FORM 51-102F1
SAINT JEAN CARBON INC.
MANAGEMENT DISCUSSION & ANALYSIS

For the Year Ended October 31, 2013

This Management Discussion and Analysis ("MD&A) was prepared February 26, 2014.

This MD&A of the results of operations and the financial condition of Saint Jean Carbon Inc. ("St. Jean" or the "Company") (formerly Torch River Resources Ltd.) supplements but does not form part of the audited financial statements and accompanying notes of the Company for the year ended October 31, 2013. Consequently, the following discussion and analysis of the financial condition and results of operations of Saint Jean Carbon Inc. should be read in conjunction with the audited financial statements for the year ended October 31, 2013.

This MD&A contains certain forward-looking information. All information, other than historical facts included herein, including without limitation data regarding potential mineralization, exploration results and future plans and objectives of St. Jean is forward-looking information that involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate and actual results and future events could differ materially from those anticipated in the forward looking information made as of the date of this MD&A.

With respect to timely disclosure by St. Jean of data and information in general, and especially in the MD&A, materiality and material information is considered by the Company as something that would be likely to affect the Company's share price or influence an investor's decision whether or not to buy, sell, or hold shares once it becomes known to the public.

Additional information can be found on St. Jean on the SEDAR website (www.sedar.com) and on the Company's website (www.saintjeancarbon.com)

GENERAL

The name of the Company was changed from Torch River Resources Ltd. to Saint Jean Carbon on an approval vote at the AGM on October 30, 2013.

St. Jean is a junior resource company involved in the acquisition and exploration of property interests that are considered potential sites of economic mineralization. The Company holds properties in Quebec, British Columbia and Manitoba. The Company is in the process of evaluating the properties and has not yet determined whether they contain reserves that are economically recoverable. Historically, the Company focused its main efforts on exploring for molybdenum (Mo), copper and silver in British Columbia. Molybdenum exploration was done preliminary with the Red Bird property and subsequently at Mount Copeland. However, from 2010 forward, Rare Earth Elements ("REE") found at the Mount Copeland property had the Company performing additional exploration on REE. Fort-Elden, a potential huge copper property was acquired in 2010 and a drilling program was conducted during that year. The Company has increased its tenure size on Fort Elden and Mount Copeland and extended the expiration dates on each of the Fort Elden, Mount Copeland and the Manitoba gold properties.

Commencing May 2013, the focus and direction of the Company moved to building a 100% pure play graphite company. The Company began the transition with the acquisition of the Walker Mine in Quebec. Agreements were struck for the purchase of the Wallingford and Saint Jovite properties during the year and these agreements were subsequently completed in January 2014. Subsequent to the year end, a term sheet was also signed to acquire a further Quebec property, the Clot property.

The Company has a marketing, sales and operational team to move projects through to production. This has been allowed the Company to focus not only on exploration with a goal of producing but through the announcements subsequent to the year end, has signed a non-binding agreement to acquire a cash flowing company, Minmet Carbons Inc., a supplier of Industrial Minerals. Also the Company entered into an Exclusive Distribution Agreement with Miluo Xinxiang Carbon Products Co. Ltd to market, distribute and sell a wide range of synthetic graphite products in the territories of Canada, United States and Mexico.

St. Jean is a reporting issuer in Alberta and British Columbia and is a listed Tier 2 issuer on the TSX Venture Exchange, trading under the symbol "SJL" (formerly TCR). The Company is a venture issuer and is not required to file an Annual Information Form.

GENERAL DEVELOPMENT OF THE BUSINESS

Saint Jean Carbon Inc. (formerly Torch River Resources Inc. and previous to that Torch River Mines Ltd.) was incorporated on June 18, 1997, by Certificate of Incorporation issued pursuant to the provisions of the *Companies Act* (Alberta) and extra-provincially registered to carry on business in the provinces of Saskatchewan, Manitoba, British Columbia and Quebec.

Torch River Mines Ltd. held 100% interests in the High Rock Mineral Claim Block (gold) and the Climpy Mineral Claim both located in Island Lake Manitoba for the purpose of exploring and developing mining claims in northern Manitoba acquiring its interest in the mineral properties. Since incorporation, Torch River Mines Ltd. acquired claims in the Island Lake area located approximately 500 kilometers northeast of Winnipeg, Manitoba, and approximately 20 kilometers from the town of Garden Hill, Manitoba.

On March 26, 2004, the Company was officially formed from the amalgamation of Tael Capital Inc. and Torch River Mines Ltd. under the *Business Corporations Act* (Alberta) under the name Torch River Resources Ltd. The amalgamation was the Company's Qualifying Transaction for listing on the TSX Venture Exchange.

On July 8, 2005, the Company signed an option agreement with Red Bird Resources Ltd. (the "Red Bird Option Agreement") on a mineral claim located in the central coastal region of British Columbia, 105 kilometers north of the town of Bella Coola and 140 kilometers southwest of Houston, British Columbia (the "Red Bird Property"). The Company retains a 25% undivided interest in the property which was earned as at May 31, 2008.

