FORM 5

QUARTERLY LISTING STATEMENT

Name of CNSX Issuer: **Fortify Resources Inc** (the "Issuer")

Trading Symbol: **FTY**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the Securities Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the CNSX Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the CNSX.ca website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the CNSX Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

SCHEDULE B: SUPPLEMENTARY

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.

As at November 30, 2012, the company is indebted to a company controlled by a director of the company for $20,000. (February 29, 2012 - $20,000).

(b) A description of the transaction(s), including those for which no amount has been recorded.

Management Fee

(c) The recorded amount of the transactions classified by financial statement category.

$20,000. The amount is included in accounts payable.

(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.

$20,000. Unsecured, non-interest bearing and due on demand.

(e) Contractual obligations with Related Persons, separate from other contractual obligations.

N/A

(f) Contingencies involving Related Persons, separate from other contingencies.

N/A

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

During the period ended November 30, 2012, the Company issued a total of 3,225,318 units pursuant to the exercise of Series "A" special warrants for no additional consideration. Each unit consists of one common share and one share purchase warrant, of which 2,183,651 share purchase warrants are exercisable at $0.15 per share and 1,041,667 share purchase warrants are exercisable at $0.25 per share for a period of

two years following the date a final receipt is issued by the British Columbia Securities Commission ("BCSC") for the Company's prospectus. On October 12, 2012, the Company received final receipt for the Company's prospectus from the BCSC.

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
October 15, 2012	Unit: One Common Share and One Share Purchase Warrant	Exercise of Series "A" Special warrants	3,225,318	N/A	N/A	N/A	N/A	N/A

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
N/A						

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

The issuer is authorized to issue an unlimited number of no par value common shares.

(b) number and recorded value for shares issued and outstanding,

The issuer has 4,525,319 shares issued and outstanding at November 30, 2012.

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and

The issuer has 3,225,318 warrants outstanding as at November 30, 2012. 2,183,651 warrants are exercisable into one common share at $0.15 per share expiring on October 15, 2014 and 1,041,667 are exercisable into one common share at $0.25 per share expiring on October 15, 2014

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

As at November 30, 2012, the Company has 1,170,000 shares held in escrow with the following release dates and amounts:

	Number of Shares
6 months after listing date	**195,000**
12 months after listing date	**195,000**
18 months after listing date	**195,000**
24 months after listing date	**195,000**
30 months after listing date	**195,000**
36 months after listing date	**195,000**
	1,170,000

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

James Glass – President, Chief Executive Officer & Director
John Versfelt – Director
Craig Rademaker – Director
Douglas Johnston – Chief Financial Officer, Corporate Secretary & Director

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated ____**January 28, 2013**________________________.

James Glass
Name of Director or Senior Officer

"James Glass"
Signature

President
Official Capacity

Issuer Details Name of Issuer **Fortify Resources Inc**	For Quarter Ended **November 30, 2012**	Date of Report **13/01/28**
Issuer Address **1066 West Hastings Street, Suite 1210**		
City/Province/Postal Code **Vancouver, BC V6E 3X1**	Issuer Fax No. **(778) 373-8759**	Issuer Telephone No. **(604) 668-5820**
Contact Name **James Glass**	Contact Position **President**	Contact Telephone No. **(604) 808-2001**
Contact Email Address jim@ascentacapital.com	Web Site Address	

FORTIFY RESOURCES INC.

Interim Financial Statements

November 30, 2012

(Expressed in Canadian Dollars)

(unaudited)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these interim financial statements they must be accompanied by a notice indicating that these interim financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company’s independent auditor has not performed a review of these 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.

