OREFINDERS
RESOURCES INC.

Unaudited Condensed Interim Financial Statements

For the Three Month Period Ended January 31, 2016 and 2015
(*Expressed in Canadian Dollars unless otherwise indicated)*

(Unaudited – Prepared by management)

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Notice to Reader – From Orefinders Resources Inc.

Under National Instrument 51-102 "Continuous Disclosure Requirements", Part 4, Subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements; they must be accompanied by a notice indicating that the financials have not been reviewed by an auditor.

The accompanying unaudited Condensed Interim Financial Statements of the Company have been prepared by and are the responsibility of the Company's management and include the selection of appropriate accounting principles, judgements and estimates necessary to prepare these condensed interim financial statements in accordance with International Financial Reporting Standards for interim condensed financial statements.

The Company's independent auditor has not performed a review of these condensed interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying financial statements for Orefinders Resources Inc. were prepared by management in accordance with International Financial Reporting Standards (IFRS). Management acknowledges responsibility for the preparation and presentation of the financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances. The significant accounting policies of the Company are summarized in Note 3 to the financial statements.

Management has established processes, which are in place to provide them with sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the financial statements.

The Board of Directors is responsible for reviewing and approving the financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management as well as with the independent auditors to review the financial reporting process and the financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

(signed)
Stephen Stewart
Chief Executive Officer

(*signed)*
Kirk Boyd
Chief Financial Officer

OREFINDERS RESOURCES INC.
Condensed Interim Statements of Financial Position
(Unaudited - Prepared by Management)
(Expressed in Canadian Dollars)

As at,		January 31 2016		October 31 2015	
		(unaudited)		(audited)	
ASSETS					
Current Assets					
Cash and cash equivalents (note 11)	$	75,413	$	198,593	
Amounts receivable		29,762		52,381	
Prepaid expenses and deposits		5,049		5,613	
		110,224		256,587	
Non-Current Assets					
Equipment and software (note 4)		7,021		9,296	
Exploration and evaluation assets (note 5)		8,160,725		8,092,380	
Total Assets	$	8,277,970	$	8,358,263	
LIABILITIES					
Current Liabilities					
Amounts payable and other liabilities (note 7)		29,734		38,963	
SHAREHOLDERS' EQUITY					
Capital stock (note 9)		13,176,999		13,171,999	
Share-based payments (note 9)		2,309,751		2,260,458	
Accumulated deficit		(7,238,514)		(7,113,157)	
Total Equity		8,248,236		8,319,300	
Total Liabilities and Shareholders' Equity	$	8,277,970	$	8,358,263	#

Nature of operations and going concern (note 1)

The accompanying notes are an integral part of these condensed interim financial statements.

OREFINDERS RESOURCES INC.
Condensed Interim Statements of Changes in Equity
For The Periods Ended Janurary 2016 and 2015
(Expressed in Canadian Dollars)
(Unaudited - Prepared by Management)

	Capital Stock		Share Based		
	No. Shares	Amount	Payments	Deficit	Total
Balance October 31, 2014	**48,001,143**	**$ 13,027,749**	**$ 2,201,497**	**$ (6,822,964)**	**$ 8,406,282**
Flow-through financing	3,000,000	$ 300,000			$ 300,000
Less: cash share issuance costs		(7,250)			(7,250)
Shares issued for exploration and evaluation assets					-
Premium on flow-through financing		(75,000)			(75,000)
Share-based payments expense on vested stock options			15,758		15,758
Net loss and Comprehensive loss for period				(102,787)	(102,787)
Balance January 31, 2015	**51,001,143**	**$ 13,245,499**	**$ 2,217,255**	**$ (6,925,751)**	**$ 8,537,003**
Balance October 31, 2015	**51,051,143**	**$ 13,171,999**	**$ 2,260,458**	**$ (7,113,157)**	**$ 8,319,300**
Shares issued for exploration and evaluation assets	**50,000**	**5,000**			5,000
Share-based payments expense on vested stock options			**49,293**		49,293
Net loss and Comprehensive loss for period				(125,357)	(125,357)
Balance January 31, 2016	**51,101,143**	**$ 13,176,999**	**$ 2,309,751**	**$ (7,238,514)**	**$ 8,248,236**

The accompanying notes are an integral part of these condensed interim financial statements.