On February 12, 2008, the Company signed an option agreement on (the "Mount Copeland Option Agreement") a past producing molybdenum property located near Revelstoke, British Columbia (the "Mount Copeland Property"). The Company renegotiated the Option Agreement to acquire 100% of the property (subject only to a 2.75% Net Smelter Agreement). On April 23, 2010 with payment of funds and shares, the Company now holds 100% of this property. The tenures have been increased to 1,886.3 hectares from the original 730.1 hectares.

On April 12, 2010 an option agreement (the "Omineca Option Agreement") was signed with a private vendor under which Torch as of October 28, 2011 earned 100% interest in the 12 mineral claims comprising 1,611.5 hectares located in the Omineca Mining Division, Specularite Lake, B.C (the "Fort Elden Property"). The property size was expanded by two claims, from 1,611.5 to 1,873.6 hectares. The Fort Elden Property is in the Babine Lake porphyry belt region of British Columbia. This region is known for its potential for large porphyry copper, copper/gold and copper/molybdenum deposits some of which having been developed as producing mines such as the Granisle and Bell Copper Mines.

On August 19, 2013, the company announced that it had completed the transaction to acquire Walker. This is a past graphite producer with about 816 tons of lump graphite extracted from the mine between 1876 and 1920. The property consists of 4 claims covering the past mine and 11 claims covering interesting geological context for more graphite mineralization in the region around the deposit. No mining restrictions exist over those claims. The property covers 9.02 square km of land and is located 40 km north-east of Ottawa. Main roads are located 2 km away from the Walker Mine. A secondary or private road runs up to the property site which allows for easy access. The regional claims are also easily accessible via a main road.

On October 30, 2013, the name of the Company was changed from Torch River Resources Ltd. to Saint Jean Carbon Inc.

SUMMARY OF PROPERTIES

Red Bird Property

The Red Bird molybdenum property consists of six mineral claims situated in the Skeena Mining Division of west central British Columbia 133 kilometers southwest of Burns Lake and 105 kilometers north of Bella Coola. The property covers an area of 1,952.7 hectares centered on latitude 53°17'44" North and longitude 127°00'34" West in NTS map area 93E/6.

On July 8, 2005 Red Bird Resources Ltd and the Company entered into the Red Bird Option Agreement for the Red Bird Property.

The Red Bird Property represents an advanced molybdenum, copper and rhenium porphyry target. Historic work completed by Phelps Dodge and Craigmont Mines Ltd. have outlined three deposits that could be developed by open pit mining methods. During August 2005, under the direction of A. Kikauka, Craigmont drill core was re-sampled and assayed for molybdenum and copper. This was done from 133 drill hole cores and over 1,400 assay samples. Sub-sets of data were also assayed for gold and rhenium. In 2006 a 1,940 meter drilling program was coordinated through ResourceEye Services Inc. with Ron Parent as the independent P. Geo. on site. Two holes were extended beyond planned depth to determine mineralization levels. There was a 7 kilometer Induced Polarization and Magnetometer (IP) program conducted by Scott Geophysics and rock sampling performed. There was $1.2 million invested in the Red Bird property during the 2006 fiscal year. In 2007, a ten hole drill program was completed with total drilling of 2,645 meters or 8,679 feet of core. This drill program focused on the western extension of the Main Zone, an area that had never been drilled before. The 2008 program consisted of 5,034 meters of drilling and assay results were reported on receipt.

The latest NI 43-101 was completed January 11, 2008. This NI 43-101 covered the 2007 drilling program. It reported in the indicated category of Mo, 88.2 million tonnes versus 43.3 million tonnes in 2006 (an increase of 103.7%) and the contained Mo increased from 61.2 million pounds to 118.6 million pounds (93.8% increase). The offset was a reduction to the inferred category. The total tonnage of the resource at a 0.03% Mo cutoff increased by 33% while the contained molybdenum increased by 29%.

As of May 31, 2008 the Company became the legal and beneficial owner of a non-transferable 25% undivided interest in the property (as defined by the Red Bird Option Agreement which is available on the Company's SEDAR site accessed through www.sedar.com). The Company did not complete the Option Agreement to earn 100% of the property.

There has been no activity on the property during 2012 and 2013 fiscal years. The Company is considering divesting these properties now that their focus of the company is on graphite. An impairment charge of $651,372 was taken on this property based on the Company's assessment of activity and opportunity on Red Bird.

High Rock Property and Climpy Property

The High Rock Property and the Climpy Property are gold prospects in northeast Manitoba located approximately 8 kilometers apart and cover approximately 1,550 hectares. The High Rock Property consists of 9 mining claims covering 1,307 hectares and the Climpy Property consists of one claim covering 243 hectares. St. Jean holds a 100% interest in all claims. There was 895 feet of drilling done in 2004. Assay results range from trace to .154 oz/t of gold. Further comprehensive development in the form of bulk sampling will be required on both the Juniper Vein as well as the Main Vein to establish the economic viability of the property. There has been no exploration conducted in fiscal 2013. The tenures on the Climpy property tenure dates are to October 2035 while High Rock was extended to 2022.

There has been no activity on the property during the 2012 and 2013 fiscal years. The Company is considering divesting these properties now that its focus is directed on graphite. The Company took an impairment charge in the amount of $415,938 on these properties during this fiscal year.

