

**STRATABOUND MINERALS CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE QUARTER ENDED JUNE 30, 2015**

SEPTEMBER 14, 2015

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, 2014 which have been prepared in accordance with International Financial Reporting Standards (IFRS).

Description of Business

Incorporated in March 1986, Stratabound is in the business of mineral exploration and evaluation, currently with base metal, silver and gold properties in New Brunswick. During 2013 the Company completed a bulk mining project and reclamation campaign on its Captain North Extension (CNE) Mining Lease near Bathurst, New Brunswick, with ore being trucked to Xstrata Zinc's mill for production of saleable concentrates. Stratabound's 2014 and 2015 activities have been focused on exploration of its mineral properties.

Overview

Recent Developments

In a release issued by Stratabound on February 17, 2015 Stratabound announced that it had decided to close its doors as it was not able to continue operations. The management of Silver Stream Mining Corp. (Silver Stream) recognized the value of the Stratabound assets and the many years of exploration experience in the Bathurst, New Brunswick Mining Camp, and reached out to the Stratabound board. After Silver Stream management conducted initial due diligence on the Stratabound assets, an agreement was reached on an exchange ratio. Since that time, Silver Stream has done extensive due diligence. These efforts resulted in a Letter of Intent establishing the framework for a business combination of Stratabound and Silver Stream (LOI) announced by Stratabound on May 25, 2015. This combination and additional cash will enable ongoing limited monitoring of the closed CNE mine project, alleviating the responsibility which the New Brunswick government would be required to assume if Stratabound were dissolved. In order to secure the process with Silver Stream, Stratabound's controlling shareholder agreed to loan \$250,000 to the Company by way of two notes.

Pursuant to the LOI, Stratabound and Silver Stream have agreed, subject to certain standard conditions, to the following terms:

- The shareholders of Silver Stream will receive two Stratabound common shares for each Silver Stream common share.
- Stratabound will complete a "shares for debt" transaction with Bellport Resources Ltd. (William Bell) to convert all amounts owed by Stratabound, including any future advances, to equity at \$0.05 per share. Such amounts owing, including advances of funds and accrued interest, are currently estimated at \$204,000.

- As a condition precedent to the business combination, the Company's environmental monitoring liabilities and the regulatory charges against the Company levied by Environment Canada must be resolved on terms satisfactory to Silver Stream.
- The New Brunswick Government will have adopted Environment Canada's requirements with respect to monitoring and sampling of effluent from Stratabound's mining operation, and confirmed no other additional commitments in this regard.

Stratabound currently has 107,962,611 common shares outstanding (123,527,611 fully diluted). Upon completion of the transaction, the expected Stratabound shares will be as follows:

Current Stratabound shares	107,962,611	
To be issued as shares for debt	4,080,000	
Adjusted Stratabound shares	112,042,611	31.1%
To be issued to current Silver Stream holders	248,640,422	68.9%
Total	360,683,033	100%
 Total Fully Diluted	 418,104,883	

The actual number of shares of Stratabound to be issued in completing the transaction will vary, based upon the actual number of Silver Stream shares outstanding at completion.

Completion of the transaction remains subject to a number of conditions, including receipt of the necessary TSX Venture Exchange approval, approval of the shareholders of Silver Stream and legal documentation, including a definitive agreement. The controlling shareholder who owns more than 50% of the Stratabound shares has agreed to consent to the deal.

Upon completion of the transaction, Stratabound intends to hold a special meeting of shareholders to approve certain matters ancillary to the transaction including a consolidation of the common shares of the Company and election of a new board of directors. Stratabound and Silver Stream have agreed as part of the transaction that Margaret Kent will become the chairman of the Company; Terrence Byberg will assume the role as the CEO and Richard Meschke will become the CFO. Directors of Stratabound after completion of the combination will be Michael Page, FAusIMM; Terrence Byberg; Margaret Kent; Dr. Peter N. Calder, P. Eng.; and R. Michael Robb, P.E.

It is contemplated that the definitive amalgamation agreement will be executed by no later than September 30, 2015 and subject to the satisfaction of all conditions precedent it is anticipated that the closing of the transaction will occur no later than October 30, 2015. However, there can be no assurance that the transaction will be completed as proposed or at all.

A cease-trade order halting the trading in the common shares of Stratabound was issued by the Alberta Securities Commission on May 6, 2015 for failure to file the Company's December 31, 2014 audited financial statements. Closing of the transaction cannot take place until the cease-trade order is lifted. The Company is currently in the process of completing all necessary requirements to apply to have the cease-trade order lifted. In preparation for completion of the transaction Silver

Stream has requested that it no longer be a reporting issuer under the rules of the United States Securities Exchange Commission.

