

**STRATABOUND MINERALS CORP.
INTERIM MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE QUARTER ENDED SEPTEMBER 30, 2012**

November 29, 2012

The following discussion and analysis of financial condition and results of operations should be read in conjunction with the Company's annual audited financial statements and related notes for the year ended December 31, 2011, the annual Management Discussion and Analysis dated April 30, 2012, and the Condensed Interim Financial Statements and related notes prepared by management for the period ended September 30, 2012 which have been prepared in accordance with International Financial Reporting Standards (IFRS).

Description of Business

Stratabound is in the business of mineral exploration and evaluation, with base metal, silver and gold properties in New Brunswick, and gold and base metal prospects in Quebec. The Company is currently engaged in building a resource base in the infrastructure-rich, world-class Bathurst Mining District of northern New Brunswick, on bringing the CNE lead-zinc-silver deposit into near-term production. At the present time, the Company does not have any producing properties and consequently no revenues.

Overview and Summary

During 2012 Stratabound's efforts have largely focused on bringing the Captain North Extension (CNE) polymetallic deposit into production and on a promising exploration play emerging on the optioned Commander property adjacent to our CNE/Captain claim block.

With respect to the CNE, the Company has reached the final stages of the permitting process and intends to mine and deliver 90,000 tonnes of high grade material from the CNE deposit to Xstrata Zinc's Brunswick No. 12 mill early in 2013 for production of zinc, lead-silver-gold, and bulk (zinc-lead-silver) concentrates, subject to timely receipt of permits.

Surface exploration during 2012 detected and partially defined a major gravity anomaly on the Commander property. A drill hole completed in October intersected several copper-bearing sulphide stringer zones in chloritic pyroclastic rocks resembling the footwall at the Brunswick No. 12 and No. 6 massive sulphide deposits (news release dated November 1, 2012). The gravity survey is currently being extended southward for an additional 1.3 kilometres and the anomaly has strengthened to about 1.0 mgal and is associated with a deep EM conductor. Additional drilling and deep-penetration geophysics is planned during the coming winter season.

Overall Performance

During the first nine months of 2012 the Company spent \$483,155 on its mineral properties, compared with \$829,947 in the first nine months of 2011. The nine month mineral property expenditures include non-cash items of \$36,645 related to options issued to exploration consultants (2011 - \$12,952) and \$4,200 related to shares issued for property acquisition (2011 - \$31,250).

The Company closed a non-brokered private placement on April 17, 2012 comprising 4,200,000 common shares at \$0.05 per share and 2,682,500 flow-through shares at \$0.08 per share for proceeds of \$424,600. On September 21, 2012, the Company closed a non-

brokered private placement of 3,750,000 flow-through shares at \$0.08 per share for proceeds of \$300,000.

At September 30, 2012 the Company had working capital of \$366,290 compared with \$20,253 at September 30, 2011 and a working capital deficit of \$89,020 at the end of 2011. Working capital at the end of the third quarter included available-for-sale investments valued at \$19,934 (2011 - \$56,973). Under IFRS, working capital is reduced by the liability incurred on the issuance of flow-through shares. The current liability of \$117,975 will be reversed when qualifying expenditures are renounced (see Note 6, Interim Financial Statements).

During the period, Stratabound declared a special dividend to its shareholders of 9,946,702 of the 10,000,000 shares of Winston Resources Inc. which had been acquired on the sale of the Elmtree property. As a result, the Company realized a gain of \$99,467 from the change in fair value at the time of acquisition to the date of the dividend.

Selected Financial Information

The financial data are presented in accordance with International Financial Reporting Standards (IFRS). The reporting currency is the Canadian dollar.

Summary of Quarterly Results

2012/2011	Sept 30/12	June 30/12	March 31/12	Dec 31/11
	\$	\$	\$	\$
Revenue – interest income	244	294	50	43
Loss before income taxes (income)	(45,138)	(392,903)	(63,913)	322,633
Comprehensive loss (income)	(44,738)	(95,981)	(26,430)	452,047
Basic and diluted loss per share (income per share)	(0.001)	(0.001)	(0.001)	0.006

2011/2010	Sept 30/11	June 30/11	March 31/11	Dec 31/10
	\$	\$	\$	\$
Revenue – interest income	2,424	596	3,765	1,097
Loss before income taxes	81,404	141,327	66,910	169,891
Comprehensive loss (income)	96,762	160,708	86,446	28,950
Basic and diluted loss per share (income per share)	0.001	0.004	0.001	0.001

As a result of impairment write-downs comprehensive losses can be extremely variable.

