



MANAGEMENT DISCUSSION AND ANALYSIS (“MD&A”)

For the Three and Six Months Ended June 30, 2013

NOBLE IRON INC.

Basis of Presentation:

The following discussion of the financial condition and results of operations should be read in conjunction with the Interim Condensed Consolidated Financial Statements for the three and six month periods ended June 30, 2013 and the Consolidated Financial Statements and the MD&A for the year ended December 31, 2012 which were prepared under International Financial Reporting Standards (“IFRS”). This MD&A has been prepared as of August 29, 2013 to help investors understand the financial performance of the Company and provide information that management believes is relevant to an assessment and understanding of Noble Iron Inc.’s (“Noble” or the “Company” or the “Group”) business, risks, opportunities and performance measures. We have prepared this document in conjunction with our broader responsibilities for the accuracy and reliability of the financial statements and the development and maintenance of appropriate internal controls in our efforts to ensure that the financial information is complete and reliable. The Audit Committee of the Board of Directors, consisting of three directors, has reviewed this document and all other publicly reported financial information for integrity, usefulness and consistency.

Additional information about Noble, including copies of continuous disclosure materials, is available on Noble Iron’s website at www.NobleIron.com or the SEDAR website at www.sedar.com. Noble Iron maintains the registered head office in Guelph, Ontario, Canada, with executive management offices located in Houston, Texas. Noble Iron’s Investor Relations department can be reached at 1-832-767-4424. The information on the Company’s website is not to be considered a part of this MD&A.

Forward Looking Statements:

This document may contain forward-looking statements which reflect the Company’s current expectations regarding future events. The forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "estimate", "expect", "intend" and statements that an event or result "may", "will", "should", "could" or "might" occur or be achieved and other similar expressions. These forward-looking statements involve risk and uncertainties, including the difficulty in predicting acceptance of and demands for new products, the impact of the products and pricing strategies of competitors, delays in developing and launching new products, fluctuations in operating results and other risks, any of which could cause actual results, performance, or achievements to differ materially from the results discussed or implied in the forward-looking statements. There are many inherent risks in industries that Noble Iron operates; some are more specific to the Company. The reader should consult Noble Iron’s ongoing quarterly filings for additional information on risks and uncertainties relating to these forward-looking statements. The reader should not place undue reliance on any forward-looking statements. Management assumes no obligation to update or alter any forward-looking statements whether as a result of new information, further events or otherwise other than as required by law.

Non-IFRS Measures:

The term “Adjusted EBITDA” refers to net earnings (loss) before interest expense, income taxes, depreciation, amortization, gain on fair value increment on acquisition, acquisition expenses, stock-based compensation, gain on expiry of default judgement, interest expense on convertible debentures, accretion on convertible debentures, and foreign exchange. The Company believes that Adjusted EBITDA is useful supplemental information as it provides an indication of the results generated by the Company’s main business activities prior to taking into consideration how those activities are financed and taxed and also prior to taking into consideration the other items listed above.

Adjusted Working Capital is defined by Management as working capital excluding current liabilities for equipment purchases that remain secured by the equipment. Management believes Adjusted Working Capital is more indicative of the Company’s working capital position. Adjusted EBITDA and Adjusted Working Capital are not recognized measures under IFRS. Readers are cautioned that Adjusted EBITDA and Adjusted Working Capital should not be construed as an alternative to net earnings (loss) or working capital determined in accordance with IFRS as an indicator of the financial performance of the Company or as a measure of the Company’s liquidity or cash flows. The Company’s method of

NOBLE IRON INC.

calculating Adjusted EBITDA and Adjusted Working Capital may differ from other issuers and, accordingly, may not be comparable to similar measures presented by other issuers.

Overview:

Noble Iron Inc., a TSX Venture Exchange listed company (symbol NIR.V), operates in three primary industries:

- Construction and Industrial Equipment Rental
- Construction and Industrial Equipment Distribution
- Enterprise Asset Management Software

Noble Iron Inc.'s Enterprise Asset Management Software business operates under the name Texada Software.

In August of 2011, the Company began operating directly in the construction and industrial equipment rental industry under the name Noble Iron. The Company's Centralized Equipment Logistics Locations™ ("CELLS"), currently operate in Southern California and Houston, Texas.

In May 2012, the Company expanded into the construction and industrial equipment distribution industry through the signing of an exclusive dealer agreement with a global construction equipment manufacturer.

Historical Timeline and Background:

Noble Iron Inc. was incorporated on March 21, 2000 as Aqua Capital Corp. On May 13, 2002 Aqua Capital Corp. was acquired by RentOnTheDot Inc. ("ROTD"), which constituted the Company's "Qualifying Transaction" under Policy 2.4 of the TSX Venture Exchange. As the acquisition resulted in the shareholders of ROTD owning greater than 50% of the Company's common shares, it was accounted for as an acquisition of the Company by ROTD using the purchase method. Systematic Computer Services Corporation ("SCSC") was acquired in 2001 by ROTD.

Effective May 15, 2002, the Company changed its name to "Texada Software Inc." carrying on the business of ROTD, and its principal subsidiary SCSC, developing and providing enterprise asset management software solutions to the equipment rental and construction industry.

On October 22, 2010, the Company announced the appointment of William Swisher as Chief Executive Officer and Nabil Kassam as a director on the board. The Company also announced its intention to pursue strategic vertical expansion directly into the construction and industrial equipment rental and distribution industries.