OREFINDERS RESOURCES INC.

Condensed Interim Statements of Operations and Comprehensive Loss

For The Three Month Period Ended January 31, 2016 and 2015

(Expressed in Canadian Dollars)

(Unaudited - Prepared by Management)

	3 months ended	
	Janurary 31 2016	Janurary 31 2015
Expenses		
Amortization	**2,275**	4,599
Consulting and management fees	**34,920**	45,238
Office, rent and general	**19,118**	14,228
Professional fees	**8,614**	7,155
Share-based payments	**49,293**	15,758
Transfer agent,filing fees and shareholder communications	**3,377**	27,631
Travel and related costs	**7,760**	187
Loss before income taxes	**125,357**	114,796
Other Items		
Interest income	**-**	1,188
Deferred income tax expense		10,821
Net loss and Comprehensive loss for the period	**$ 125,357**	$ 102,787
Comprehensive loss per weighted average number of common shares - basic and diluted	**$ 0.002**	$ 0.004
Weighted average number of common shares - basic and diluted	**51,051,143**	49,253,890

The accompanying notes are an integral part of these condensed financial statements.

OREFINDERS RESOURCES INC.
Condensed Interim Statements of Cash Flows
For the Three Month Period Ended January 31, 2016 and 2015
(Expressed in Canadian Dollars)

(Unaudited - Prepared by Management)

		January 31 2016		January 31 2015
Operations				
Net Loss and Comprehensive loss	**$**	**(125,357)**	$	(102,787)
Adjustments for non-cash items:				
Share-based payments expense		**49,293**		15,758
Depreciation		**2,275**		4,599
Accrued interest		**-**		(1,062)
Deferred income tax recovery		**-**		(10,821)
Net change in non-cash operating working capital items:				
Amounts payable and other liabilities		**(9,229)**		2,260
Amounts receivable		**22,619**		23,588
Prepaid expenses and deposits		**564**		-
Cash Flow From Operating Activities		**(59,835)**		(68,465)
Investing				
Short term investments		**-**		50,000
Expenditures on exploration and evaluation assets		**(63,345)**		(138,714)
Cash Flow Used in Investing Activities		**(63,345)**		(88,714)
Financing				
Issuance of common shares, net		**-**		292,750
Cash Flow from Financing Activities		**-**		292,750
Decrease in Cash and Cash Equivalents for the Period		**(123,180)**		135,571
Cash and Cash Equivalents at Beginning of Year		**198,593**		93,898
Cash and Cash Equivalents at End of Period	**$**	**75,413**	$	229,469

The accompanying notes are an integral part of these condensed financial statements.

1. NATURE OF OPERATIONS

Orefinders Resources Inc. ("Orefinders" or the "Company") was incorporated under the Business Corporations Act (British Columbia) on July 26, 2011 and its principal activity is the exploration and development of exploration and evaluation assets in Canada. On December 17, 2012, the Company completed an Initial Public Offering ("Offering") and its shares were listed for trading on the TSX Venture Exchange ("TSX-V").

The head and principal office of the Company is located at 2500-120 Adelaide St. West, Toronto, Ontario, Canada, M5H 1T1. The Company has no subsidiaries.

2. GOING CONCERN

The Company is in the process of exploring its mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable. The recoverability of the amounts shown as exploration and evaluation assets is dependent upon future profitable production or proceeds from the disposition of properties.

The business of mining and exploration involves a high degree of risk and there can be no assurance that the Company's exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the discovery of economically recoverable reserves and resources, securing and maintaining title and beneficial interest in its properties, making the required payments pursuant to mineral property option agreements and/or securing additional financing; all of which are uncertain.

The Company has raised funds throughout the current fiscal year and has utilized these funds for its exploration programs and working capital requirements. The ability of Orefinders 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. There can be no assurance that Orefinders will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from the treasury of the Company, control of Orefinders may change and existing shareholders may have their interest diluted. If adequate financing is not available, the Company may be required to relinquish rights to certain of its interests or terminate its operations.