FORTIFY RESOURCES INC.
Statements of Financial Position
(Expressed in Canadian Dollars)

	November 30, 2012 $	February 29, 2012 $
	(unaudited)	
ASSETS		
Current assets		
Cash	186,629	228,652
Amounts receivable	8,808	1,707
Prepaid expenses	–	5,600
Total current assets	195,437	235,959
Non-current assets		
Exploration and evaluation assets (Note 3)	20,696	17,450
Total assets	216,133	253,409
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Note 4)	66,109	32,648
Total liabilities	66,109	32,648
Shareholders' equity		
Share capital	284,521	32,501
Share subscriptions received	–	252,020
Deficit	(134,497)	(63,760)
Total shareholders' equity	150,024	220,761
Total liabilities and shareholders' equity	216,133	253,409

Nature of business and continuance of operations (Note 1)
Subsequent event (Note 9)

Approved and authorized for issue by the Board on January 15, 2013:

/s/ "James Glass"	*/s/ "Craig Rademaker"*
James Glass, Director	Craig Rademaker, Director

(The accompanying notes are an integral part of these financial statements)

FORTIFY RESOURCES INC.
Statements of Operations and Comprehensive Loss
(Expressed in Canadian Dollars)
(unaudited)

	Three Months Ended November 30, 2012 $	Three Months Ended November 30, 2011 $	Nine Months Ended November 30, 2012 $	From May 31, 2011 (date of incorporation) to November 30, 2011 $
Revenue	–	–	–	–
Operating Expenses				
Filing fees	10,655	–	24,209	–
Management fees	–	15,000	–	41,000
Office and general	23	23	88	39
Professional fees	(1,014)	8,363	41,940	8,363
Rent	1,500	2,500	4,500	2,500
Total expenses	11,164	25,886	70,737	51,902
Net loss and comprehensive loss	11,164	25,886	70,737	51,902
Net loss per share, basic and diluted	(0.01)	–	(0.10)	–
Weighted average shares outstanding	1,867,000	–	703,000	–

(The accompanying notes are an integral part of these financial statements)

FORTIFY RESOURCES INC.
Statements of Changes in Equity
(Expressed in Canadian Dollars)
(unaudited)

	Share Capital		Share Subscriptions		Total Shareholders'
	Shares	Amount $	Received $	Deficit $	Equity $
Balance, May 31, 2011 (date of incorporation)	–	–	–	–	–
Shares issued for cash	1,300,001	32,501	–	–	32,501
Share subscriptions received	–	–	252,020	–	252,020
Net loss for the period	–	–	–	(51,902)	(51,902)
Balance, November 30, 2011	1,300,001	32,501	252,020	(51,902)	232,619

	Share Capital		Share Subscriptions		Total Shareholders'
	Shares	Amount $	Received $	Deficit $	Equity $
Balance, February 29, 2012	1,300,001	32,501	252,020	(63,760)	220,761
Shares issued pursuant to the exercise of Series A warrants	3,225,318	252,020	(252,020)	–	–
Net loss for the period	–	–	–	(70,737)	(70,737)
Balance, November 30, 2012	4,525,319	284,521	–	(134,497)	150,024

(The accompanying notes are an integral part of these financial statements)

FORTIFY RESOURCES INC.
Statements of Cash Flows
(Expressed in Canadian Dollars)
(unaudited)

	Nine Months Ended November 30, 2012 $	From May 31, 2011 (date of incorporation) to November 30, 2011 $
Cash provided by (used in):		
Operating Activities		
Net loss for the period	(70,737)	(51,902)
Items not involving cash:		
Shares issued for services	–	26,000
Changes in non-cash operating accounts:		
Amounts receivable	(7,101)	(1,707)
Prepaid expenses	5,600	(5,600)
Accounts payable and accrued liabilities	30,215	32,392
Net Cash Used in Operating Activities	(42,023)	(817)
Investing Activities		
Acquisition of mineral property	–	(6,822)
Net Cash Used in Operating Activities	–	(6,822)
Financing Activities		
Proceeds from common share subscriptions	–	258,521
Net Cash Provided by Financing Activities	–	258,521
Change in Cash	(42,023)	250,882
Cash, beginning of period	228,652	–
Cash, end of period	186,629	250,882
Supplemental Disclosures		
Interest paid	–	–
Income taxes paid	–	–

(The accompanying notes are an integral part of these financial statements)

1. Nature of Business and Continuance of Operations

Fortify Resources Inc. (the "Company") was incorporated on May 31, 2011, under the British Columbia Business Corporations Act. The Company is engaged in the acquisition and exploration of mineral properties in Canada. To maintain exploration programs, mineral property interests and develop future projects beyond the exploration stage, the Company will need funding.