On August 30, 2011, the Company announced it had concluded the acquisition of certain operating assets of a U.S. based construction and industrial equipment rental business, Rolls Scaffold & Equipment Inc., dba Rolls High Reach ("Rolls"). Established in 1958, Rolls was a Southern California based rental business focused on aerial reach equipment. The Company acquired certain rental fleet and operating assets from Rolls for cash and assumed liabilities of approximately \$1.1 million USD. In addition, the Company purchased rental fleet from an existing lender to Rolls, Terex Corporation, a leading global construction equipment manufacturer. The lender provided term financing in conjunction with the acquisition and took a first preferred security interest in all assets of the Company's wholly owned U.S. subsidiary, Noble Rents, Inc.

On September 15, 2011, the Company completed a previously announced non-brokered private placement for 8,000,000 common shares of the Company at a price of \$0.50 per share, or gross proceeds of \$4.0 million. The Company used the proceeds to satisfy liquidity conditions related to the Rolls acquisition, fleet expansion, and provide for general working capital.

On November 10, 2011, Noble Iron announced the appointment of Nabil Kassam to the role of Executive Chairman, replacing William Swisher who had held the role of Chairman and continues as a director and Chief Executive Officer of the Company. In addition, the Company announced the appointment of Samir Manji and William Palmer to its Board of

NOBLE IRON INC.

Directors. Samir Manji is the founder, President and CEO of Amica Mature Lifestyles Inc. (“Amica”). Amica is an industry leading TSX-listed company which manages and owns luxury independent living retirement communities. William Palmer is a seasoned entrepreneur with over 35 years of experience starting and operating a variety of businesses in the United States, Canada and Europe. Mr. Palmer was the founder and CEO, of one of Europe's largest self-storage companies with locations in England, France and Germany.

On December 2, 2011, the Company’s convertible debentures, with an original face amount of \$1.1 million were retired with accrued interest totalling \$1.7 million. Of the total due outstanding, \$0.6 million was paid in cash to five debentures holders with the balance converted into 1,998,996 common shares of the Company by the remaining debenture holders at an average price of \$0.57 per share.

On May 15, 2012, the Company entered into an exclusive dealer agreement with LiuGong Construction Machinery, N.A. LP (“LiuGong”) for the 20 counties making up the greater Houston, Texas market.

On May 31, 2012, the Company announced the closing of a \$25.0 million USD revolving secured line of credit facility from a large U.S. lender for the recapitalization of all outstanding debt of its wholly owned subsidiary Noble Rents Inc. A total of \$13.2 million was funded at closing. Interest on the variable rate facility was equal to LIBOR plus 325 basis points, approximately 3.50% at closing. The facility has no scheduled principal payments during the four year term, and is guaranteed by Noble Iron Inc. Under the terms of the financing, Noble Rents, Inc. can borrow up to \$25.0 million US based upon borrowing base availability as supported by the subsidiary’s rental fleet, accounts receivable and parts inventory.

On June 28, 2012, the Company announced the addition of Malcolm Hunter and Ron Schwarz to the Board of Directors. Mr. Hunter is an Owner, as well as the President and Chief Operating Officer, of Deeley Harley-Davidson® Canada. Deeley Harley-Davidson® Canada is the single largest customer of Harley-Davidson Inc. globally, and has earned the designation of being one of the 50 Best Managed Companies in Canada for 15 consecutive years. Mr. Ron Schwarz is an independent investor with over 20 years of experience as a senior executive in equity research, wholesale banking and asset management. Mr. Schwarz has held the positions of Executive Director of UBS Global Asset Management Canada, and CIBC’s Managing Director and Head of Canadian Cash Equities.

On June 29, 2012, the Company closed a previously announced non-brokered private placement of 4,500,000 common shares at a price of \$1.00 per share for gross proceeds of \$4.5 million. The proceeds were used to acquire certain assets of Bane Machinery Houston L.P., working capital, and additional fleet purchases for a new CELL in Houston, Texas.

On July 9, 2012, the Company purchased certain assets of Bane Machinery Houston L.P., located in Houston, Texas. Along with the purchase of earth moving assets from Bane, the Company retained all of the Houston-based employees and an active customer list.

On July 23, 2012, the Company announced the completion of a name change from “Texada Software Inc.” to “Noble Iron Inc.”, and that the Company’s shares would trade under the ticker symbol “NIR” on the TSX Venture Exchange. The Company also announced the completion of a stock consolidation on the basis of one (1) new common share for every five (5) the existing common shares. All references in this MD&A, as to the number of shares and per share amounts, reflect this consolidation as if it had taken place on December 31, 2011.

On September 10, 2012, the Company announced, and was advised that, the execution and appeal periods for a default judgment in the original amount of \$0.2 million US rendered against a wholly owned subsidiary in September 2002 had expired. The original default judgment was accrued by the Company along with interest through June 30, 2012. At expiration of the judgement the Company recorded a one-time non-cash adjustment to income of \$0.7 million US.

On September 20, 2012, the Company announced approved financing for the purchase of rental fleet for its equipment rental and distribution businesses. The financing, from a global equipment manufacturer, provided for the ability to purchase approximately \$8.0 million US of aerial work platforms and light construction equipment. The terms of the financing provided for an initial down payment approximating 10%, a 63-month loan term, with an indicative floating interest rate of approximately 5.99% based on the three-month LIBOR rate at the time of the approval.

NOBLE IRON INC.

On October 15, 2012, the Company announced a significant software customer, representing less than 10% of total Company revenues, was to migrate their Texada Software serviced locations to the software platform currently being utilized within their parent company's business. The Company has negotiated terms in which it will assist the customer with its software migration and has secured a revised contract with the customer through 2013.