Mount Copeland Property

The Mount Copeland Property featured underground production (1970-73) which produced 171,052 tonnes of molybdenum ore and produced 1,193,222 Kg of molybdenum. The calculated head grade for this production was 0.732% Mo. When the Mount Copeland Property was in production in 1970 development work indicated 163,340 tonnes of ore at a grade of 1.83% MoS_2 (or 1.1 % molybdenum). The ore indicated prior to mining has been essentially extracted. The information above is included for comparison purposes only. The information is derived from the December 01, 2008 NI 43-101 Technical Report and the MINFILE Record Summary for MINFILE No. 082M 002 (Mount Copeland), B.C. Ministry of Energy, Mines and Petroleum Resources and the MINFILE Productions Detail Report, B.C. Geological Survey, B.C. Ministry of Energy, Mines and Petroleum Resources, which may be viewed at:

http://minfile.gov.bc.ca/Summary.aspx?minfilno=082M++002
http://minfile.gov.bc.ca/report.aspx?f=PDF&r=Production_Detail.rpt&minfilno=082M++002

In 2008, Mount Copeland had a 10 hole drill program of 2,878 meters completed. Two holes intersected the south limb of the Glacier Zone drag fold and produced intercepts of interest. Hole COP08-8 intersected 0.137% Mo./0.40m and 0.4156% Mo./0.30m., and hole COP08-9 intersected 0.214% Mo./2.70m., and 0.527% Mo./0.70m.

A NI 43-101 Technical Report dated December 1, 2008 was completed and posted on SEDAR on March 16, 2009. This in-depth report was done to provide an evaluation of the existing data on Mount Copeland and determine the potential of the property.

On January 5, 2010, the Company announced results of 31 samples from 7 drill holes from 2008 that were assayed for Rare Earth Elements. A further release dated March 9, 2010 provided mean average values for rare earth elements from the 31 core samples and 53 soil samples. The Company had also conducted a program during the summer of 2010 whereby it conducted Rare Earth Element exploration in the area of molybdenite occurrences and exploring large bodies of granoblastic marble to test for REE mineral potential.

On September 28, 2010, the company announced highlights of 34 rock chip and 72 soil samples taken from a 1.3 X 0.6 km area centered on the property. Of the 34 total rock chip samples, 23 were taken as chip composites across widths ranging from 0.18-2.8 meters (taken at right angles to apparent strike of mineral zone to represent true width), and 11 were sub-crop, not outcrop samples (i.e. not in-situ). Rock and soil samples were shipped to Pioneer Labs for lithium borate fusion, acid dissolution and ICPMS analysis for rare earth elements (14 of 15 analysed, Promethium, Pm not analysed), trace elements, and assays for Mo and Cu for select elevated rock chip samples (geochemical analysis certificate numbers 2102718, 2102718A, & 2102718B). A total of 8 rock chip samples (COPE10AR-3, 12, 19, 20, 22, 23, 25 & 26) contain elevated rare earth elements above the high end of the detection limit, and these samples have been forwarded to ALS Chemex, N Vancouver BC, for lithium borate fusion, acid dissolution and ICPMS analysis. Further assay results were provided subsequent to the year end on November 2, 2010, November 4, 2010, November 23, 2010 and reported on January 4, 2011 receipt of a compilation report on geochemical, geological and petrographic analysis of results

In August, 2011, a total of 22 rock chip and 9 soil samples were taken from the property has shown that it contains molybdenum (Mo), REE (La, Ce, Pr, Nd, Pm, Sm, Eu, Gd, Tb, Dy, Ho, Er, Tm, Yb, Lu), yttrium (Y), zirconium (Zr), and niobium (Nb) bearing mineralization. Previous results from surface sampling in 2010 from this area returned values of 30.5% TREO (total rare earth oxides) from an 18 cm interval rock chip sample at AR20.

Subsequent sampling has extended the Marble Breccia zone to at least a 300 meter strike length. The average of samples taken in this zone is 1.2% REE's. This area will be the main target of the Company's next drill program. Particular attention will focus on the area surrounding rock chip sample AR22. Assays of .25% Neodymium, .04% Yttrium and .008% Dysprosium are of particular interest as these elements are proving to be in very short supply over the next decade. The Marble Breccia ridge gossan appears to be 50 meters thick with an upper layer of some 5 to 10 meters of possible significant REE enrichment.

In 2010 the Company acquired a 100% interest in the Mount Copeland property. Subsequent to the initial Mount Copeland option agreement the Company increased the number of property claims from two to eight. These eight claims now cover a total of 1,886.296 hectares.

There has been no activity on the property during 2013 fiscal year. The Company is considering divesting these properties now that the focus of the company is on graphite.

<u>Fort Elden</u>

On April 12, 2010, the Company announced that it had signed an option agreement on the Fort Elden Property which is comprised of 12 mineral claims covering

1,611.4513 hectares located at Specularite Lake, B.C. The mineral claims are located 100 km west of Fort St. James, BC. This region is known for its potential for large porphyry copper, copper/gold and copper/molybdenum deposits some of which have been developed as producing mines such as the Granisle and Bell Copper Mines.