As at January31, 2016, the Company had yet to generate operating revenues, had positive working capital of $80,490 (2015 - $784,315) and an accumulated deficit of $7,238,514 (2015 - $6,925,751). Orefinders has no proven history of performance, earnings or success. These conditions raise material uncertainties which cast significant doubt as to whether the Company will be able to continue as a going concern over the next 12 months should it not be able to obtain the necessary financing to fund exploration programs and working capital requirements.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Accordingly, it does not give effect to adjustments, if any that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than in the normal course of business and at amounts that may differ from those shown in these financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

The financial statements were authorized for issue on March 30, 2016 by the directors of the Company.

Statement of compliance
The Company applies International Financial Reporting Standards("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"),. These unaudited condensed interim financial statements have been prepared in accordance

with and fully comply with International Accounting Standard 34 ("IAS 34"), Interim Financial Reporting. Accordingly, certain information and disclosures included in annual financial statements prepared in accordance with IFRS, as issued by the IASB, have been omitted or condensed. These interim condensed financial statements should be read in conjunction with the annual financial statements of the Company for the year ended October 31, 2015, which are available on SEDAR at www.sedar.com and on the Corporation's website at www.orefinders.ca

The policies applied in these unaudited condensed interim financial statements are based on IFRSs issued and outstanding as of March 30, 2016, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended October 31, 2015, and were consistently applied to all the periods presented unless otherwise noted. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending October 31, 2016 could result in restatement of these unaudited condensed interim financial statements.

Basis of presentation
The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for certain financial instruments which are measured at fair value, as explained in the accounting policies.

Functional and presentation currency
The functional currency of the Company is determined using the currency of the primary economic environment in which that entity operates. The financial statements are presented in Canadian dollars which is the functional and presentation currency. The Company does not have any expenses in foreign currencies.

Significant estimates and assumptions
The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is the possibility of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of exploration and evaluation assets and assumptions used in determination the share based payments.

Significant judgments
The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include the classification of expenditures as exploration and evaluation expenditures or operating expenses and the classification of financial instruments.

Exploration and evaluation expenditures
Exploration and evaluation expenditures ("E&E") include the costs of acquiring licenses and costs associated with exploration and evaluation activities. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

E&E costs consist of:

- Acquisition of exploration properties;
- Gathering exploration data through topographical and geological studies;
- Exploratory drilling, trenching and sampling;
- Determining the volume and grade of the resource;
- Test work on geology, metallurgy, mining, geotechnical and environmental; and
- Conducting engineering, marketing and financial studies.

3. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd)

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Impairment of non-financial assets
At each reporting date of the statement of financial position, the Company reviews the carrying amounts of its tangible and intangible non-financial assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the assets belong.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive income/loss.

Share-based payments
The Company has adopted an employee stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the share based payment reserve. The fair value of options is determined using a Black–Scholes pricing model which incorporates market and vesting conditions. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

The share-based payment reserve records items recognized as stock-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital. If the options expire unexercised, the amount remains in share-based payment reserve.

Loss per share
Loss per share and comprehensive loss per share is based on the weighted average number of common shares outstanding for the period. In a period when the Company reports a loss and comprehensive loss, the effect of potential issuances of shares under options and warrants outstanding would be anti-dilutive and, therefore basic and diluted loss and comprehensive loss per share are the same.

3. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd)

Financial instruments and risk management

The Company has designated its cash as fair value through profit and loss. It designated its trade and other payables as other financial liabilities as they were not incurred for the purpose of selling or repurchasing in the near term.

The carrying value of cash and other payables approximates fair value due to the short-term or demand nature of these financial instruments.

Cash is classified as a level 1 under the fair value hierarchy

Equipment and software

Equipment and software is stated at historical cost less accumulated amortization and accumulated impairment losses.

Depreciation is provided at rates calculated to write off the cost of property and equipment, less their estimated residual value, using the declining balance method over their expected useful lives, at the following annual rates.