On May 6, 2013, the Company closed a previously announced non-brokered private placement of 3,846,154 common shares at a price of \$1.30 per share for gross proceeds of \$5.0 million. The proceeds were used to satisfy liquidity conditions related to the refinancing of debt in support of the Company's Houston, Texas CELL, fleet expansion, and to provide for general working capital.

On May 31, 2013, the Company announced the closing of a \$15.0 million USD revolving secured line of credit facility from a large U.S. lender for the recapitalization of all outstanding debt of its wholly owned subsidiary Noble Rents (TX) Inc. A total of \$5.4 million USD was funded at closing. Interest on the variable rate facility was equal to LIBOR plus 275 basis points, approximately 3.00% at closing. The facility has no scheduled principal payments during the four year term, and is guaranteed by Noble Iron (U.S.), Inc. and Noble Iron Inc. Under the terms of the financing, Noble Rents (TX) Inc. can borrow up to \$15.0 million USD based upon borrowing base availability as supported by the subsidiary's rental fleet, accounts receivable and parts inventory.

Description of Noble Iron's Businesses:

Construction and Industrial Equipment Rental

Through wholly-owned U.S. subsidiaries the Company operates in the construction and industrial equipment rental industry, currently in the Southern California and Houston, Texas markets. Established in August 2011, the Southern California CELL effectively services three of the larger MSAs ("Metropolitan Statistical Areas") in the United States, including Los Angeles, San Diego, and Riverside-San Bernardino.

The Company expanded its construction and industrial equipment rental operations to the greater Houston, Texas area in July of 2012. This second CELL serves one of the largest MSAs in the United States.

In conjunction with the entrance into the equipment rental industry in 2011, the Company launched a proactive project, and implementation plan, for Noble Interactive Customer Care ("NiCC"). NiCC is a proprietary customer interface that integrates technology, customer care, and call center interaction as well as a variety of other business processes unique to the Company and the equipment industry.

The Company's construction and industrial rental CELLS deploy fleets of aerial, forklift, heavy construction, and light compact construction equipment supplied by brand name manufacturers such as Terex, LiuGong, Kobelco, New Holland, and others. Segment revenues consist of short term rental revenue to professional contractors along with other ancillary rental associated revenue. Other revenues include proceeds from the disposition of existing rental fleet in the ordinary course as part of the Company's ongoing capital expenditure plan for each respective CELL. Fleet disposals are targeted to maintain an optimal average fleet age while providing recurring capital for fleet reinvestment.

Construction and Industrial Equipment Distribution

Following the announcement of the exclusive LiuGong Construction Machinery distribution agreement on May 15, 2012, the Company also operates in the construction and industrial equipment distribution industry. This exclusive dealership agreement with LiuGong operates out of the Houston, Texas CELL. Under this agreement, the Company is the exclusive distributor of LiuGong Construction Machinery equipment for 20 counties making up and surrounding the greater Houston, Texas area.

Enterprise Asset Management Software

The Company's software division operates under the brand name Texada Software, and is a premier provider of enterprise asset management software solutions for users of construction and industrial equipment and other rentable

NOBLE IRON INC.

assets. Texada's current customers include construction equipment rental companies, equipment dealerships, contractors and construction companies. Texada software applications manage the complete equipment asset life-cycle from acquisition through to disposal, offering enhanced efficiency through better asset utilization, effective location tracking, optimized scheduling, reservation management and other features. The Company's technology solutions are scalable to meet the unique needs of any sized operation and are backed by proven implementation, services, and support.

The segment's revenues are derived from license revenues, which include server license fees, user license fees, Software as a Service ("SaaS") subscription fees and upgrade fees. In addition to these fees, the segment generates maintenance and service revenue. The products are generally licensed under single-year, multi-year, or perpetual arrangements in which the fair value of the license fee is separately determinable from service fees. Maintenance fee arrangements generally include ongoing customer support and rights to certain product updates. Service revenue consists of professional fees charged for product training, consulting, implementation, and programming services. Customers typically purchase a combination of software, maintenance, and professional services.

Noble Iron's Markets:

Construction and Industrial Equipment Rental and Distribution

The equipment rental market consists of companies renting various types of construction and industrial equipment, on both short and long-term contracts, in return for rental fees. The rental industry is highly fragmented and consists of a small number of multi-location regional or national rental houses as well as large number of small independent businesses serving discrete local markets. The industry is driven by a broad range of economic factors including residential and non-residential construction trends as well as overall economic activity.

Construction equipment is largely provided to end users through two channels: equipment rental companies and equipment dealers. Examples of other national rental equipment companies include United Rentals, Hertz Equipment Rental, and Sunbelt Rentals.

Management estimates the total North American construction and industrial related equipment rental and distribution market is currently \$85.0 billion US, with \$35.7 billion representing the size of the equipment rental market in 2012 as published by the American Rental Association ("ARA"). The equipment rental industry experienced 8.6 % growth during the calendar year 2012. The industry grew at a faster pace than the general economy and is expected to continue to do so in 2013 and beyond.

The relative sizes of the three primary segments of the equipment rental market as published by the ARA, on the basis of total revenue generated, are approximately:

- Heavy and Light Construction - 67%
- General Tool - 25%
- Party / Event - 8%

The Company currently operates in the heavy and light construction and industrial equipment rental market, and approximately 98% its current rental fleet is comprised aerial reach, forklift and earth moving equipment. The heavy and light construction equipment rental market consists of equipment with a significant capital cost, and is deployed to contractors to meet the demands of their construction projects. Customers in this market are generally repeat customers with longstanding relationships with equipment rental companies, and in some instances may have contractual supply arrangements for certain types of equipment.