On April 26, 2010, the Company reported results of fieldwork carried out on the Elden Breccia where a total of 41 soil samples (at 50 m spacing), and 164 magnetometer readings (at 12.5 m spacing), were taken along 2.1 km of east-west trending grid lines. Geochemical highlights (based on Pioneer Laboratories Inc., geochemical analysis certificate 2102609).

Additional work which included detailed geological mapping, geochemical sampling and magnetometer geophysical surveys was conducted in 2010.

On February 8, 2011, the Company reported it received a compilation report which has been filed with the British Columbia Mineral Tenure Branch.

A total of 1,500 meters of drilling was completed in August, 2011 and 750 split core samples (2 m intervals) were taken from 6 drill holes (collared in a 400 X 150 m area) located at the north end of the Elden Breccia mineral zones. Split core samples were processed by Pioneer Labs, Richmond, BC. The results from these 6 drill holes indicate copper-silver bearing mineralization is widespread, and molybdenum bearing mineralization is confined to DDH 2 and 3, located in the west portion of the 250 X 100 m area where drill holes were collared. There are some elevated chromium and vanadium values associated with hornblende gabbro host rock. DDH 4 intersected 2 m @ 0.38 g/t Au (at 114-116 m depth), and there were 4 other >0.1 g/t Au intersections in DDH 1,3,4 & 5, but generally the Au values >0.1 g/t Au Further diamond drilling is planned to evaluate the extent of porphyry style Cu-Mo-Ag bearing mineralization located on Fort-Elden breccia zone.

On October 28, 2011 St. Jean fulfilled its drilling commitment and share requirement under the Option Agreement to become 100% owner of the 12 claims in Fort Elden. The tenures have been increased by two claims to 1,873.63 hectares.

There has been no activity on the property during the 2012 and 2013 fiscal year. The Company is considering divesting these properties now that its focus is on graphite.

<u>Walker</u>

The Walker Mine is a past graphite producer with about 816 tons of lump graphite extracted from the mine between 1876 and 1920. The property consists of 4 claims covering the past mine and 11 claims covering interesting geological context for more graphite mineralization in the region around the deposit. No mining restrictions exist over those claims. The property covers 9.02 square km of land and is located 40 km north-east of Ottawa. Main roads are located 2 km away from the Walker Mine. A secondary or private road runs up to the property site which allows for easy access. The regional claims are also easily accessible via a main road. On October 15, 2013 the Company announced results of two test programs on its lump graphite. The combination of higher reagent concentration and longer retention times in the fifth test provided the 99.1% C best result. (see news release for details) The test work was carried out at Process Research Ortech in Mississauga, Ontario and lab analysis was done at Activation Laboratories in Ancaster, Ontario.

Saint Jovite and Wallingford

On August 15, 2013 the Company announced it had entered into a non-binding agreement to acquire the Wallingford and Saint Jovite lump graphite properties. Wallingford includes the historic Wallingford-Buckingham mine and is located 10 km north of Buckingham village in the Central Metasedimentary Belt of the Grenville geological Province, some 182 km west of Montreal. Saint Jovite is located 8.5 km south-south-east of the village of Brebeuf in the Laurentian region approximately 153. Km northwest of Montreal. The acquisition of this property was closed January 14, 2014 subsequent to the close of the reporting year.

TRANSACTIONS WITH RELATED PARTIES

Mount Copeland Option Agreement

On February 14, 2008 the Company announced that it had signed the Mount Copeland Option Agreement. The vendors of the Mount Copeland Property are William E. Pfaffenberger, President and a director of St. Jean, J. John Kalmet, Andris Kikauka and Multiplex Enterprises.

The consideration to be paid by the Company under the Mount Copeland Option Agreement shall be up to $475,000.00 in cash, 1,300,000 shares of the Company and a work program to be carried out by the Company on the Mount Copeland Property at a cost of approximately $500,000.00. The vendors are entitled to a net smelter royalty of 2.75% on all minerals mined.

The consideration paid by the Company was as follows:

Payment

- Upon execution of the letter of intent, $15,000.00 was paid as a non-refundable deposit;
- $25,000 plus 200,000 shares of the Company prior to April 28, 2008;
- On April 28, 2009, a further $25,000.00 plus 200,000 shares of the Company was paid;
- On April 23, 2010, the Company paid $100,000.00 and issued 1,480,000 shares of St. Jean based on an amending agreement reported on February 25 and, March 24, 2010 and acquired 100% interest in the property;

CONTRACTUAL OBLIGATIONS

The Company has a $300,000 debenture dated July 1, 2013 which matures after the extension on June 30, 2015. As of December 31, 2013, the principal was grossed up by $75,000. Interest accrues from date of issue at a rate of 10% per annum. The debenture can be converted to shares at a $0.10 per unit.