These financial statements have been prepared on the basis of a going concern, which contemplates the realization of assets and discharge of liabilities in the normal course of business. As at November 30, 2012, the Company has not generated any revenues and has an accumulated deficit of $134,497. The ability of the Company to continue as a going concern is dependent on its ability to raise additional working capital when needed, and generate profitable operations from its operations. Although management estimates that the Company has sufficient working capital to meet anticipated expenditures for at least the ensuing year, there is no certainty that the Company's current or future exploration projects will generate operating revenue or that the management can obtain the necessary financing at rates and terms that are suitable for the Company. These factors may cast significant doubt upon the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recorded assets or liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company's head office is located at Suite 1210, 1066 West Hastings Street, Vancouver, British Columbia, Canada, V6E 3X1.

2. Significant Accounting Policies

(a) Statement of Compliance

These interim financial statements have been prepared in accordance with IAS 34, "*Interim Financial Reporting*" of the International Financial Reporting Standards. The Company uses the same accounting policies and methods of computation as in the annual financial statements for the year ended February 29, 2012.

(b) Basis of Presentation

The financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the Company's functional currency.

(c) Use of Estimates and Judgments

The preparation of these financial statements requires management to make certain 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 period. It also requires management to exercise its judgement in the processing of applying the Company's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The impacts of such estimates and judgements are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates and judgements are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. Actual results could differ from these estimates.

Critical accounting estimates and assumptions include the estimation of the tax basis of assets and liabilities and related deferred income tax assets and liabilities, and recognition of a provision for environmental rehabilitation including the estimation of the rehabilitation costs, timing of expenditures, impact of changes in discount rates, and changes in environmental and regulatory requirements. Significant judgements made by management include the future economic benefit of exploration and evaluation costs including factors used in determining the potential impairment of exploration and evaluation costs.

2. Standards, Amendments and Interpretations Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended November 30, 2012, and have not been applied in preparing these interim financial statements.

(i) Effective for annual periods beginning on or after January 1, 2013:

New standard IFRS 9, "Financial Instruments"

Partial replacement of IAS 39, "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for how an entity should classify and measure financial assets that are in the scope of IAS 39. The standard requires all financial assets to be classified on the basis of the entity's business model for managing the financial assets, and the contractual cash flow characteristics of the financial asset. A financial asset is measured at amortized cost if two criteria are met: (a) the objective of the business model is to hold the financial asset for the collection of the contractual cash flows, and (b) the contractual cash flows under the instrument solely represent payments of principal and interest. If a financial asset meets the criteria to be measured at amortized cost, it can be designated at fair value through profit or loss under the fair value option, if doing so would significantly reduce or eliminate an accounting mismatch. If a financial asset does not meet the business model and contractual terms criteria to be measured at amortized cost, then it is subsequently measured at fair value. In October 2010, the IASB issued additions to IFRS 9 relating to accounting for financial liabilities. Under the new requirements, an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss.

New Standard IFRS 10, "Consolidated Financial Statements"

In May 2011, the IASB issued IFRS 10 to replace portions of IAS 27, "Consolidated and Separate Financial Statements" and interpretation SIC-12, "Consolidated - Special Purpose Entities". IFRS 10 incorporates a single model for consolidating all entities that are controlled and revises the definition of control to be "An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the current ability to affect those returns through its power over the investee". Along with control, the new standard also focuses on the concept of power, both of which will include a use of judgement and a continuous reassessment as facts and circumstances change.

New standard IFRS 11, "Joint Arrangements"

In May 2011, the IASB issued IFRS 11 to replace IAS 31, "Interest in Joint Ventures". The new standard will apply to the accounting for interest in joint arrangements where there is joint control. Joint arrangements will be separated into joint ventures and joint operations. The structure of the joint arrangement will no longer be the most significant factor on classifying a joint arrangement as either a joint operation or a joint venture. Proportionate consolidations will be removed and replaced with equity accounting.