Class	Amortization rate
Equipment	30%
Software	55%

Deferred income tax

Deferred income tax is provided using the asset and liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be realized, it provides a valuation allowance against the excess.

Deferred income tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Flow-through share issuances

The Company finances a portion of its exploration activities through the issue of flow-through shares issued pursuant to the Canadian Income Tax Act ("Tax Act"). Proceeds received from the issuance of flow-through shares are restricted to be used only for qualifying Canadian exploration and development expenses as defined in the Tax Act.

Pursuant to the terms of the flow-through share subscription agreements, these shares transfer the tax deductibility of qualifying expenditures to flow-through investors. On issuance, the Company allocates a portion of the subscription proceeds as a flow-through share premium, equal to the estimated premium, if any, that investors pay for the flow-through feature, which is recognized as a premium liability. As expenditures are incurred and applied against the Company's associated flow-through commitment, the premium liability is reduced proportionately, charged as a deferred income tax recovery in operations.

(Expressed in Canadian dollars)

4. EQUIPMENT AND SOFTWARE

	Equipment	Software	Total
Cost			
Balance, July 31, 2014	$ 26,560	$ 41,570	$ 68,130
Additions	-	-	-
Balance, October 31, 2015 and January 31, 2016	$ 26,560	$ 41,570	$ 68,130
Accumulated amortization			
Balance October 31, 2014	$ 13,280	$ 35,645	$48,925
Amortization	3,984	5,925	9,099
Balance October 31, 2105	17,264	41,570	58,834
Amortization	2,275	-	2,275
Balance January 31, 2016	19,539	41,570	61,109
Net book value, January 31, 2015	$ 10,673	$ 3,966	$ 14,606
Net book value, January 31, 2016	$ 7,021	$ -	7,021

5. EXPLORATION AND EVALUATION ASSETS

The following are details of the Company’s exploration and evaluation assets:

	Derlak	Mirado	MZ Claims	Gold Hill Project	Total
Balance, October 31, 2014	**2,219,644**	**4,891,187**	**531,436**	**64,540**	**7,706,807**
Exploration costs	-	69,211	24,243	2,000	350,887
Balance, January 31, 2015	**2,219,644**	**4,960,398**	**555,679**	**66,540**	**7,802,261**
Balance, October 31, 2015	**2,219,644**	**5,165,273**	**640,379**	**67,084**	**8,092,380**
Acquisition costs			**45,000**		**45,000**
Exploration costs	**-**	**23,345**	**-**	**-**	**23,345**
Balance, January 31, 2016	**2,219,644**	**5,188,618**	**685,379**	**67,084**	**8,160,725**

(Expressed in Canadian dollars)

6. EXPLORATION AND EVALUATION ASSETS (cont'd)

Derlak Red Lake Project ("Derlak") and Mirado Gold Project ("Mirado")

On January 25, 2012 (amended on January 17, 2014, October 23, 2014 and September 9, 2015), the Company entered into an agreement with Fechi, Inc. ("Fechi"), whereby Fechi agreed to transfer all its right, title and interest in an option agreement (the "Jubilee/Fechi Agreement") with Micon Gold Inc. ("Micon") to the Company. Micon subsequently changed its name to Jubilee Gold Exploration Ltd. ("Jubilee").
The terms of the Jubilee/Fechi Agreement provide for the granting of an option by Jubilee to Fechi for the acquisition of a 100% interest in the Derlak and twelve patented claims comprising part of the Mirado. The patented claims are located in the Catherine, McElroy, Baird and Heyson Townships, Ontario.

As of August, 2013, the Company completed its obligation icon and acquired a 100% interest in the 12 patented claims of the Mirado gold project, subject to a 3% NSR. The Mirado patent claims were transferred to the Company.

As of September 9, 2015 Orefinders has completed its obligation to Jubilee to acquire its 100% interest in the Derlak project, subject to a 3% royalty. The Derlak patent claims have been transferred to the Company.