Results of Operations

Expenses relating to exploration and evaluation of mineral properties and their acquisition are capitalized as Mineral Exploration and Evaluation Assets on the condensed interim statement of financial position. Details of expenditures incurred on the Company's projects during the first nine months of 2012 and 2011 are listed under the heading "Additional Disclosure" in this Management Discussion and Analysis.

General and administrative expenses in the first nine months of 2012 were \$142,392 compared with \$287,125 for the corresponding period in 2011. The decrease is largely attributable to lower accounting fees in 2012, as the IFRS conversion has been completed, decreased investor relations activities and lower office expenditures.

General and Administrative Expenses

	2012	2011
Nine months ended September 30	\$	\$
Professional Fees	47,228	96,549
Salaries and benefits	39,583	49,098
Office and other	29,359	40,776
Filing fees & investor communications	20,743	70,957
Rent	5,400	4,650
Reassessment	79	25,095
TOTALS	142,392	287,125

The Company's condensed statements of comprehensive income for the nine months ended September 30, 2012 show a gain of \$167,147 compared to a comprehensive loss of \$343,909 for the corresponding period in 2011. This is due to a gain on the disposal of the Elmtree property.

Bathurst Base Metal Properties, New Brunswick

Stratabound owns a 100% interest in the CNE Mining Lease and the CNE/Captain, Taylor Brook and Nepisiguit Brook claim groups, totaling 6,405 hectares, within the Bathurst Mining Camp in northeast New Brunswick, Canada, one of the world's greatest zinc-lead-silver districts. In addition, Stratabound holds an option on 1,049 hectares adjoining the northern boundary of the CNE/Captain claim group. The option agreement is with Commander Resources Ltd., and enables Stratabound to acquire up to a 65% interest in Commander's claims.

These 100%-owned and optioned properties are all situated in the heart of the Bathurst camp, with three world-class base metal mines occurring within a 20 kilometre radius of them, namely Brunswick No. 12 (the world's largest underground zinc mine), Brunswick No. 6, and Heath Steele. The wholly-owned claims host three known base metal sulphide bodies: the Captain, CNE and Taylor Brook deposits, on properties with potential that has not been fully explored.

Stratabound's expenditures for the nine month period ended September 30, 2012 on the Bathurst base metal properties not including Commander, totalled \$278,591. Cumulative expenditures to September 30, 2012 are \$6,185,160 net of provincial government incentive payments and property expense write-offs.

Captain North Extension (CNE) Deposit

In November 2011 an independent, National Instrument 43-101 compliant Preliminary Economic Assessment (PEA) was completed by Tetra Tech WEI Inc. of Toronto, Ontario in order to determine baseline economics.

The PEA concluded that the CNE zinc-lead-silver deposit demonstrates robust economics as a potential open pit toll-milling operation, with an Internal Rate of Return of 292% (News Release dated December 1, 2011).

At a 1.5% ZnEq* cut-off, Tetra Tech reported a Measured resource of 37,710 tonnes at 5.77% Zn, 1.91% Pb, 0.06% Cu and 63.91 g/t Ag; an Indicated resource of 277,044 tonnes at 4.54% Zn, 1.66% Pb, 0.11% Cu and 60.40 g/t Ag; and an Inferred resource of 16,517 tonnes at 2.74% Zn, 1.20% Pb, 0.06% Cu and 37.50 g/t Ag.

A number of undrilled geophysical anomalies located north, east and south of the CNE deposit require exploration in the future to determine whether they represent additional mineralization.