New standard IFRS 12 "Disclosure of Interest in Other Entities"

In May 2011, the IASB issued IFRS 12. The new standard includes disclosure requirements about subsidiaries, joint ventures and associates, as well as unconsolidated structured entities and replaces existing disclosure requirements.

New standard IFRS 13, "Fair Value Measurement"

In May 2011, the IASB issued IFRS 3. The new standard converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price.

(Expressed in Canadian Dollars)

2. Standards, Amendments and Interpretations Not Yet Effective (continued)

(iii) Effective for annual periods beginning on or after January 1, 2015:

Partial replacement of IAS 39, "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for how an entity should classify and measure financial assets that are in the scope of IAS 39. The standard requires all financial assets to be classified on the basis of the entity's business model for managing the financial assets, and the contractual cash flow characteristics of the financial asset. A financial asset is measured at amortized cost if two criteria are met: (a) the objective of the business model is to hold the financial asset for the collection of the contractual cash flows, and (b) the contractual cash flows under the instrument solely represent payments of principal and interest. If a financial asset meets the criteria to be measured at amortized cost, it can be designated at fair value through profit or loss under the fair value option, if doing so would significantly reduce or eliminate an accounting mismatch. If a financial asset does not meet the business model and contractual terms criteria to be measured at amortized cost, then it is subsequently measured at fair value. In October 2010, the IASB issued additions to IFRS 9 relating to accounting for financial liabilities. Under the new requirements, an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss.

The Company has not early adopted these revised standards and is currently assessing the impact that these standards will have on the financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

3. Exploration and Evaluation Assets

	Sericite East Property $
Balance, May 31, 2011	–
Acquisition costs	6,822
Exploration costs	10,628
Balance, February 29, 2012	17,450
Acquisition costs	500
Exploration costs	2,746
Balance, November 30, 2012	20,696

During the period ended February 29, 2012, the Company purchased a 100% interest in the Sericite East Property located in British Columbia, Canada, consisting of two mineral claims, for consideration for $6,822.

4. Related Party Transactions

As at November 30, 2012, the Company is indebted to a company controlled by a director of the Company for $20,000 (February 29, 2012 - $20,000). The amount is included in accounts payable and is unsecured, non-interest bearing and due on demand.

(Expressed in Canadian Dollars)

5. Capital Management

The Company currently manages its capital structure and makes adjustments to it, based on cash resources expected to be available to the Company, in order to support the planned exploration of mineral property interests. Management has not established a quantitative capital structure, but reviews on a regular basis the capital requirements of the Company relative to the stage of development of the business entity and mineral property interest and market conditions.

The Company currently is dependent on externally provided equity financing to fund its exploration activities. In order to carry out planned exploration and fund administrative costs, the Company will concentrate its capital plans to raise additional amounts as needed through equity financing. Management reviews the capital management approach on an ongoing basis and believes that this approach is reasonable given the current state of financial markets and the exploration industry. In the case of uncertainty over the ability to raise funds in current or future economic conditions, the Company would manage capital by minimizing ongoing expenses. The Company is not subject to externally imposed capital requirements.

6. Share Capital

Authorized: unlimited common shares without par value

Issued and outstanding: 4,525,319 common shares

During the period ended November 30, 2012, the Company issued a total of 3,225,318 units pursuant to the exercise of Series “A” special warrants for no additional consideration. Each unit consists of one common share and one share purchase warrant, of which 2,183,651 share purchase warrants are exercisable at $0.15 per share and 1,041,667 share purchase warrants are exercisable at $0.25 per share, for a period of two years following the date a final receipt is issued by the British Columbia Securities Commission (“BCSC”) for the Company’s prospectus. On October 12, 2012, the Company received final receipt for the Company’s prospectus from the BCSC.

During the fiscal period ended February 29, 2012, the Company issued a total of 3,225,318 Series “A” special warrants for proceeds of $252,020. Each Series “A” special warrant is exercisable into one unit for no additional consideration.