MZ Claims Comprising Part of the Mirado

On February 9, 2012, as amended March 27, 2012, the Company entered into an agreement with Fechi whereby Fechi agreed to transfer all right, title and interest in an option agreement for the MZ Claims (the "MZ/Fechi Agreement") to the Company.

The Company made cash payments, common shares issuances and incurred exploration expenditures as follows:

Due Date	Cash Payments $	Cumulative Expenditures $	Share Issuances
February 8, 2012 (paid)	20,000	-	-
On April 8, 2012 (shares issued with a fair value of $7,500)	-	-	75,000
February 8, 2013 (paid and incurred; shares issued with a fair value of $13,750)	25,000	50,000	25,000
February 8, 2014 (paid and incurred; shares issued with a fair value of $6,750)	25,000	75,000	50,000
February 8, 2015 (paid and incurred; shares issued with a fair value of $1,500)	30,000	100,000	50,000
February 8, 2016 (paid and incurred; shares issued with a fair value of $500)	40,000	200,000	50,000
	140,000	425,000	250,000

As at the date of these financial statements, the Company has met all of its cash payments, share issuances and expenditure requirements and accordingly has earned a 100% interest in the MZ claims. The MZ Claims are subject to a 2% NSR payable to the vendors of which 1% of the NSR may be purchased by the Issuer for $1,000,000, and the second 1% of the NSR may be purchased for $2,000,000.

(Expressed in Canadian dollars)

6. EXPLORATION AND EVALUATION ASSETS (cont'd)

Gold Hill project, Kirkland Lake, Ontario

On September 19, 2014, the Company entered into an option agreement with Allan Legros, to acquire 9 patented claims encompassing the past producing Gold Hill mine. In order to earn a 100% interest in the mining rights claims, the Company was required to make a cash payment of $27,000 (paid) and issue 20,000 shares (issued with a fair value of $1,800) upon acceptance for filing by the TSX-V.

There is a 1.5% NSR payable to the vendor which can be purchased for $500,000.

The Company retains the exclusive rights to purchase the surface rights for a period of two years from the date of closing being September 29, 2014.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities are principally comprised of amounts outstanding for trade purchases relating to exploration activities, financing activities, general and administrative expenses and professional fees. The usual credit period taken for trade purchases is between 30 to 90 days.

Accounts payable and accrued liabilities consist of the following:

	January 31, 2016	January 31, 2015
Trade payables	$ 6,274	$ 32,361
Accruals	23,460	15,000
	$ 29,734	$ 47,361

8. RELATED PARTY TRANSACTIONS

Key management personnel compensation
Key management includes directors, CEO and executive chairman. The remuneration of the key management of the Company during the period ended January 31, 2016 consisted of management and geological fees of $42,428 (2015 - $78,000) and share based payments valued at $49,293 (2015 - $15,758).

Unless disclosed elsewhere, related party transactions for the periods ended January 31, 2016 and 2015 include:

	January 31, 2016	January 31, 2015
Management consulting fees	$ 30,750	$ 42,000
Geological consulting capitalized	11,678	36,000
	$ 42,428	$ 78,000

a) During the three month period ended January 31, 2016, a company owned or controlled by a director and officer of the Company, charged professional service fees of $10,500 (2015 - $Nil) for Executive Chairman services. Share based payment benefits of $15,360 (2015 - $Nil) was also recognized based on stock options granted and the associated Black-Scholes value.

b) During the three month period ended January 31, 2016, a company owned or controlled by a director and officer of the Company, charged professional service fees of $Nil (2015 - $36,000) for executive and geological services.

8. RELATED PARTY TRANSACTIONS (cont'd)

c) During the three month period ended January 31, 2016, a company owned or controlled by a director and officer of the Company, charged professional service fees of $13,000 (2015 - $Nil) for executive and Chairman of the Audit Committee services. Share based payment benefits of $15,360 (2015 - $Nil) was also recognized based on stock options granted and the associated Black-Scholes value.

d) During the three month period ended January 31, 2016a company owned or controlled by an officer of the Company, charged professional service fees of $10,500 (2015 - $30,000) for executive management services.