Tetra Tech reports the resource estimate in a zinc equivalent (ZnEq%) cut-off. ZnEq% is often used in polymetallic deposits to value all other metals in the deposit as an equivalent to zinc. ZnEq% is calculated based on metal value and metal recovery. The following parameters and equation were employed in determining the ZnEq% values: **ZnEq% = (((Zn Price * Zn Grade * 22.04622 * Zn Recovery) + (Pb Price * Pb Grade * 22.04622 * Pb Recovery) * (Cu Price * Cu Grade * 22.04622 * Cu Recovery)) / (Zinc Price)) / 22.04622, where Zn price = \$1.06; Zn recovery = 76.50%; Pb price = \$0.99; Pb recovery = 80.75%; Cu price = \$3.01; Cu recovery = 82.03%; lbs per tonne = 2,204.622.*

Captain Deposit

The most recent NI 43-101 compliant Technical Report and Resource Estimate, dated March 4, 2011, which is summarized below, reflects mineralization defined by 30 drill holes to date:

At 1.0% CuEq* cut-off: Measured & Indicated 667,000 tonnes @ 1.42% Cu, 0.048% Co, 0.25 g/t Au; plus Inferred 298,000 tonnes @ 1.18% Cu, 0.038% Co, 0.20 g/t Au.
At 0.6% CuEq* cut-off: Measured & Indicated 1,006,000 tonnes @ 1.03% Cu, 0.051% Co, 0.20 g/t Au; plus Inferred 960,000 tonnes @ 0.64% Cu, 0.039% Co, 0.12g/t Au.

**Based on total in-situ metal - no recovery factors applied*

The PEA of the Bathurst properties (November 23, 2011) indicated the Captain deposit to be non-economic at that time and recommended additional drilling to further extend and sample the higher grade core of the mineralized zone, which remains open at depth.

The PEA further recommended that bore hole electromagnetic surveying be undertaken. Strong off-hole anomalies delineated by such work should be considered high priority drilling targets for lead-zinc mineralization flanking the copper stockwork zone.

Taylor Brook Deposit

This extensive blanket of pyritic massive sulphides is located 11 kilometres northwest of the CNE Deposit and 6 kilometres northeast of the 25 million tonne Heath Steele Mine.

Hole TB12-38 was drilled in October to test the 50 metre elevation, intersecting 8 metres of low-grade mineralization (1.49% Zn, 0.91% Pb and 36 g/t Ag). In addition Hole TB96-37, previously drilled to test an IP chargeability anomaly 350 metres west of the deposit was lengthened but intersected only pyrite.

As currently known this low-grade lead-zinc-silver deposit has a strike length of approximately 650 m and a down-dip extent of greater than 600 m. It comprises one to four stratabound horizons of heavily disseminated to semi-massive and massive sulphides interlayered with hydrothermally altered volcanic rocks.

Width and grades of the base metal mineralization are highly variable within the sulphide zone. Most of the intersections grade less than 3% lead and zinc although narrow high grade intervals (e.g. 1.0 m. of 10.7% Zn, 2.2% Pb and 5.2 oz/ton Ag in Hole TB95-2) have been encountered. Metal zonation, that is, zinc and lead-rich tops and copper enriched

bases, is locally developed on the scale of individual horizons or on the scale of total deposit thickness. The lead, zinc, and copper ratios are consistent with the same ratios from other deposits in the Bathurst Mining Camp.

The renowned Brunswick No.12 Mine contains perhaps 100 million tonnes of similar non-economic pyritic massive sulphides adjoining the high-grade ore bodies, and inasmuch as Taylor Brook is open along strike and down dip, additional drilling appears warranted.

A 1995/96 drill program by Stratabound located a "channel" containing 3% – 8% lead-zinc, representing better grades than those obtained by previous operators, and indicating good exploration potential for Taylor Brook.

The PEA of the Bathurst properties (November 23, 2011) states that further exploration is warranted and recommends that additional drilling be conducted to further investigate the known Taylor Brook deposit, as it has not been delineated laterally to the east or west, nor at depth, in order to determine the continuity of geology and to see whether metal grades improve in these directions. A 24-hole definition drill program was proposed.

The PEA notes that the Taylor Brook deposit appears to have a nucleus of higher grade massive sulphides concentrated in the northwest of the deposit, and proposes that 11 of the 24 holes be drilled along the western edge of the deposit, as there has been no drilling to determine the western extent of the massive sulphide zones.

Stratabound is seeking a joint-venture partner to further explore this potential.