SELECTED QUARTERLY INFORMATION
(Eight Quarter history)

Item	*Qtr 4/13 Three Months Ended Oct 31, 2013*	*Qtr 3/13 Three Months Ended Jul 31, 2013*	*Qtr 2 / 13 Three Months Ended Apr 30, 2013*	*Qtr 1 / 13 Three Months Ended Jan 31, 2013*
Cash & Cash Equivalents including short term investments	94,006	$156,948	$18,419	$60,348
Mineral Exploration and evaluation assets	3,006,731	3,565,562	3,565,562	3,559,422
Working Capital	(627,461)	(524,544)	(236,832)	(132,948)
Net Sales	-	-	-	-
Gain (Loss) before extraordinary items	(2,037,814)	(457,135)	(124,505)	(51,304)
Gain (Loss) after extraordinary items	(2,037,814)	(457,135)	(124,505)	(51,304)
Loss per share *Fully diluted loss per share*	(0.03) (0.02)	(0.01) (0.01)	(0.00) (0.00)	(0.00) (0.00)
Total Assets	3,271,354	3,835,554	3,677,973	3,715,170
Total Long Term Financial Liabilities	226,797	-	-	-

Item	*Qtr 4/12 Three Months Ended Oct 31, 2012*	*Qtr 3/12 Three Months Ended Jul 31, 2012*	*Qtr 2/12 Three Months Ended Apr 30, 2012*	*Qtr 1 / 12 Three Months Ended Jan 31, 2012*
Cash & Cash Equivalents including short term investments	$50,415	$12,776	$46,699	$120,732
Mineral Exploration and evaluation assets	3,549,862	3,547,505	3,538,524	3,524,104
Working Capital	(117,782)	(113,905)	(72,806)	(1,663)
Net Sales	-	-	-	-
Gain (Loss) before extraordinary items	(37,398)	(45,890)	(135,979)	(62,532)
Gain (Loss) after extraordinary items	(37,398)	(45,890)	(135,979)	(62,532)
Loss per share *Fully diluted loss per share*	(0.00) (0.00)	(0.00) (0.00)	(0.00) (0.00)	(0.00) (0.00)
Total Assets	3,710,560	3,704,014	3,729,606	3,788,701
Total Long Term Financial Liabilities	-	-	-	-

The tables are stated in Canadian dollars. These financial statements have been prepared on the basis of accounting principles applicable to a "going concern", which assumes that 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 business.

RESULTS OF OPERATIONS

For the year ended October 31, 2013

Total expenses for the year ended October 31, 2013 were $2,670,758 compared to $282,257, for the year ended October 31, 2012, an increase in expense of $2,388,501.

All properties were evaluated at the end of the year with the Board determining that an impairment charge be taken on the Company's inventory of properties totaling $1,067,310. The impairment was taken against the Red Bird molybdenum property and the Manitoba gold properties.

The Company, changed its focus in the third quarter to building the company as a 100% pure play lump graphite company. Operational costs increased by $1,315,962 as the management team worked to grow the company. The company management and support team now includes sales, marketing, business development, legal and exploration resources placed to move the company quickly forward. In the previous year, the company operated on a maintenance mode.

The Company performed due diligence and acquired the Walker graphite mine in Quebec and commenced the acquisition of Saint Jovite and Wallingford, completing those in January 2014. This, as well as due diligence on opportunities in Sri Lanka and work towards bringing in the other business as announced in January 2014, expanded the scope and intensity of operations . The company incurred costs to bring in the new team and increased infrastructure costs. The Company has two offices with its Head Office in Calgary, Alberta and Executive Office in Oakville, Ontario.

BASIS OF PRESENTATION AND GOING CONCERN

The condensed annual audited statements have been prepared in accordance with International Accounting Standards ("IAS") 34 Interim Financial Reporting under International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board. Accordingly, these year-end financial statements should be read in conjunction with our annual financial statements, which were prepared in accordance with IFRS as issued by IASB.

LIQUIDITY AND CAPITAL RESOURCES

At the end of this reporting year, St. Jean had a working capital deficit of $627,461 compared to the working capital deficit on October 31, 2012 of $121,782. Cash and cash equivalents including cashable short term investments were $94,006 compared to $50,415 last year.

- On November 23, 2012 the Company completed a Private Placement for 4,250,000 shares at $0.02 per share for gross proceeds of $85,000, with a 24 month warrant per share at a price of $0.07 for Year 1 and $0.10 for Year 2.
- On May 7, 2013 the Company entered into an agreement with a certain investor, giving that investor the Subscription Right, but not the obligation, to purchase up to $900,000 in additional units over a 12 month period, at an issue price that is a 20% discount from the 30 day calendar-day volume weighted

average price of common shares, subject to the pricing requirements of the TSX Venture Exchange Corporate Finance Manual. Each Subscription Right is comprised of one common share and one common share purchase warrant which entitles the purchase of one common share at an exercise price that is at a 20% premium of the 30-day volume weighted average price of the stock. The warrants can be exercised on or before the 24 month anniversary of the subscription date. The warrants and Subscription Rights are non-voting and may not be exercised if their exercise would result in the investor holding over 9.9% of the outstanding common shares.