Escrow Shares

As at February 29, 2012, the Company held 1,300,001 shares in escrow pursuant to an escrow agreement dated June 6, 2012. Upon listing the Company’s shares on the Canadian National Stock Exchange (“CNSX”) on November 2, 2012, 130,001 shares were released from escrow. As at November 30, 2012, the Company has 1,170,000 shares held in escrow with the following release dates and amounts:

	Number of shares
6 months after listing date	195,000
12 months after listing date	195,000
18 months after listing date	195,000
24 months after listing date	195,000
30 months after listing date	195,000
36 months after listing date	195,000
	1,170,000

Stock Option Plan

On March 22, 2012, the Company approved a Stock Option Plan (the “Plan”) authorizing the issuance of a maximum of 10% of the Company’s outstanding common shares on each grant date, inclusive of all shares reserved for issuance pursuant to previously granted stock options. Stock options to purchase common shares of the Company under the Plan may be granted by the Board of Directors to a director, officer, employee or consultant of the Company. The stock options are subject to vesting limitations, exercise price, and exercise periods, to a maximum term of 5 years, as determined by the Board of Directors.

(Expressed in Canadian Dollars)

7. Loss Per Share

Basic loss per share is calculated by dividing the net loss by the weighted average number of common shares outstanding during the period. The weighted average number of common shares outstanding during the period is net of contingently returnable shares.

The following table details the weighted average number of common shares outstanding:

	Three Months Ended November 30, 2012	Three Months Ended November 30, 2011	Nine Months Ended November 30, 2012	From May 31, 2011 (date of incorporation) to November 30, 2011
Weighted average number of common shares outstanding	3,037,000	1,300,000	1,873,000	1,300,000
Less: Weighted average number of contingently returnable shares	(1,170,000)	(1,300,000)	(1,170,000)	(1,300,000)
Weighted average number of common shares outstanding – basic and diluted	1,867,000	–	703,000	–

8. Financial Instruments and Risk Management

The Company is exposed in varying degrees to a variety of financial instrument and related risks. Those risks and management's approach to mitigating those risks are as follows:

(a) Fair Values

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, price risk, currency risk and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, November 30, 2012 $
Cash	186,629	–	–	186,629

The fair values of other financial instruments, which include amounts receivable, accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) 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 in its cash and receivables. Cash is held with major banks in Canada, which are high credit quality financial institutions as determined by rating agencies. The Company's receivables comprise amounts due from government agencies.

(c) Currency Risk

The Company's functional currency is the Canadian dollar. There is low foreign exchange risk to the Company as the Company primarily operates within Canada.

8. Financial Instruments and Risk Management (continued)

(d) Interest Rate Risk

The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates and its short-term term deposits at prescribed market rates. The fair value of the Company's cash is not significantly affected by changes in short- term interest rates. The income earned from the bank accounts and short-term term deposits is subject to movements in interest rates.

(e) Liquidity and Funding Risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available capital in order to meet its liquidity requirements. Management maintains sufficient cash to satisfy short-term liabilities in highly liquid investments.

Funding risk is the risk that market conditions will impact the Company's ability to raise capital through equity markets under acceptable terms and conditions.

(f) Price risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

9. Subsequent Event

On December 6, 2012, the Company entered into a Letter of Intent ("LOI") with Geostar Mining Bulgaria JSC ("Geostar") to acquire 100% of the issued and outstanding shares of Geostar (the "Proposed Transaction") which will result in Geostar becoming a wholly-owned subsidiary of the Company. Geostar is a privately held corporation existing under the laws of the Republic of Bulgaria and its primary business is the exploration and development of mineral properties in Bulgaria. Pursuant to the Proposed Transaction, the Company will issue (i) 40,000,000 common shares in exchange for the 50,000 common shares of Geostar currently outstanding, (ii) 275,000 common shares on conversion of an existing convertible debenture issued by Geostar (plus such additional number of common share as may be required to settle accrued interest), (iii) warrants to acquire 220,000 common shares at an exercise price of $0.25 per share until September 30, 2014, and (iv) warrants to acquire 110,000 common shares at an exercise price of $0.35 per share until September 30, 2014. In connection with the Proposed Transaction, the Company will issue 600,000 common shares as payment of a finder's fee.