Commander Option

In 2010 the Company entered into a 5-year agreement with Commander Resources Ltd. allowing Stratabound the option to acquire up to a 65% interest in a 1,049 hectare claim group adjoining the northern boundary of the CNE and Captain claims.

Stratabound's initial drilling was encouraging, intersecting good grades of copper-silver-cobalt-gold as disseminations and stringer-type pyrite-chalcopyrite veins (see news release dated February 16, 2011). This mineralization resembles the Captain deposit, located approximately 4.5 kilometres to the south.

The mineralization that was encountered, however, did not explain the very strong electromagnetic responses delineated by Stratabound's initial program of geophysical surveying, and a gravity survey was initiated in mid-2012 to investigate whether massive sulphide mineralization may be present below the intersected stringer network. This survey detected a significant gravity high. With an indicated strength of 0.7 to 0.9 mgal and a width of 400 to 500 metres, this gravity anomaly represented an impressive density contrast which was strengthening and becoming wider in a southward direction, where it remained "open", i.e. unsurveyed to date. By way of comparison, Stratabound's nearby CNE zinc-lead-silver deposit is a 0.25 to 0.3 mgal anomaly.

A hole was drilled in October intersecting 11 metres of 2.0% copper, 0.5 g/t gold and 7.5 g/t silver in chloritic pyroclastic rocks resembling the footwall at the Brunswick No. 12 and No. 6 massive sulphide deposits.

The gravity survey is currently being extended southward for an additional 1.3 kilometres and the anomaly has strengthened to about 1.0 mgal and is associated with a deep EM conductor. Additional drilling and deep-penetration geophysics is anticipated this winter.

Previous geophysical work shows that the gravity anomaly correlates spatially with strong anomalies detected by airborne and ground TDEM; MaxMin EM; IP chargeability; downhole geophysics and airborne and ground magnetic surveys.

The confluence of strong gravity and magnetic anomalies with strong EM conductors, as well as near-surface copper-chlorite stringer showings, represents a first-class drill target for a buried lead-zinc-silver massive sulphide deposit.

Cumulative expenditures to September 30, 2012 on the Commander option are \$331,334.

Elmtree Gold Property, New Brunswick

On June 22, 2012, Stratabound sold its remaining 40% interest in Elmtree to CNRP Mining Inc. Terms of the sale are:

- \$300,000 cash to Stratabound, payable \$100,000 at closing (received), \$100,000 on the six-month anniversary, and \$100,000 on the twelve-month anniversary; and
- 10,000,000 shares of Winston Resources Inc.

Stratabound has distributed the Winston shares to the shareholders of Stratabound as a dividend of 0.138 shares of Winston for every share of Stratabound that they own. Stratabound shareholders will therefore participate directly in any future developments at Elmtree or at Winston's other properties, with no requirement for Stratabound to contribute further to Elmtree project costs.

Ramsay Brook Gold Property (Murray Group), New Brunswick

No work has been done on this 69 claim (1,110 hectare) property in 2012.

Cumulative expenditures to September 30, 2012 are \$398,149 net of government incentive grants.

Green Point, New Brunswick

Stratabound has a 100% interest, subject to a 2% net smelter return royalty, in 118 claims (2,561 hectares) located 2.5 kilometres northeast of the Elmtree claims.

This grass-roots property contains ten known sulphide occurrences, most of which are irregular veins less than one metre wide, carrying base metal and gold values. Nine holes were drilled by a previous owner, Ben Baldwin. A major alteration zone was reportedly intersected in the drilling. The best intersection was in Hole 3 where 1.17 g/t was reported over a 15.5 metre core length.

In 2011 Stratabound completed an initial exploration program, collecting and assaying 149 soil samples west of the Baldwin gold occurrence. Three prominent soil anomalies were outlined and warrant further follow up, including soil/till sampling, prospecting, and geophysical surveys, with subsequent trenching or drilling if results warrant. Cumulative expenditures to September 30, 2012 are \$45,028.

Lamoreaux Corner, Western New Brunswick

The Company has a 100% interest in a 93 claims (2,060 hectares) gold prospect at Lamoreaux Corner. The property is situated along the Trans-Canada Highway near the U.S. border in western New Brunswick.

