in the mineral exploration field and manages related industry risk issues directly. The Company is potentially at risk for environmental reclamation and fluctuations in commodity based market prices associated with resource property interests. Management is of the opinion that the Company addresses environmental risk and compliance in accordance with industry standards and specific project environmental requirements.

Commodity Price Risk
The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of gold and other precious metals.

Management of Capital
The Company manages its common shares, stock options and warrants as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration of its mineral properties to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares and, acquire or dispose of assets.

ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the condensed consolidated interim financial statements requires management to make estimates and judgments and form assumptions that affect the reported amounts and other disclosures in these financial statements. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities within the next financial year. Critical estimates used in the preparation of these financial statements include, among others, the recoverability of accounts receivable and deferred income tax assets, impairment of assets, measurement of share-based payments and valuation of reclamation obligations.

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. Critical accounting judgments include the expected economic lives of and the estimated future operating results and net cash flows from exploration properties and equipment.

ADOPTION OF NEW AND REVISED STANDARDS AND INTERPRETATIONS

Certain pronouncements were issued by the IASB for the IFRS Interpretations Committee that are mandatory for accounting periods beginning after January 1, 2012 or later periods.

The following new standards, amendments and interpretations that have not been early adopted in these financial statements, are not expected to have a material effect on the Company's future results and financial position:

a) IFRS 9 Financial Instruments (New; to replace IAS 39 and IFRIC 9);
b) IFRS 10 Consolidated Financial Statements (New; to replace consolidation requirements in IAS 27 (as amended in 2008) and SIC-12);
c) IFRS 11 Joint Arrangements (New; to replace IAS 31 and SIC-13);

d) IFRS 12 Disclosure of Interests in Other Entities (New; to replace disclosure requirements in IAS 27 (as amended in 2008), IAS 28 (as revised in 2003) and IAS 31);
e) IFRS 13 Fair Value Measurement (New; to replace fair value measurement guidance in other IFRSs);

f) IAS 19 Employee Benefits (Amended in 2011);
g) IAS 27 Separate Financial Statements (Amended in 2011);
h) IAS 28 Investments in Associates and Joint Ventures (Amended in 2011); and
i) IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine (New).

The Company anticipates that the application of the above new and revised standards, amendments and interpretations will have no material impact in its results and financial position.

OTHER MD&A DISCLOSURE REQUIREMENTS

Information available on SEDAR:
As specified by National Instrument 51-102, Orestone advises readers of this MD&A that important additional information about the Company is available on the SEDAR website (www.sedar.com).

Disclosure by venture issuer without significant revenue
An analysis of the material components of the Company's general and administrative expenses is disclosed in the financial statements to which this MD&A relates. An analysis of the material components of the mineral property and deferred exploration costs of the Company's mineral properties for its first two completed financial years is disclosed in Note 5 to the financial statements to which this MD&A relates.

Going concern issue
The Company is in the exploration stage and has no revenue or income from operations. The Company has limited capital resources and has to rely upon the sale of equity and/or debt securities for cash required for exploration and development purposes, for acquisitions and to fund the administration of the Company. Since the Company does not expect to generate any revenues from operations in the near future, it must continue to rely upon the sales of its equity or debt securities or joint venture agreements to raise capital. It follows that there can be no assurance that financing, whether debt or equity, will be available to the Company in the amount required by the Company at any particular time or for any period and that such financing can be obtained on terms satisfactory to the Company.

The Company's financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to obtain the necessary financing to meet its ongoing commitments and further its mineral exploration programs.

The Company may encounter difficulty sourcing future financing in light of the recent economic downturn. The current financial equity market conditions and the inhospitable funding environment make it difficult to raise capital through the private placements of shares. The junior resource industry has been severely affected by the world economic situation as it is considered speculative and high-risk in nature, making it even more difficult to fund. While the Company is using its best efforts to achieve its business plans by examining various financing alternatives, there is no assurance that the Company will be successful with any financing ventures.

Evaluation of Disclosure Controls and Procedures
Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Company's Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. Management of the Company, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures as at April 30, 2013, as required by Canadian securities law. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that, as of April 30, 2013, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual filings and interim filings (as such terms are defined under National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings) and other reports filed or submitted under Canadian securities laws were recorded, processed, summarized and reported within the time period specified by those laws and that material information was accumulated and communicated to management of

the Company, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow for accurate disclosure to be made on a timely basis.

Changes in Internal Control over Financial Reporting

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Chief Executive Officer and Chief Financial Officer have concluded that there has been no change in the Company's internal control over financial reporting during the period ended April 30, 2013 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. As of April 30, 2013, the Company's internal control over financial reporting was effective.

Cautionary Statement

This document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration results and plans, and the Company's other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, with limitation, (i) estimates of exploration investment and scope of exploration programs, and (ii) estimates of stock-based compensation expense. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational, political and environmental risks.

Dated: June 28, 2013