The Proposed Transaction is subject to various conditions, including approval from the CNSX and the completion of a private placement of units for a minimum of $600,000 at no less than $0.25 per unit. Each unit will consist of one common share and one share purchase warrant exercisable for 24 months at $0.35 per share. Alternatively, Geostar may raise the minimum required funds via an offering of convertible debt of Geostar at a price and on such other terms to be agreed to by the Company.

MANAGEMENT DISCUSSION AND ANALYSIS FOR FORTIFY RESOURCES INC.
FOR THE THREE MONTHS ENDED NOVEMBER 30, 2012
PREPARED AS OF JANUARY 15, 2013

Contact Information
Fortify Resources Inc.
1210 – 1066 West Hastings Street
Vancouver, BC
V6E 3X1

Telephone: (604) 668-5820
Facsimile: (778) 373-8759

BACKGROUND

This discussion and analysis of financial position and results of operations is prepared as at January 15, 2013 and should be read in conjunction with the interim financial statements for the period ended November 30, 2012 of Fortify Resources Inc. (the "Company"). The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and the following management discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

CAUTIONARY STATEMENT ON FORWARD LOOKING INFORMATION

This Management's Discussion and Analysis may include forward-looking statements with respect to business plans, activities, prospects, opportunities and events anticipated or being pursued by the Company and the Company's future results. Although the Company believes the assumptions underlying such statements to be reasonable, any of the assumptions may prove to be incorrect. The anticipated results or events upon which current expectations are based may differ materially from actual results or events. Therefore, undue reliance should not be placed on such forward-looking information. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions in North America and internationally, (2) the inherent uncertainties and speculative nature associated with mineral exploration and production, (3) a decreased demand for minerals, (4) the risk that the Company does not execute its business plan, (5) inability to retain key employees, (6) inability to finance operations and growth, and (7) other factors beyond the Company's control.

Forward looking statements speak only as of the date of this MD&A and actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors. Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based may not occur. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

OVERALL PERFORMANCE

The Company was incorporated on May 31, 2011, under the British Columbia Business Corporations Act. The Company is engaged in the acquisition and exploration of mineral natural resource properties in Canada.

During the period ended February 29, 2012, the Company acquired a 100% ownership in the Property being two (2) adjoining mineral tenures comprising 436.80 ha. located in the Iskut River District, northwestern British Columbia approximately 90 kilometers north of the community of Stewart. The claims which comprise the Property were staked pursuant to the B.C. Ministry of Energy and Mines MTO system (Mineral Titles Online System). The earliest expiry date of the claim package is June 30, 2013. The Company completed an NI 43-101 report on the Property and plans to pursue the exploration program outlined in the report.

The breakdown of the material components of exploration assets are as follows:

Type of Costs	Sericite East Property $
Acquisition costs	7,322
Site visit, staking, and technical reports	13,374
Total	**20,696**

As at November 30, 2012, the Company held assets totaling $216,133, consisting of $186,629 in cash, $8,808 in taxes recoverable and $20,696 in exploration and evaluation assets. During the nine month period ended November 30, 2012, the Company incurred a net loss of $70,737.

SUMMARY OF QUARTERLY RESULTS

The following is selected financial information as prepared in Canadian dollars under International Financial Reporting Standards derived from the Company's most recently completed fiscal quarters:

	Revenue $	Net loss for the Period $	Basic and Diluted Loss Per Share $
August 31, 2011	–	(26,016)	–
November 30, 2011	–	(25,886)	–
February 29, 2012	–	(11,858)	–
May 31, 2012	–	(24,210)	–
August 31, 2012	–	(35,363)	–
November 30, 2012	–	(11,164)	(0.01)

Factors causing significant variations in quarterly results are as follows:

The increase in net loss for the quarter ended August 31, 2012, was a result of an increase in professional fees and filing fees incurred in connection with the filing of the Company's prospectus.