No work has been done on these claims in 2012. Cumulative expenditures to September 30, 2012 are \$31,072.

Loch Lomond Area, Southern New Brunswick

The Company has a 100% interest in two properties (39 claims, 813 hectares) in the southern part of the province near the former Cape Spencer gold mine, close to the city of St. John.

The Grassy Lake claims cover a multi-element precious metal basal till anomaly (silver, gold, bismuth, antimony, tellurium) revealed in a New Brunswick Department of Natural Resources survey of basal tills.

The Shanklin Road claims enclose a precious, base and rare metals anomaly discovered by a New Brunswick Department of Natural Resources survey of basal tills.

No work has been done in 2012. Cumulative expenditures to September 30, 2012 are \$11,748.

Gemini Hills, Quebec

Drilling was conducted on the Gemini Hills, Quebec gold property, funded by Canuck Exploration Ltd., a private company based in La Motte, Quebec, which has thereby earned a 25% interest in the property. No mineralization of interest was intersected.

This wholly-owned 519 hectare property is situated near the village of Saint-Gérard-de-Berry, 90 kilometres north of Val-d'Or, Quebec.

After acquiring the claims in September 2010, a number of gold targets were identified with prospecting, induced polarization and magnetics.

In 2011 four outcrops were stripped, washed, sampled and mapped. Channel sampling defined mineralized intervals of 3.71 g/t gold over 1.5m and 1.87 g/t gold over 3.0m, within a mineralized deformation system accompanied by alteration and hydrothermal quartz and pyrite.

An independent geological report interprets this mineralization to be part of a more extensive unexposed gold mineralized system and recommends additional exploration.

The geological setting resembles the Kirkland Lake, Ontario gold camp, with a 4 kilometre diameter syenite stock intruding an assemblage of potassic-altered volcanic and Temiskaming-style conglomeratic rocks.

Cumulative property expenditures to September 30, 2012 are \$205,785.

Enja Property, Quebec

This wholly-owned property is drill-ready following detailed airborne magnetic and VTEM surveys and a MMI-M soil geochemical survey. Stratabound has been engaged in discussions with potential joint venture partners for a drilling program.

Enja (69 claims covering 3,830 hectares) is located in terrain with potential for both precious and base metals. It is situated in Enjalran and Massicotte Townships, northwest Quebec, between the Detour Lake and Casa Berardi gold camps, and 35 kilometres west of the Selbaie Mine, a major past producer of copper, zinc, gold and silver. The Company's ground extends from the Ontario border eastward beyond the Turgeon River, and includes a portion of a pronounced circular structure resembling the metals-rich Selbaie Caldera.

A gold-bearing sulphide to oxide iron formation over 1-kilometre in length has been identified in the western portion of the property, and a volcanogenic massive sulphide setting containing zinc has been identified within a separate fault block on the eastern claims.

Cumulative expenditures on the Enja property to June 30, 2012 are \$277,397 net of Quebec government incentives.

Liquidity

At September 30, 2012, cash and cash equivalents totalled \$313,597 compared to \$63,492 at September 30, 2011 and \$6,432 at December 31, 2011. At September 30, 2012 the Company had working capital of \$366,290 compared with \$20,253 at September 30, 2011 and a working capital deficit of \$89,020 at the end of 2011. Working capital at the end of the third quarter included available-for-sale investments valued at \$19,934 (2011 - \$56,973). Under IFRS, working capital is reduced by the liability incurred on the issuance of flow-through shares. The current liability of \$117,975 will be reversed when qualifying expenditures are renounced (see Note 6, Interim Financial Statements).

During the nine month period the Company raised \$724,600 in private placement financings. The Company anticipates it will receive an additional \$200,000 in proceeds from the disposition of its interest in the Elmtree property.

Subsequent to the period-end, the Company entered into an unsecured loan facility with a private company controlled by its largest shareholder in an amount up to \$1,400,000. This is intended for use in developing the CNE Mining Lease for delivery of 90,000 tonnes of mineralized rock to Xstrata's Brunswick No. 12 mill.

Future exploration is dependent on continued equity financing and/or joint ventures with other companies. The Company has no long-term debt, purchase obligations or off-balance sheet arrangements.