Enterprise Asset Management Software

Customers in the \$35.7 billion US construction equipment rental industry currently account for approximately 90% of the software segment's revenue. It is estimated that there are more than 30,000 companies worldwide who rent various types of equipment, 12,000 of which conduct business in the United States and Canada.

NOBLE IRON INC.

The market for rental management software has existed for over 30 years, and management estimates its growth at generally less than 10% per year. Management estimates there are more than 200 providers of rental management software to the three primary segments of the rental market, and that current annual revenues in the North American enterprise asset management software solutions market are approximately \$50.0 million USD, as it relates to the rental industry. This estimate places the Company's software company as the second largest provider of these solutions.

Financial Overview:

Company Results

The Company continues to pursue growth opportunities within the construction and industrial equipment rental segment, and has continued investing in acquiring additional equipment fleet for existing CELLS. These initiatives are expected to increase the breadth of equipment offered for rent, while filling existing demand that has been achieved through customer relationships and key pricing initiatives.

In addition to growth opportunities, resources are being allocated towards further proprietary technology development designed to improve processes, minimize operational costs and further drive economies of scale.

At the Company's enterprise asset management software segment, the two primary objectives are; to migrate existing customers from customized software products to the current standard version of Texada's ERP software; and to convert on-premise software clients to Texada's SaaS (Software-as-a-Service) cloud-based offering that was launched in 2011. This commitment reaffirms the Company's strategic intent to continue as an industry leading provider of enterprise asset management software solutions to existing customers while continuing to expand its installation base.

Consolidated Quarterly Results

The following chart outlines, in summary form, the Company's comparative results for the last eight quarters along with summarized Statement of Financial Position information presented for 2013 and 2012:

Quarterly Results (000's)	2013		2012				2011	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Revenue	\$5,567	\$4,519	\$4,146	\$3,970	\$4,047	\$4,002	\$3,487	\$1,883
Adjusted EBITDA (loss)	629	277	(164)	145	444	520	78	96
Net earnings (loss) for the period	(1,146)	(1,339)	(593)	(290)	(526)	(406)	(2,410)	4,358
Earnings (loss) per share - basic *	(\$0.06)	(\$0.08)	(\$0.03)	(\$0.02)	(\$0.04)	(\$0.03)	(\$0.21)	\$0.83
Earnings (loss) per share - diluted *	(\$0.06)	(\$0.08)	(\$0.03)	(\$0.02)	(\$0.04)	(\$0.03)	(\$0.21)	\$0.83
Weighted Avg. Shares Outstanding (Basic)	19,900,117	17,331,635	17,194,970	17,133,042	12,671,262	12,554,466	11,221,801	5,251,122
Weighted Avg. Shares Outstanding (Diluted)	19,900,117	17,331,635	17,194,970	17,133,042	12,671,262	12,554,466	11,221,801	5,251,122

Selected Information (000's)	Q2 2013	Q1 2013	Q4 2012	Q2 2012
Total Assets	\$ 40,574	\$ 36,249	\$ 34,782	\$ 29,974
Total Current Liabilities **	\$ 2,822	\$ 7,539	\$ 5,950	\$ 3,044
Total Non-Current Liabilities	\$ 25,468	\$ 20,693	\$ 19,875	\$ 16,997
Total Shareholder Equity	\$ 12,284	\$ 8,017	\$ 8,957	\$ 9,933

*All per share earnings (loss) reflect the July 23, 2012 five (5) for one (1) share consolidation and are presented as if the consolidation took place on December 31, 2010.

** The June 30, 2013 current liability balance includes \$0.6 million of obligations due to manufactures for rental fleet purchased with extended payment terms. These obligations are planned to be converted to long term debt under existing borrowing facilities.

The Company incurred a net loss of \$2.5 million for the six-month period ended June 30, 2013 compared to a loss of \$0.9 million for the same six-month period ended June 30, 2012. Losses continue to be driven primarily by the year over year acquisition of equipment, causing a significant increase in the Company's depreciable asset base. On a consolidated basis, the Company generated a \$2.9 million non-cash expense for depreciation and amortization in the first half of 2013, compared to \$1.6 million in the first half of 2012. The Company's entry into a new market in July 2012 as an early stage CELL also resulted in a greater increase in expenses over revenues at the operating level; this scenario is expected

NOBLE IRON INC.

following the launch of early stage CELLS in new markets. As Noble Iron's processes and technology are implemented and additional fleet is added in new markets, the Company expects profitability to grow as a CELL matures.

Consolidated Company Results

The following chart outlines, in summary form, the Company's consolidated comparative results for the six months ended June 30, 2013 and June 30, 2012:

Comparative Financial Results (000's) - Consolidated Company	Six Months Ended				Three Months Ended			
	June 30, 2013		June 30, 2012		June 30, 2013		June 30, 2012	
Revenue	\$10,086	100%	\$8,049	100%	\$5,567	100%	\$4,047	100%
Cost of Revenue	(4,005)	(40%)	(2,114)	(26%)	(2,275)	(41%)	(1,058)	(26%)
Summary Expenses								
Support, Maintenance and Delivery	(3,167)	(31%)	(2,898)	(36%)	(1,617)	(29%)	(1,478)	(37%)
Research and Development	(400)	(4%)	(409)	(5%)	(179)	(3%)	(149)	(4%)
Sales and Marketing	(692)	(7%)	(573)	(7%)	(314)	(6%)	(288)	(7%)
General and Administration	(3,819)	(38%)	(2,673)	(33%)	(2,062)	(37%)	(1,428)	(35%)
Deferred Income Tax / Recovery	101	1%	260	3%	0	0%	180	4%
Stock Based Compensation	(129)	(1%)	(85)	(1%)	(34)	(1%)	(120)	(3%)
Interest Expense	(443)	(4%)	(505)	(6%)	(216)	(4%)	(240)	(6%)
Foreign Exchange Gain / Loss	(17)	(0%)	18	0%	(16)	(0%)	10	0%
Net Earnings (Loss)	(2,485)	(25%)	(932)	(12%)	(1,146)	(21%)	(526)	(13%)
Add Back:								
Depreciation / Amortization	2,903	29%	1,584	20%	1,509	27%	870	22%
Deferred Income Tax / Recovery	(101)	(1%)	(260)	(3%)	0	0%	(180)	(4%)
Stock Based Compensation	129	1%	85	1%	34	1%	50	1%
Interest Expense	443	4%	505	6%	216	4%	240	6%
Foreign Exchange Gain / Loss	17	0%	(18)	(0%)	16	0%	(10)	(0%)
Adjusted EBITDA	\$906	9%	\$964	12%	\$629	11%	\$444	11%

The Company generated Adjusted EBITDA of \$0.9 million on \$10.1 million of revenue for the first half of 2013, compared to \$1.0 million of Adjusted EBITDA on \$8.0 million of revenue for the first half of 2012. For the first six months of 2013 compared to the same period of 2012, the Company's revenues grew \$2.0 million. The revenue growth is primarily driven by the Construction and Industrial Equipment Rental segment. This segment, and its results, is discussed in further detail below.

Cost of Revenue increased by \$1.9 million for the six months ended June 30, 2013, as compared to the same period ended June 30, 2012, as the result of an increase in depreciation of \$1.3 million. Comparing these periods, operating expenses as a percentage of revenues have remained steady and General and Administration expense has increased by \$1.1 million, which includes \$0.2 million for bad debt expense, \$0.4 million related to the addition of a new CELL in Houston, Texas and \$0.5 million to support growth, technology and process development initiatives.

Expenses, as a percent of revenue, decreased in all categories except for General and Administrative for the three months ended June 30, 2013 as compared to the same period in 2012. The increase in General and Administrative expense during the most recent quarter was directly related to \$0.2 million of bad debt expense and continued investment in support of growth, technology and process development initiatives as noted above. The decrease in interest expense quarter over quarter, and year over year, is directly related to refinancing initiatives completed at both of the Company's rental and distribution CELLS.

NOBLE IRON INC.

Segment Results:

An overview of the Company's operating segments with significant financial activity in the six months ended June 30, 2013 is provided below. Expense incurred by the Revenue Assistance Operations ("RAO"), in support of all operating segments, is also presented.

Construction and Industrial Equipment Rental and Distribution

The Company currently operates construction and industrial equipment rental and distribution CELLS in two major markets, Southern California and Southeastern Texas. The Company entered the segment by way of acquisition, and the operating results for the segment are included in the Company's financial statements from the effective date of acquisition. The following chart contains the year to date comparative data for 2013 and 2012:

Comparative Financial Results (000's) - Construction and Industrial Equipment Rental	Six Months Ended				Three Months Ended			
	June 30, 2013		June 30, 2012		June 30, 2013		June 30, 2012	
Revenue								
Rental	\$ 6,507	86%	\$ 4,987	91%	\$ 3,368	82%	\$ 2,810	96%
Ancillary Revenue	1,036	14%	498	9%	\$ 732	18%	\$ 115	4%
Total Revenue	7,543	100%	5,485	100%	4,100	100%	2,925	100%
Cost of Revenue	(3,748)	(50%)	(1,826)	(33%)	(2,153)	(53%)	(921)	(32%)
Summary Expenses								
Support, Maintenance and Delivery	(2,439)	(32%)	(2,158)	(39%)	(1,255)	(31%)	(1,104)	(38%)
Sales and Marketing	(500)	(7%)	(408)	(7%)	(266)	(6%)	(210)	(7%)
General and Administration	(1,615)	(21%)	(1,083)	(20%)	(833)	(20%)	(568)	(19%)
Deferred Income Tax / Recovery	101	1%	260	5%	0	0%	180	6%
Interest	(407)	(5%)	(421)	(8%)	(199)	(5%)	(198)	(7%)
Net Earnings (Loss)	(\$1,065)	(14%)	(\$151)	(3%)	(\$606)	(15%)	\$104	4%
Add:								
Depreciation / Amortization	2,831	38%	1,508	27%	1,472	36%	830	28%
Deferred Income Tax / Recovery	(101)	(1%)	(260)	(5%)	0	0%	(180)	(6%)
Interest	407	5%	421	8%	199	5%	198	7%
Adjusted EBITDA	\$2,072	27%	\$1,518	28%	\$1,065	26%	\$952	33%

Total revenue generated from the equipment rental and distribution segment for the six months ended June 30, 2013 was \$7.5 million, an increase of 38% over the same period of the prior year. Rental revenue increased 30%, while ancillary revenue from equipment disposals and other activities increased 108% over the same period of the prior year as a result of new and used equipment sales. The net loss for the period was \$1.1 million as compared to a net loss of \$0.2 million for the six-month period ending June 30, 2012. Adjusted EBITDA totaled \$2.1 million for the six months ended June 30, 2013, an increase of 36% over the same period in 2012. The increase year over year in revenue produced an incremental Adjusted EBITDA margin of 27% for the six month period ended June 30, 2013.