For The Three Months Ended November 30, 2012

During the three months ended November 30, 2012, the Company did not earn any revenues, and incurred operating expenses of $11,164 comprised mainly of $10,655 of filing fees incurred in connection with the Company's prospectus requirements.

For the three months ended November 30, 2012, the Company incurred a net loss of $11,164 and a loss per share of $0.01.

LIQUIDITY

The Company is a mining exploration and development company with no producing resource properties, and consequently, no current operating income or cash flow. The acquisition and development of future mineral property interests that the Company acquires will depend on the Company's ability to obtain additional financing through the sale of its securities or from third party loans. There is no assurance that such financing will be available when required by or under terms favorable to the Company.

As at November 30, 2012, the Company had total assets of $216,133, comprised of cash of $186,629, amounts receivable of $8,808 relating to HST refunds, and exploration and evaluation assets of $20,696 relating to acquisition and exploration costs of the Company's mineral properties. Conversely, the Company had total liabilities of $66,109, comprised of accounts payable and accrued liabilities for unpaid general expenditures.

As at November 30, 2012, the Company had net working capital of $129,328 and did not issue any new debt or equity instruments for cash during the period.

Readers are cautioned that a number of factors beyond the control of the Company could result in the Company not being able to sustain its current position. Such factors could include adverse economic conditions, political and regulatory concerns and key individual staffing problems amongst others.

CAPITAL RESOURCES

The Company remains dependent upon equity markets for financing.

The Company believes it currently has sufficient funds on hand to complete the Stage 1 exploration program, estimated to cost $55,000, and operating expenses for the next twelve months.

The Company has no cash flow from operations and is dependent upon raising equity financing to sustain its operations.

The Company has not issued dividends to date and has no plans to pay dividends in the foreseeable future.

TRANSACTIONS WITH RELATED PARTIES

As at November 30, 2012, the Company is indebted to a company controlled by a director of the Company for $20,000 (February 29, 2012 - $20,000). The amount is included in accounts payable and is unsecured, non-interest bearing and due on demand.

SHARE DATA

Capitalization as of November 30, 2012

The Company is authorized to issue an unlimited number of common shares

As at February 29, 2012, the Company held 1,300,001 shares in escrow pursuant to an escrow agreement dated June 6, 2012. Upon listing the Company's shares on the Canadian National Stock Exchange ("CNSX") on November 2, 2012, 130,001 shares were released from escrow.. As at November 30, 2012, there are 4,525,319 common shares issued and outstanding, of which 1,170,000 common shares are held in escrow.

During the nine month period ended November 30, 2012, the Company issued a total of 3,225,318 units pursuant to the exercise of Series "A" special warrants for no additional consideration. Each unit consisted of one common share and one share purchase warrant, of which 2,183,651 share purchase warrants are exercisable $0.15 per share and 1,041,667 share purchase warrants are exercisable at $0.25 per share, for a period of two years following the date a final receipt is issued by the British Columbia Securities Commission ("BCSC") for the Company's prospectus. On October 12, 2012, the Company received final receipt for the Company's prospectus from the BCSC and the Company's shares were listed on the CNSX on November 2, 2012.

Stock Option Plan

On March 22, 2012, the Company approved a Stock Option Plan (the “Plan”) authorizing the issuance of a maximum of 10% of the Company’s outstanding common shares on each grant date, inclusive of all shares reserved for issuance pursuant to previously granted stock options. Stock options to purchase common shares of the Company under the Plan may be granted by the Board of Directors to a director, officer, employee or consultant of the Company. The stock options are subject to vesting limitations, exercise price, and exercise periods, to a maximum term of 5 years, as determined by the Board of Directors.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that would require disclosure.