Additional Disclosure

Detailed capitalized exploration and evaluation costs for the nine months ended September 30, 2012 and 2011 are broken-down by project as follows:

NINE MONTHS ENDED SEPTEMBER 30, 2012										
	Bathurst Properties, NB	Ramsay Brook, N.B.	Elmtree, N.B.	Green Point, NB	Enja Que.	Lamoreaux Corner, Western NB	Loch Lomond, Southern NB	Commander Option, NB	Gemini Hills, Que.	TOTALS
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Cost – Jan 01, 2012	5,873,490	396,485	2,006,771	44,188	277,397	30,988	11,588	169,875	200,421	9,011,203
Acquisition & renewals	9,653	1,620	72	840	465	84	160	4,750	678	18,322
Assays and analyses										0
Core shack	27,581							3,900		31,481
Drilling								81,987		81,987
Environmental & feasibility	181,303									181,303
Geochemistry										0
Geology and supervision	41,166	44	254					20,607	2,243	64,314
Geophysics								46,215		46,215
Insurance	2,888									2,888
Line-cutting										0
Salaries	16,000							4,000		20,000
Trenching										0
Options to consultants	34,202								2,443	36,645
Cost - Sept 30, 2012	6,186,283	398,149	2,007,097	45,028	277,862	31,072	11,748	331,334	205,785	9,494,358
Government incentives	(1,123)								(66,517)	(67,640)
Property sale			(2,007,097)							(2,007,097)
Cost – Sept 30, 2012	6,185,160	398,149	0	45,028	277,862	31,072	11,748	331,334	139,268	7,419,621

NINE MONTHS ENDED SEPT 30, 2011												
	Bathurst Properties, NB	Marusia, Otish Mnts Que.	Ramsay Brook, N.B.	Elmtree, N.B.	Green Point, NB	Enja Que.	Lamorneaux Corner, Western NB	Loch Lomond, South NB	Commander Option, NB	Gemini Hills, Que.	Lorenzo, NB, Noel-Mallet Option	TOTALS
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Cost – Jan 01, 2011	5,672,153	229,004	401,779	2,045,375	22,532	276,997	30,498	11,408	155,481	50,534	30,000	8,925,761
Acquisition & renewals	8,700		1,380	72	2,130		490	180	10,000	5,603	17,611	46,166
Assays and analyses	2,828		216	342	3,650					5,686	18,254	30,976
Core shack	12,753			3,889	1,504						6,707	24,853
Drilling											150,606	150,606
Geochemistry	2,836										1,700	4,536
Geology and supervision	155,150		7,110	5,093	13,622				354	12,454	68,907	262,690
Geophysics										35,112	10,781	45,893
Insurance	2,750											2,750
Line-cutting	11,704								1,540	17,529	42,611	73,384
Salaries	16,000	400		2,000	400	400				2,300	6,500	28,000
Trenching										69,876	77,265	147,141
Stock-based compensation	12,952											12,952
Cost - Sept 30, 2011	5,897,826	229,404	410,485	2,056,771	43,838	277,397	30,988	11,588	167,375	199,094	430,942	9,755,708
Government incentives	(52,000)		(14,000)								(30,000)	(96,000)
Option payments				(50,000)								(50,000)
Properties Written off												
Cost - Sept 30, 2011	5,845,826	229,404	396,485	2,006,771	43,838	277,397	30,988	11,588	167,375	199,094	400,942	9,609,708

Subsequent Events

Subsequent to the period-end, the Company entered into an unsecured loan facility with a private company controlled by its largest shareholder in an amount up to \$1,400,000. This facility bears interest at 6% per annum and is repayable on June 30, 2013. Subject to regulatory approval, the Company will also issue 2,000,000 warrants as additional consideration for this facility, exercisable at \$0.20 for a period of three years.

Related Party Transactions

During the nine month period, the Company paid rent of \$5,400 (2011 - \$4,650) for office space owned by officers of the Company.

During the nine month period, the Company paid project management and administrative fees of \$16,000 (2011 - \$nil) to a corporation owned by officers of the Company. Of these fees paid, \$7,000 (2011 - \$nil) were capitalized as mineral exploration and evaluation assets.