- On May 15, 2013 the Company completed a Private Placement for 2,142,857 shares at $0.035 per share for gross proceeds of $75,000, with 24 month warrant per share at a price of $0.05 for Year 1 and $0.10 for Year 2. This is the first tranche from the May 7, 2013 agreement.
- On June 3, 2013 the Company completed a Private Placement for 2,500,000 Units at $0.03 per Unit for gross proceeds of $75,000, each unit consisted of one common share one share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company for 24 month at an exercise price of $0.05 for Year 1 and $0.10 for Year 2. Finder's fee of $6,000 cash and 200,000 Finder warrants exercisable for one common share at a price of $0.10 for up to 24 months from date of issuance. This was a further tranche from the May 7, 2013 agreement.
- On July 3, 2013 the Company closed a Private Placement consisting of a $300,000 10% unsecured Convertible Debenture, with interest payable semi-annually. The Debenture matures December 31, 2013 but may, at the option of the Company be extended to June 30, 2015 provided that, if extended, an additional gross-up amount of $75,000 shall become due and owing at maturity in addition to the principal amount of the Debenture plus accrued interest. It can be converted, in whole or in part at any time prior to maturity into up to 3,000,000 units at a price of $0.10 per unit. Each unit will consist of one common share in the Company and one common share purchase warrant to acquire one additional common share at an exercise price of $0.10 per share at any time before July 2, 2015. Finder's Fee of $24,000 together with Finder's warrants to acquire 240,000 common shares at a price of $0.10 per share on or before July 2, 2015 was provided.
- On July 16, 2013 the Company entered into an Advisory Agreement with Euro Pacific Canada Inc. to act as financial advisor. Pursuant to the Advisory Agreement, a total of 761,904 common shares were issued to cover the debt at a price of $0.0525 per share for a deemed value of $40,000.
- On August 19, 2013 announced the Company closed an arm's length transaction to acquire the past producing Walker lump graphite mine. As part of the consideration for the transaction, 5,500,000 common shares were issued to the vendor at a deemed value of $0.05 per share for a total of $275,000. Additional consideration included $5,000 payment on signing of the term sheet; a $45,000 payment made in August 2014 and a further issuance of 5,000,000 common shares on the first anniversary of the closing of the transaction.
- On August 28, 2013 the Company closed a private placement that consisted of a $281,250 10% Convertible Unsecured Redeemable Debenture. Interest is payable semi-annually and can be converted, in whole or in part, at any time

prior to August 28, 2014 into units at a price of $0.075 per unit for one year from the date of issue and $0.10 per unit thereafter. Each unit will consist of one common share of the Company and one common share purchase warrant to acquire one additional common share of the Company at an exercise price of $0.10 per share at any time prior to August 28, 2015.

- On August 30, 2013 the Company closed a private placement consisted of a $75,000 5% Convertible Unsecured Redeemable Debenture. The Debenture matures on December 31, 2013 but may be extended for 20 months thereafter provided that, if extended, an additional amount of $18,750 shall become due and owing at maturity in addition to the principal amount of the Debenture plus interest. Interest is payable semi-annually and the Debenture may be converted, in whole or in part, at any time prior to maturity or redemption into units at a price of $0.075 per unit for one year from the date of issue. Each unit will consist of one common share in the Company and one common share purchase warrant to acquire one additional common share of the Company at an exercise price of $0.10 per share at any time prior to August 30, 2015.
- On September 17, 2013 the Company closed a non-brokered private placement consisting of 2,142,857 units at a price of $0.07 per unit for gross proceeds of $150,000. Each units consists of one common share and one common share purchase warrant with an exercise price of $0.10 for a period of twenty four months from the closing. Management of the Company subscribed for 80% of the placement.
- On October 4, 2013 the Company settled an aggregate of $192,500 of debt that was owing to various arm's length consultants through the issuance of 2,750,000 common shares at a deemed price of $0.07 per share.
- On October 4, 2013 the Company issued 879,260 common shares to officers of St. Jean at a deemed price of $0.085 per share.
- On October 30, 2013 at the Company's Annual General Meeting the shareholders approved a grant of 2,400,000 common shares to Paul Ogilvie, the Chief Executive Officer, pursuant to the term of his employment with a deemed value of $0.085 per common share totaling $204,000.
- On October 31, 2013 the Company closed a non-brokered private placement of 2,000,000 units at a price of $0.05 per unit for gross proceeds of $100,000. Each unit consists of one common share and one common share purchase warrant exercisable at $0.075 for a period of 2 years. This is a further tranche from the May 7, 2013 agreement.

St. Jean currently does not have credit facilities with financial institutions and does not anticipate that it will generate revenue from its activities during the early part of the year; therefore it will rely on its ability to obtain equity financing for operations.

Management anticipates that it will be able to raise sufficient capital to further explore and develop its properties and carry out its projects in the future. The Company, however, cannot provide any assurance that equity financing will be available on terms and conditions acceptable to the Company.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

BUSINESS ACTIVITY DURING THE YEAR

This reporting year has seen a significant change in the focus and the management of the Company. On April 28, 2013, Paul Ogilvie, former CEO of Canada Carbon Inc. was appointed as Chairman and Chief Executive Officer. William Pfaffenberger continues as the President of the Company.

Paul Ogilvie has worked in the graphite mining space for the last five years. First with Industrial Minerals (now Northern Graphite) from 2007-2009 where he built the management and engineering team as well as working with the investment bankers to fund the company. His next project was Mega Graphite (2009-2012) which he funded and was CEO. Mega Graphite is now public. He then became CEO with Canada Carbon (2012-2013) and built an experienced team and acquired a number of graphite past producing mines.