Cost of revenue in the six-months ended June 30, 2013 was \$3.7 million comprised primarily of depreciation and amortization of \$2.8 million, as well as cost of goods sold related to new and used equipment sales totaling \$0.7 million. Cost of revenue for the same period ended June 30, 2012 was \$1.8 million comprised primarily of depreciation. Year to date expense, as a percent of total revenue, decreased from 69% of total revenues for the six-months ended June 30, 2012 to 64% during the same period of 2013. The quarterly increase in revenues, and expense, for the three month period ended June 30, 2013, as compared to the same three month period of 2012, is partially influenced by the addition of a new CELL in Houston, Texas, which began operations in July of 2012.

NOBLE IRON INC.

Enterprise Asset Management Software

Comparative Financial Results (000's) - Software Segment	Six Months Ended				Three Months Ended			
	June 30, 2013		June 30, 2012		June 30, 2013		June 30, 2012	
Revenue	\$2,543	100%	\$2,564	100%	\$1,467	100%	\$1,122	76%
Cost of Revenue	(257)	(10%)	(288)	(11%)	(122)	(8%)	(137)	(9%)
Summary Expenses								
Support, Maintenance and Delivery	(728)	(29%)	(741)	(29%)	(362)	(25%)	(375)	(26%)
Research and Development	(400)	(16%)	(409)	(16%)	(179)	(12%)	(149)	(10%)
Sales and Marketing	(96)	(4%)	(166)	(6%)	(11)	(1%)	(79)	(5%)
General and Administration	(345)	(14%)	(353)	(14%)	(192)	(13%)	(137)	(9%)
Interest Expense	(36)	(1%)	(46)	(2%)	(17)	(1%)	(23)	(2%)
Foreign Exchange Gain / Loss	9	0%	(16)	(1%)	7	0%	24	2%
Net Earnings (Loss)	690	27%	545	21%	591	40%	246	17%
Add:								
Depreciation / Amortization	72	3%	72	3%	37	3%	36	2%
Interest Expense	36	1%	46	2%	17	1%	23	2%
Foreign Exchange Gain / Loss	(9)	(0%)	16	1%	(7)	(0%)	(24)	(2%)
Adjusted EBITDA	\$789	31%	\$679	26%	\$638	43%	\$281	19%

Enterprise Asset Management Software revenues are derived from product elements, comprised primarily of license fees, upgrades, and service elements, which include maintenance, implementation and training. Support, maintenance, and delivery expense includes personnel and related costs associated with maintenance, training and professional services efforts. Sales and marketing expenses consist primarily of personnel costs, trade show expense and other promotional activities. Research and development expense includes personnel costs associated with software development. General and administration expense primarily consists of personnel costs associated with the administration of the segment.

The segment recognized revenue totaling \$2.5 million for the six month period ended June 30, 2013 and \$2.6 million for the same period of 2012. Net earnings increased from \$0.5 million for the six month period ended June 30, 2012 to \$0.7 million for the same period in 2013. Adjusted EBITDA totaled \$0.8 million for six month period ended June 30, 2013 as compared to \$0.7 for the same period of 2012.

The segment experienced a \$.04 million increase in revenue during the quarter ended June 30, 2013 as compared to the same quarter of 2012. This increase is directly attributable to the one-time sale of software licenses to a large customer. Correspondingly, this one-time license sale materially influenced the Segment's net margin for the three month period ended June 30, 2013. The reduction in Sales and Marketing expense from the quarter ending June 30, 2013, as compared to the same quarter of 2012, is the result of the reclassification of expense more directly associated with General and Administrative expense.

NOBLE IRON INC.

Revenue Assistance Operations

The Company incurs certain macro-level expense that is presented in this MD&A as Revenue Assistance Operations (“RAO”). This expense represents cost associated with public entity management, planning and executing strategic initiatives, technology and process development, training, research, corporate level management, Company-wide branding, trademark and intellectual property work, as well as other ancillary costs required to support operating segments. A summary of this expense is as follows:

Comparative Financial Results (000's) - Revenue Assistance Operations	Six Months Ended				Three Months Ended			
	June 30, 2013		June 30, 2012		June 30, 2013		June 30, 2012	
Expenses								
Support, Maintenance and Delivery	0	0%	0	0%	0	0%	0	0%
Sales and Marketing	(96)	5%	0	0%	(37)	3%	0	0%
General and Administration	(1,859)	88%	(1,237)	93%	(1,037)	92%	(758)	90%
Stock Based Compensation	(129)	6%	(85)	6%	(34)	3%	(50)	6%
Interest Expense	0	0%	(38)	3%	0	0%	(19)	2%
Foreign Exchange Gain / Loss	(26)	1%	34	(3%)	(23)	2%	(14)	2%
Total	(2,110)	100%	(1,326)	100%	(1,131)	100%	(841)	100%
Non-Cash Expenses								
Depreciation / Amortization	0	0%	4	(0%)	0	0%	4	(0%)
Stock Based Compensation	129	(6%)	85	(6%)	34	(3%)	50	(6%)
Interest Expense	0	0%	38	(3%)	0	0%	19	(2%)
Foreign Exchange Gain / Loss	26	(1%)	(34)	3%	23	(2%)	14	(2%)
Total Net of Non-Cash Expenses	(\$1,955)	93%	(\$1,233)	93%	(\$1,074)	95%	(\$754)	90%

Total expenses, net of non-cash items, at RAO increased \$0.7 million over the comparable six month period from 2012 and \$0.3 million over the comparable three month period from 2012. This expense, which remains in line with expectations, are primarily the result of growth initiatives, integration of acquisitions and continued development of the infrastructure required to support the Noble Iron model, including further development of the Noble Iron Interactive Customer Care capabilities, investment in additional software modules, and data gathering and analytics capabilities.