e) During the three month period ended January 31, 2016, a company owned or controlled by a director of the Company, charged professional service fees of $5,000 (2015 - $Nil) for geological services. Share based payment benefits of $7,680 (2015 - $Nil) was also recognized based on stock options granted and the associated Black-Scholes value.

f) During the three month period ended January 31, 2016 a director received share based payment benefits of $1,920 (2015 - $Nil) based on stock options granted and the associated Black-Scholes value.

g) During the three month period ended January 31, 2016 a director received share based payment benefits of $7,680 (2015 - $Nil) based on stock options granted and the associated Black-Scholes value.

h) During the three month period ended January 31, 2016 a company owned or controlled by an officer of the Company, charged professional service fees of $Nil (2015 - $12,000) for CFO services.

i) During the three month period ended January 31, 2016, an officer of the Company, charged professional service fees of $9,750 (2014 - $Nil) for CFO services. Share based payment benefits of $1,920 (2015 - $Nil) was also recognized based on stock options granted and the associated Black-Scholes value

9. SHARE CAPITAL

Authorized share capital
Unlimited number of voting common shares without par value.

Issued share capital

On January 17, 2016, the Company issued 50,000 common shares at a fair value of $0.01 per share to the vendors of the MZ claims pursuant to an agreement dated February 9, 2012, as amended March 27, 2012 (see note 7).

On February 2, 2015, the Company issued 50,000 common shares at a fair value of $0.03 per share to the vendors of the MZ claims pursuant to an agreement dated February 9, 2012, as amended March 27, 2012 (see note 7).

On December 22, 2014, the Company completed a Flow through private placement of 3,000,000 common shares at $0.10. The Company incurred $7,500 cash issue costs in connection with the private placement.

On September 29, 2014, the Company issued 20,000 common shares at a fair value of $0.09 per share to the vendors of the Gold Hill project pursuant to an agreement dated September 19, 2014 (see note 7).

On February 2, 2014, the Company issued 50,000 common shares at a fair value of $0.135 per share to the vendors of the MZ claims pursuant to an agreement dated February 9, 2012, as amended March 27, 2012 (see note 7).

(Expressed in Canadian dollars)

9. SHARE CAPITAL (cont'd)

Stock options

The Board of Directors of the Company has adopted a stock option plan which permits the Company to grant to directors, officers and consultants of the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares and be exercisable for a period of up to five years from the date of grant. The number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to any one consultant or individual conducting investor relations activities will not exceed 2% of the issued and outstanding shares. Otherwise specified otherwise by the Board of Directors options vest on the date of grant.

The changes in options during the period ended January 31, 2016 and 2015 is as follows:

	Three Months Ended January 31, 2016			Three Months Ended January 31, 2015	
	Number of options	**Weighted average exercise price**	**Weighted average life (years)**	**Number of options**	**Weighted average exercise price**
Options outstanding, beginning of period	3,803685	$ 0.49	3.25	4,978,571	$ 0.49
Options granted	2,600,000	0.10	4.99	400,000	0.10
Options cancelled	(1,403,571)	(0.50)		-	-
Options outstanding, end of period	5,000,114	$ 0.28	4,52	5,378,571	$ 0.49
Options exercisable, end of period	5,000,114	$ 0.28	4,52	5,378,571	$ 0.49

On November 20,2015, the Company granted 2,600,000 stock options with an exercise price of $0.05 and a term of five years. These options vested immediately. The total fair value of $49,293 was estimated using the Black-Scholes option pricing model assuming, a risk-free interest rate of 0.80%, an expected volatility of 200% and an expected life of 5 years. The granting of these options resulted in a share-based payment expense of $49,293 being recorded during the period ended January 31, 2016.

On January 22, 2015, the Company granted 400,000 stock options with an exercise price of $0.10 and a term of five years. These options vested immediately. The total fair value of $15,562 was estimated using the Black-Scholes option pricing model assuming an expected life of 5 years, a risk-free interest rate of 0.84% and an expected volatility of 200%. The granting of these options resulted in a share-based payment expense of $15,562 being recorded during the year ended October 31, 2015.