The focus and plan for St. Jean is that it evolves into a pure play lump graphite mining company by acquiring projects and looking for ways to build revenue streams by way of joint ventures, partnerships and acquisitions. The company has a full team that has experience encompassing the marketing, sales, legal and operational fields.

To that end, the Company completed the Walker acquisition in Quebec in August. During the preliminary due diligence process, the company announced results of its first grab sampling program on this lump/vein graphite property. Activation Laboratories Ltd. (Actlabs) of Ancaster, Ontario returned a graphite assay value of 89.5 Cg. As part of the consideration for the transaction, 5,500,000 shares of the Company were issued to the vendor at a deemed value of $0.05 per share. Additional consideration for the acquisition included a $5,000 payment on signing of the term sheet; a $45,000 payment to be made on August 30th, 2013 and a further issuance of 5,000,000 shares is required on the first anniversary of the closing of the transaction. All securities issued will be subject to a hold period of four months and one day pursuant to applicable securities laws.

On July 25, 2013 the Company announced it was working towards the terms of a proposed agreement to merge with Plumbago Refining Corporation which had graphite properties in Sri Lanka. The goal of the proposed merger was to create a combined company that will be a better position to advance the development of twenty (20) of their 49 former high grade lump graphite mines located in southern Sri Lanka typically characterized by grades of 90% C and +80 mesh quality or higher. After completing due diligence the Company decided to not continue.

On August 15, 2013 the Company announced that it has entered into a non-binding agreement with a non-arm's length party to acquire the Wallingford and Saint Jovite lump graphite properties. The acquisitions were completed in January 2014.

On October 9, 2013 St. Jean announced that it has entered into an arms-length non-binding purchase and transfer agreement with Han Tal Graphite Ltd. a Sri Lankan based holding company, to acquire 113 mining grids with 56 historical mines and exclusive exploration licenses to explore and develop its wholly owned 113km^2 lump graphite mining claims in south-west Sri Lanka. The Company continues its due

diligence on the agreement.
The Company held its Annual General Meeting October 30, 2013 in Calgary.

The company has developed a full range of exploration, trenching, analysis, mapping and drilling programs that it plans to carry out on its Canadian Properties over the course of 2014 and beyond. The same focus will apply to the Sri Lankan property project if ownership of the claims is finalized and compliant with local regulations. In the case of both the Canadian Properties and Sri Lankan properties, the Company will also take all necessary steps to complete informative NI 43-101's to further provide disclosure on the potential of the sites and the recommend work programs.

RISK AND UNCERTAINTIES

Exploration and mining companies face many and varied kinds of risks. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible.

The principal activity of the Company is mineral exploration and it is inherently risky. Exploration is also capital intensive and the Company currently has no source of income. Only the skills of its management in the mineral exploration and exploration financing serve to mitigate these risks and therefore are one of the main assets of the Company.

SHARES ISSUED AND OUTSTANDING

ISSUED SHARE CAPITAL:

Statement of Changes in Shareholders' Equity

	2013		**2012**	
Common Shares	**Number of shares**	**Share Capital**	**Number of shares**	**Share Capital**
Balance, beginning of year	38,494,993	$11,272,533	34,994,993	$11,101,518
Private Placement	13,035,714	445,000	3,500,000	179,000
Inducement Shares	3,279,260	194,725	-	-
Property Acquisition	5,500,000	412,500	-	-
Shares for Debt	3,511,904	315,000	-	-
Subscription Rec. in Advance	-	40,000	-	-
Share issue costs	-	(43,671)	-	(3,985)
Flow through shares	-	4,000	-	(4,000)
Balance, end of year	**63,821,871**	**$12,640,087**	**38,494,993**	**$11,272,533**

OPTIONS:

	2013		2012	
	Number of options	Weighted Average Exercise Price	Number of options	Weighted Average Exercise Price
Balance, beginning of year	2,715,000	$0.18	2,865,000	$0.36
Granted	-	-	985,000	$0.10
Expired	(415,000)	$0.31	(1,135,000)	$0.60
Exercised	-	-	-	-
Balance, end of year	**2,300,000**	**$0.15**	**2,715,000**	**$0.18**

WARRANTS:

	2013		2012	
	Number of Warrants	Weighted Avg Exercise Price	Number of Warrants	Weighted Avg Exercise Price
Balance, beginning of year	6,777,500	$0.16	4,727,500	$0.20
Issued	13,887,142	$0.07	3,100,000	$0.10
Expired	(2,677,500)	$0.21	(1,050,000)	$0.20
Balance, end of year	**17,987,142**	**$0.09**	**6,777,500**	**$0.16**

RELATED PARTY TRANSACTIONS

During the quarter, the Company incurred charges from directors and officers. The total related party transactions for the financial year to date are summarized as follows:

	Year ended October 31,	
Key Management Compensation	**2013**	**2012**
Retainers, wages and benefits	$284,484	$106,975
Share based payments	269,435	-
Expense reimbursement	36,890	9,809
Total	**509,809**	**116,784**

	Year ended October 31,	
Services & reimbursement of expenses	**2013**	**2012**
Company controlled by the CEO	265,000	-
Company controlled by the CFO	106,963	69,600
Company controlled by the COO	107,000	-
Salaries and benefits	74,956	37,375
Reimbursement of expenses	36,890	9,809

These transactions occurred during the normal course of operations.