PROPOSED TRANSACTION

On December 6, 2012, the Company entered into a Letter of Intent (“LOI”) with Geostar Mining Bulgaria JSC (“Geostar”) to acquire 100% of the issued and outstanding shares of Geostar (the “Proposed Transaction”) which will result in Geostar becoming a wholly-owned subsidiary of the Company. Geostar is a privately held corporation existing under the laws of the Republic of Bulgaria and its primary business is the exploration and development of mineral properties in Bulgaria. Pursuant to the Proposed Transaction, the Company will issue (i) 40,000,000 common shares in exchange for the 50,000 common shares of Geostar currently outstanding, (ii) 275,000 common shares on conversion of an existing convertible debenture issued by Geostar (plus such additional number of common share as may be required to settle accrued interest), (iii) warrants to acquire 220,000 common shares at an exercise price of $0.25 per share until September 30, 2014, and (iv) warrants to acquire 110,000 common shares at an exercise price of $0.35 per share until September 30, 2014. In connection with the Proposed Transaction, the Company will issue 600,000 common shares as payment of a finder’s fee.

The Proposed Transaction is subject to various conditions, including approval from the CNSX and the completion of a private placement of units for a minimum of $600,000 at no less than $0.25 per unit. Each unit will consist of one common share and one share purchase warrant exercisable for 24 months at $0.35 per share. Alternatively, Geostar may raise the minimum required funds via an offering of convertible debt of Geostar at a price and on such other terms to be agreed to by the Company.

CRITICAL ACCOUNTING ESTIMATES

The Company’s critical accounting estimates include the valuation of exploration and evaluation assets, and valuation of deferred income tax assets and valuation allowances. Estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The interim financial statements for the nine month period ended November 30, 2012 was prepared in accordance with IAS 34, “Interim Financial Reporting of the International Financial Reporting Standards”.

The Company has not made any changes to its accounting policies since its incorporation date.

FINANCIAL AND OTHER INSTRUMENTS

The Board of Directors has overall responsibility for the establishment and oversight of the Company’s risk management framework. The Company's risk management activities include the preservation of its capital by minimizing risk related to its cash. The Company does not trade financial instruments for speculative purposes. The Company does not have a risk management committee nor written risk management policies. The Company is exposed in varying degrees to a variety of financial instrument and related risks. Those risks and management’s approach to mitigating those risks are as follows:

(a) Fair Values

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, price risk, currency risk and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, November 30, 2012 $
Cash	186,629	–	–	186,629

The fair values of other financial instruments, which include amounts receivable, accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) 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 in its cash and receivables. Cash is held with major banks in Canada, which are high credit quality financial institutions as determined by rating agencies. The Company's receivables comprise amounts due from government agencies.

(c) Currency Risk

The Company's functional currency is the Canadian dollar. There is low foreign exchange risk to the Company as the Company primarily operates within Canada.

(d) Interest Rate Risk

The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates and its short-term term deposits at prescribed market rates. The fair value of the Company's cash is not significantly affected by changes in short- term interest rates. The income earned from the bank accounts and short-term term deposits is subject to movements in interest rates.

(e) Liquidity and Funding Risk

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available capital in order to meet its liquidity requirements. Management maintains sufficient cash to satisfy short-term liabilities in highly liquid investments.

Funding risk is the risk that market conditions will impact the Company's ability to raise capital through equity markets under acceptable terms and conditions.

(f) Price risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS OR IPO VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The Company has not had significant revenue from operations. During the nine months ended November 30, 2012, the Company incurred filing fees of $24,209, professional fees of $41,940, rent of $4,500 and office and general expenses of $88.

ADDITIONAL DISCLOSURE FOR JUNIOR ISSUERS

The Company expects that its current capital resources will be sufficient to fund operations, other than the phase two exploration program, for about one year. Estimated total operating costs during the year are expected to total about $50,000 for general and administration expenses, and outstanding fees related to the Company's listing on the CNSX, and $55,000 for a phase one exploration program. If the results of the phase one exploration program are successful, then the Company intends to incur a budgeted $140,000 for a phase two exploration program. At present the Company only has sufficient funds to conduct the phase one exploration program and the Company will need to raise additional capital. There is no assurance that the Company will be successful in raising additional funds.