Liquidity:

Liquidity risk is the risk the Company will not be able to meet its obligations as they become due. The Company manages its liquidity risk through cash and debt management.

The Company’s centralized finance function manages liquidity by assessing future cash flow requirements and maintains sufficient borrowing base availability against the Company’s debt facilities. Cash flow estimates are based upon rolling forecasts that consider borrowing limits, cash restrictions and compliance with debt covenants. Cash, which is surplus to working capital requirements, is managed by the centralized finance function. These funds are typically held as deposits, in both US and Canadian funds, with larger financial institutions.

Cash flow from operations for the six months ended June 30, 2013 was negative \$0.6 million compared to \$0.5 million for the six months ended June 30, 2012. As of June 30, 2013, the Company had cash of \$3.4 million and working capital of \$5.4 million compared to cash of \$5.6 million and working capital of \$6.2 million at June 30, 2012.

As of June 30, 2013, the Company had available unused approved credit facilities (operating, capital, and others combined) of \$15.0 million USD. The Company also had accounts receivable of \$3.6 million and cash totaling \$3.4 million. Management plans to satisfy the Company’s liabilities by means of cash flow generated from operations, existing cash reserves, and refinancing of debt instruments. Management considers adjusted working capital as a more indicative measure of the Company’s near term liquidity. Adjusted working capital was \$5.8 million as of June 30, 2013.

NOBLE IRON INC.

Capital Resources:

During the quarter the Company recapitalized all of its debt supporting the Houston, Texas CELL under a revolving credit facility with an existing lender. This same lender previously provided a similar credit facility to the Company's Southern California CELL. Both facilities are evidenced by a revolving note and security agreement which include a continuing first charge security interest in all of the borrower's assets. Availability under each facility is subject to a borrowing base as determined by the value of rental fleet, accounts receivable and parts inventory. There are no required principle payments under either of the four year facilities and interest is charged on a floating basis using the 1-month LIBOR rate, plus a spread ranging from 225 basis points to 275 basis points. Interest rates on the Company's debt facilities prior to the refinancing were tied to various LIBOR indexes with spreads ranging between 325 basis point and 599 basis points. The Company has provided a corporate guarantee to the lender that is also supported by a pledge of its' common shares in the respective borrower.

The combined balance outstanding under the facilities as of June 30, 2013 is \$24.8 million (\$23.8 million US). As there are no scheduled principal repayments on the facility during the next 12 months, the full amount of the debt has been classified as long-term. The facility contains covenants requiring the Company to maintain certain metrics or ratios. This includes fixed charge coverage, and liquidity ratios. As of June 30, 2013, the Company is in compliance with these covenants.

The lender has also made available to the Company standby letter of credit facilities, subject to borrowing base availability, with an authorized limit of \$4.0 million. No letters of credit were drawn by the Company as of June 30, 2013. The facilities also contain covenants specifying a minimum fixed charge coverage ratio, minimum availability limits and a restriction on dividends to shareholders. As of June 30, 2013 the Company was in compliance with all bank covenants. EBITDA refers to net earnings (loss) before interest expense, income taxes, depreciation, and amortization.

As of June 30, 2013, the Company had cash of \$3.4 million and working capital of \$5.4 million compared to cash of \$5.6 million and working capital of \$6.2 million at June 30, 2012.

Equipment is often procured from manufacturers who offer an extended period before payment is due. During this extended payment period, equipment payables due for these fleet purchases are booked as other current liabilities. Due to temporary timing differences associated with receipt of fleet purchases and their subsequent financing by existing borrowing facilities, these current equipment payables are planned to be converted to long-term debt under existing borrowing facilities. As of March 31, 2013, invoices for equipment shipped to the CELLS amounted to \$4.4 million. As such, short-term borrowings under terms from manufactures related to equipment purchases are included in Other Current Liabilities on the balance sheet.

Off-Balance Sheet Arrangements:

During the six months ended June 30, 2013 the Company did not participate in any arrangements which would be considered off-balance sheet.

NOBLE IRON INC.

Transactions between Related Parties:

There were no material related party transactions during the six months ended June 30, 2013 quarter.

Changes in Accounting Policies:

The significant accounting policies used in preparing the Interim Condensed Consolidated Financial Statements are unchanged from those disclosed in the Company's 2012 annual consolidated financial statements except for the review, assessment, and implementation of new IFRS pronouncements prospectively adopted in its financial statements for the annual period beginning on January 1, 2013. The adoption of these pronouncements did not have a material impact on the financial statements. Further details can be found in the Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 2013.

Risks and Uncertainties:

Noble Iron's management team is responsible for the evaluation and management of risk factors affecting the Company. The following is Management's assessment of the significant risks which would have the greatest impact on the Company over the ensuing 12 to 24 months given currently available information. This analysis contains forward looking statements that may differ materially from actual results.

As described under "Liquidity", the Company had a cash balance of approximately \$3.4 million as of the close of business on June 30, 2013 and had working capital of \$5.2 million. Management's opinion is that adjusted working capital (defined above), which amounted to \$ 5.8 million on June 30, 2013, offers a better indication of the Company's financial position. However, there can be no assurances that the Company's resources, combined with cash generated from future operations, will be adequate to continue funding operations, which includes the funding needed to sustain and grow the equipment rental fleet and further expansion.