On February 4, 2015, the Company granted 1,125,114 stock options with an exercise price of $0.10 and a term of five years. These options vested immediately. The total fair value of $37,732 was estimated using the Black-Scholes option pricing model assuming an expected life of 5 years, a risk-free interest rate of 0.62% and an expected volatility of 200%. The granting of these options resulted in a share-based payment expense of $37,732 being recorded during the year ended October 31, 2015.

(Expressed in Canadian dollars)

9. SHARE CAPITAL (cont'd)

Stock options (cont'd)

The following incentive stock options were outstanding and exercisable at January 31, 2016:

Number of options outstanding	Number of options exercisable	Exercise Price	Expiry Date
975,000	975,000	$ 0.50	April 3, 2017
400,000	400,000	$ 0.10	January 22, 2020
1,025,114	1,025,114	$ 0.10	February 4, 2020
2,600,000	2,600,000	$ 0.10	November 15, 2020
5,000,114	5,000,114	$ 0.28	

Warrants

As at January 31, 2016 and 2015 no warrants were outstanding.

1 0. CAPITAL MANAGEMENT

The Company's capital structure is adjusted based on managements' and the Board of Directors' decision to fund expenditures with the issuance of debt or equity such that it may complete the acquisition, exploration and development of properties for the mining of minerals that are economically recoverable. The Board of Directors does not establish quantitative return on capital criteria, but rather relies on the expertise of management and other professionals to sustain future development of the business.

The Company's mineral properties are in the exploration stage and, as a result, the Company does not currently generate cash flow from operations. The Company intends to raise such funds as and when required to complete its exploration projects. There is no assurance that the Company will be able to raise additional funds on reasonable terms. The only sources of future funds presently available to Orefinders are through the exercise of outstanding stock options and the sale of equity capital of the Company, the issuance of loans and/or debentures or the sale of an interest in any of its mineral 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. There can be no assurance that Orefinders will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Company.

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

There were no changes in the Company's approach to capital management during period ende January 31, 2016 or 2015. The Company is not subject to externally imposed capital restrictions

(Expressed in Canadian dollars)

11. FINANCIAL RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's exposure to credit risk is on its cash held in bank accounts and short term investment. Cash and short term investments is held with major banks in Canada. Management assesses credit risk of cash as remote.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

To date, the Company's sole source of funding has been the issuance of equity securities for cash. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

The carrying value of the Company's financial instruments approximates fair value due to their short-term or demand nature.

Classification of financial instruments
Financial assets included in the statement of financial position are as follows:

	January 31, 2016	January 31, 2015
Fair value through profit and loss		
Cash	$ 75,413	$ 229,469
Short-term investments	-	304,786
Restricted cash*	-	256,714
	$ 75,413	$ 790,969

* In 2015, the Company had restricted cash of $256,714 relating to the unspent balance from the $300,000 flow-through private placement that closed during the three months ended January 31, 2015 (Note 10). The were spent on qualified mineral exploration expenditures by December 31, 2015.

Financial liabilities included in the statement of financial position are as follows:

	January 31, 2016	January 31, 2015
Other-financial liabilities:		
Account payable and accrued liabilities	$ 29,734	$ 47,361
	$ 29,734	$ 47,361

Cash is classified as a level 1 under the fair value hierarchy.

(Expressed in Canadian dollars)

12. SUPPLEMENTAL CASH FLOW INFORMATION

During the period ended January 31, 2016 and 2015, the Company incurred the following non-cash transactions that are not reflected in the statement of cash flows:

	Period Ended January 31, 2016	Period Ended January 31, 2015
Exploration expenditures included in accounts payable and accrued liabilities	$ 63,345	$ 24,475
Fair value of shares, warrants and option warrants issued for mineral property option payments	$ 5,000	$ Nil
Flow-through share liability	-	$ 75,000

13 SUBSEQUENT EVENTS

On March 20, 2016 the Company exercised its option and acquired the MZ group of claims which include ten claims that form the westerly extension of the Mirado mineralized zone. The MZ claims are subject to a 2% NSR half of which can be bought back for $1,000,000 and the last half for $2,000,000.