SUBSEQUENT EVENTS

- On November 19, 2013 the Company announced that it has finalized the elements of its planned development and exploration program on its three Quebec lump graphite properties known as The Walker, Wallingford and St. Jovite. The Company has established an initial budget of approximately $520,000 for the proposed work programs and expects to commence the work in Quarter 1 2014.
- On December 31, 2013 the Company closed a non-brokered private placement consisting of 6,000,000 units at a price of $0.05 per unit for gross proceeds of $300,000. Each units consists of one common share and one common share purchase warrant with an exercise price of $0.05 for a period of twenty four months from the closing. Management of the Company subscribed more than 25% of the placement.
- On January 6, 2014 the Company closed a non-brokered private placement of 1,500,000 units at a price of $0.05 per unit for gross proceeds of $75,000. Each unit consists of one common share and one common share purchase warrant exercisable at $0.05 for a period of 2 years. This is a further tranche from the May 7, 2013 agreement.
- On January 9, 2014 the Company announced that it had entered into a non-binding agreement to acquire the Clot lump graphite property, a past producing mine located in southern Quebec.
- On January 13, 2014 the Company converted the August 30, 2013 Debenture. The entire outstanding principal amount of the Convertible Debenture in the amount of $93,750 has been converted into 1,250,000 common shares at $0.075 per share, as well as the accrued interest.
- On January 15, 2014 the Company entered into a non-binding agreement with an arm's length party to acquire Minmet Carbons Inc., a private company generating $1.4 million in revenue. It has been a supplier of raw materials to the steel, foundry and mining industries since 1993.
- On January 16, 2014 the Company announced that it has closed an arm's length transaction to acquire the Wallingford and Saint Jovite lump graphite properties. On closing, the Company issued 1,000,000 shares as partial consideration for the Wallingford Property and 1,000,000 shares for partial consideration for the St. Jovite Property. The shares have a deemed value of $0.06 per share. Additional consideration for the transaction included a $2,000 payment on the signing of the term sheet for each of the properties. A further $5,000 is to be made on each property in 2014. The Company is required to issue an additional 500,000 shares for each property on the first anniversary of the closing, subject to the terms of the agreement.
- On January 22, 2014 the Company announced that it entered into an Exclusive Distribution Agreement with an arms-length party Miluo Zinziang Carbon Products Co. Ltd. Of Minuo, Hunan China to market, distribute and sell a range of synthetic graphite products in the territory of Canada, the United States and Mexico. The Miluo agreement represents the first successful efforts of Minmet Carbons and Saint Jean Carbon Inc.
- On February 14, 2014 the Company advises that, subject to regulatory

approval, it intends to issue by way of a private placement $1,000,000 of additional equity. Under the terms of the Offering, the Company will issue up to 10,000,000 Common Units at a price of $0.05 per Common Unit and up to 10,000,000 Flow-Through Units at a price of $0.05 per Flow-Through Unit. Each Common Unit will be comprised of one (1) Common Share at a price of $0.05 per share and one-half (0.5) of a Common Share Purchase Warrant (each whole Common Share Purchase Warrant a "Warrant"). Each Flow-Through Unit will be comprised of one (1) Flow-Through Common Share at a price of $0.05 per share and one-half (0.5) of a Warrant. Each whole Warrant will exercisable into one Common Share of the Company at a price of $0.10 for a period of eighteen (18) months from the closing of the Unit Offering. The Company has agreed to pay a finder's fee to an arm's length finder consisting of a cash fee of 8% of the gross proceeds raised under the Offering and the issuance of non-transferable broker warrants (each a "Broker Warrant") equal to 4% of the total number of Common Units and 4% of the total number of Flow-Through Units sold under the Unit Offering. Each Broker Warrant will be exercisable into one (1) Common Share of the Company at an exercise price of $0.08 per Common Share for a period of eighteen (18) months from the closing of the Unit Offering.

- On February 26, 2014 the Company closed the first of a series of closings for the above Private Placement (February 14, 2014). The first closing placed 8,000,000 Flow-Through Units for a gross proceeds of $400,000. A Finders Fee of $32,000, a due diligence fee of $10,000 and 320,000 broker warrants priced at $0.08 were paid and issued.

APPROVAL

The Audit Committee of the Board of Directors appointed by the Board and consisting of three directors, two being independent has reviewed this document pursuant to its mandate and charter. The Board of Directors of Torch River Resources Ltd. has approved the disclosure contained in the MD&A.

This MD&A is available on the Company's SEDAR site accessed through www.sedar.com

FORWARD LOOKING STATEMENTS

The MD&A contains certain forward looking statements, except for historical information. These statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, levels of activity, performance, and/or achievements expressed or implied by these forward looking statements to vary.

Actual results could differ materially from those currently anticipated due to any number of factors, including such variables as new information regarding potential mineral reserves, changes in demand for and commodity prices of molybdenum, legislative, environmental and other regulatory approval or political changes.

OTHER REQUIREMENTS

Additional information relating to the Company is available on SEDAR at www.sedar.com and on the Company's website www.saintjeancarbon.com.