Revenue and Collection Risk:

Certain customer concentration risks are present within each segment of the Company. Having a large number of customers with lower average account balances exposes the Company to aggregate billing and collection risk. These risks can include missed billings, unwarranted credits, additional time to collect payments and greater risk of customer default. Continual process improvements are being made to strengthen this area to ensure timely collection of the Company's accounts receivable. These efforts include the positioning of resources and technology to improve the efficiency of invoicing, collections and customer credit processing.

Technology and Software Development:

The process of developing technology from concept stage, through to design and final production involves time to complete testing, redesign and adoption by customers. Unexpected testing results or performance irregularities are normal in a development process and can result in new product offerings being delayed beyond projected time frames or slow adoption from customers. The risk of not developing and introducing reliable products, on a timely basis, presents a risk to the Company's software business. Management mitigates this risk through its continuous product development plan. This continual assessment, adjusted to meet market trends, is communicated periodically with customers and business partners.

Reliance on Key Personnel:

The success of Noble Iron depends on the abilities, experience, efforts and industry knowledge of their respective senior management and other key employees, including its ability to retain and attract skilled management and employees. The loss of services from key personnel could have a material adverse effect on Noble Iron's business, financial condition, results of operations or future prospects, particularly since it does not enter into non-competition arrangements with senior management and other key employees in certain circumstances. In addition, the growth plans described in this

NOBLE IRON INC.

MD&A may require additional employees, increase the demand on management, and produce risks in both productivity and retention levels. Noble Iron may not be able to attract and retain additional qualified management and employees as needed in the future. There can be no assurance Noble Iron will be able to effectively manage its growth, and any failure to do so could have a material adverse effect on its business, financial condition, results of operations and future prospects.

Foreign Currency and Exchange Risk:

Foreign currency risk in the exchange rates between the Canadian dollar and foreign currencies could affect the Company's operating and financial results. The Company is exposed to foreign currency risk as substantially all of its assets and liabilities are denominated in foreign currency, particularly the US dollar. Future growth of the Company is increasingly expected to be in US dollar denominated assets. To date, the Company has funded its growth by issuing equity in Canadian funds and raising debt in US dollars. The Company's management monitors exchange rate fluctuations and presently does not use any derivative instruments to manage foreign currency exposure. As the Company continues to grow its US operations, exposure to foreign currency risk may increase with the likelihood of the Company employing exchange rate derivative instruments.

Asset and Leverage Risk:

The integration and sustained growth initiative of the Company's operations into the construction and industrial equipment rental business poses risks that include, but are not limited to: the considerable financial leverage, debt repayment requirements relative to anticipated cash flow, the execution of an operational turnaround for acquisitions, the reaction of the Company's software customers to its expansion into the segment, and the availability of additional capital to grow the segment beyond the existing CELLS. There can be no assurances that sufficient capital will be available on acceptable terms, if at all.

Having refinanced the debt of the Company's Southern California CELL into a revolving credit facility, secured by the appraised value of the rental equipment, the Company is subject to the risk of market fluctuations related to the value of its rental fleet. If the market value of used equipment were to fall faster and further than management expectations, the Company would be at risk of having an insufficient borrowing base securing its' debt. This would result in a default under the facility if the Company were not in a position to cure the default through additional capitalization. It is also anticipated that the debt supporting the Company's Houston, Texas, CELL will be refinanced under terms substantially similar to those terms of the Southern California CELL.

A significant portion of the Company's debt is subject to interest rate risk due to the fact the rate charged is fully floating tied to LIBOR. A one percent change in the LIBOR rate would result in an additional annual expense to the Company of approximately \$250,000 US. At present, the Company does not employ an interest rate hedge to mitigate this risk. Management may elect to do such in the future. There can be no assurance that a sufficient hedge could be procured to fully mitigate this risk.

The construction and industrial equipment rental industry has demonstrated year-over-year revenue growth surpassing the most recent rate of gross domestic product in the United States where the Company's rental business is transacted. Should the current rate of construction and industrial equipment rental growth in the United States stagnate, or should the United States enter a recessionary period with a prolonged decline in construction activity, the Company may lack sustainable revenue growth needed support its debt obligations and capital expenditure plan.

NOBLE IRON INC.

Outstanding Share Data:

The Company has authorized 100,000,000 preferred shares without par value, assumable in one or more series, as well as an unlimited number of common shares without par value. As of June 30, 2013 the Company had 21,231,122 common shares issued and outstanding. There are no preferred shares outstanding as of June 31, 2013.

During the six month period ended June 30, 2013 the Company issued a total of 3,886,154 common shares, including 40,000 with the exercise of share options and 3,846,154 shares in conjunction with the closing of a private placement. Further information can be found in the Company's Interim Condensed Consolidated Financial Statements for the three and six months ended June 30, 2013 and 2012.

Seasonality:

Revenues within the construction and industrial equipment rental segment will generally be lower from December through March as the winter weather and seasonal migration of workers hampers construction activity. Rental demand for construction and general rental equipment generally increases in April with warmer weather and typically remains strong through the month of November.

The Company's Asset Management Software revenue is largely generated from recurring license fees which accrue and are earned equally throughout the year, therefore seasonality is not a large factor in this business.

Subsequent Events:

None

Additional information relating to the Company is available on SEDAR at www.sedar.com.