Commitments and Contingencies

At September 30, 2012, the Company has an outstanding lease commitment for the rental of a core shack/office/storage facility. The remaining obligation is \$27,000 and the lease expires on July 31, 2013.

The Company is committed to incur qualifying exploration expenditures of \$214,600 before December 31, 2013. At September 30, 2012 all funds were expended. This obligation relates to the flow-through share offering closed on April 17, 2012.

The Company is committed to incur qualifying exploration expenditures of \$300,000 before December 31, 2013. At September 30, 2012, the remaining expenditure obligation is \$229,741. This obligation relates to the flow-through share offering closed on September 21, 2012.

Share Capital

The authorized capital of the Company consists of an unlimited number of common shares without par value. As at September 30, 2012 and November 29, 2012 the number of issued common shares is 75,887,611 (82,252,611 fully diluted at September 30; 82,202,611 fully diluted at November 29, 2012).

Options outstanding at November 29, 2012

Number of Options	Exercise Price	Expiry Date
550,000	0.40	Jan. 9, 2013
2,125,000	0.10	August 17, 2014
50,000	0.12	August 17, 2014
950,000	0.10	September 2, 2015
415,000	0.13	July 12, 2016
2,225,000	0.10	May 17, 2017
6,315,000		

Risks and Uncertainties

The business of exploration and mining is full of risk that even a combination of experience, knowledge and careful evaluation may not be able to overcome. The operations to be conducted by the Company will be subject to all of the operating risks normally attendant upon mineral exploration and development. Failure to obtain financing can result in delay or indefinite postponement of exploration and development projects with the possible loss of such properties. While the Company has been successful in the past at raising funds, there can be no assurance that it will continue to do so. Equity financing opportunities require favorable market conditions and commodity prices that cannot be assured.

Whether a mineral deposit once discovered will be commercially viable depends on a number of factors, some of which depend on the particular attributes of the deposit, such as size, grade and proximity to infrastructure. These factors are beyond the control of the Company. The Company must also compete with a number of companies that may have greater technical or financial resources. The Company is unable to predict the amount of time which may elapse between the date when any new mineral reserve may be discovered and the date when production will commence from any such discovery.

The exploration and development of mineral properties and the marketability of any minerals contained in such properties can be affected by many other factors beyond the control of the corporation, such as metal prices, availability of adequate refining facilities, or the imposition of new government regulation affecting existing taxes and royalties or environmental and pollution controls.

The directors of the Company are engaged and will continue to be engaged in the search for mining interests on their own behalf and on behalf of other companies, and situations may arise where the directors and officers may be in direct competition with the Company. Conflicts of interest, if any, which arise will be subject to and governed by procedures prescribed by the *Business Corporations Act* (Alberta) which require a director or officer of a corporation who is a party to, or is a director or an officer of or has a material contract with the Corporation to disclose his interest and, in the case of directors, to refrain from voting on any matter in respect of such contract unless otherwise permitted under the *Business Corporations Act* (Alberta).

The Company's publicly filed documents are available on SEDAR at www.sedar.com

Additional information on the Company's projects including news releases, maps and photos can be viewed on the Company's website www.stratabound.com.

All scientific and technical data disclosed in this report has been reviewed and verified by Stan Stricker, P.Geol., a Qualified Person within the meaning of National Instrument 43-101.

John Duncan, P.Geol. is the Qualified Person for the Company's New Brunswick projects. Marc Boivin, P.Geol. is the Qualified Person for the Gemini Hills project in Quebec and John Charlton, P.Geol. is the qualified person for the Enja project in Quebec.

Certain information regarding the Company contained herein may constitute forward looking statements. Forward looking statements may include estimates, plans, expectations, opinions, forecasts, projections, guidance or other statements that are not statements of fact. Although the Company believes that the expectations reflected in such forward looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct. These statements are subject to certain risks and uncertainties and may be based on assumptions that could cause actual results to differ materially from those anticipated or implied in the forward looking statements. The Company does not plan to update or alter any forward looking statement except where required by law. Specific statements include plans for further drilling and raising additional equity, specific risks include operational and geological risks and the ability of the Company to raise necessary funds for exploration. The Company's forward looking statements are expressly qualified in their entirety by this cautionary statement.