On August 6, 2014 the Company was notified of charges brought by Environment Canada under the Fisheries Act and the Metal Mining Effluent Regulations (MMER) with respect to discharges of water from the CNE operation during March through May of 2013. A total of six counts were issued on two different charges. The Company has been in negotiations with the prosecutor regarding a resolution of these charges on terms more favorable to the Company. The prosecutor has proposed a fine of \$80,000 in exchange for a guilty plea to one count on each charge. There are several mitigating factors along with a hardship provision in the Fisheries Act which allows the judge to eliminate any fine for a conviction. The Company believes that the prosecutor has failed to consider these items in his plea offer. The Company has therefore elected to enter a plea of guilty to one count under the Fisheries Act and one count under the MMER. By doing so, the Company will be able to argue the mitigating and hardship factors before the judge in the New Brunswick Provincial Court in Bathurst in late September.

Exploration Activities and Exploration Property Holdings

Exploration Activities

Stratabound's 2015 exploration activities have been limited to maintaining the property positions at the Company's priority properties in the Bathurst, New Brunswick mining camp, Captain and Commander. Other properties have been dropped as required lease expenditures came due.

Stratabound's 2014 exploration activities were directed towards the exploration for base metal massive sulphide deposits on its Captain, CNE, Taylor Brook and Commander claims and gold/base metal mineralization on its Green Point property.

To this end, various geophysical, geochemical, trenching, and drilling programs were conducted throughout 2014.

Bathurst Base Metal Properties, New Brunswick

Stratabound owns a 100% interest in the CNE/Captain and Taylor Brook claim groups, totaling 158 claims, and a 100% interest in the CNE Mining Lease, 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 55 claims 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 (for decades 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.

Captain and Commander

Results were produced from 2014 drilling on the Captain property (7 holes), and from a drill program on the Commander claims (6 holes).

Seven holes were drilled on the Captain claims in 2014. The most interesting hole was CP14-36, which intersected 23.5 metres of sulphides grading 0.67% copper and 0.027% cobalt, including 8.5 metres containing 1.33% copper, 0.051% cobalt, 0.2 g/t gold, and 4.88 g/t silver.

The 2014 Commander program included prospecting, soil sampling, ten trenches and six drill holes. Low-grade lead-zinc was intersected from 111 to 132 metres and from 175 to 211 metres in hole CMD-13-26.

No work was completed during the first half of 2015.

CNE

There were positive results from exploration during summer 2014 at CNE. In 2013, drill hole CNE-13-26 identified the contact between the mineralized, chloritic Nepisiguit Falls Formation footwall of the CNE zinc-lead-silver deposit and the unmineralized Flat Landing Brook Formation. This led Stratabound to undertake a soil sampling program southward along the projected contact, intended to search for additional massive sulphide mineralization. An exceptionally strong soil anomaly was outlined over an area of 130 metres x 100 metres, directly overlying the southern projection of the CNE footwall about 100 metres south of the filled-in pit. A central portion of 95 metres x 65 metres contains on average 2.50% zinc (range 0.28% to 11.0%), 0.61% lead (range 306 ppm to 1.93%), and 271 ppm copper (range 58.1 ppm to 1240 ppm). This exceptional anomaly has not been closed off to the north or northeast.

The anomaly is clearly not due to Stratabound's limited 2013 mining activity. It remains to be seen whether this anomaly is entirely due to the known CNE mineralization or whether it is in part due to an as-yet undiscovered sulphide horizon.

Taylor Brook

During 2014 one hole was drilled on Taylor Brook, intersecting a total of 10.7 metres of semi-massive to massive sulphides in two zones (news release dated November 11, 2014). Increases in thickness and grade compared with the intersections located 80 metres up-dip, combined with strong geophysical responses and limited drilling, indicate good exploration potential for future drilling.

No work was completed during the first half of 2015.

Green Point

Stratabound had a 100% interest, subject to a 2% net smelter return royalty, in 41 claims located 2.5 kilometres north of the Bathurst camp. The 2014 geophysical surveys on Green Point identified electromagnetic (MaxMin and VLF) trends that are thought to reflect late stage cross-cutting mineralization along trend from a 400 metre long airborne electromagnetic anomaly that was detected in 2001 and drill

tested in 2003 by a previous owner. No follow-up work was done on this anomaly during the first quarter of 2015. After further work the Company determined that Green Point was not a priority area, and when efforts to sell the claims were unsuccessful the Company did not renew the claims when they expired in August 2015.

Enja Property, Quebec

Because of the Company's financial situation, no exploration was done in 2014, and in 2015 the Company elected not to make payments on the Enja claims as they came due, and has dropped the property and written off its investment.

Mining and Reclamation

Stratabound's strategy during 2012 to 2013 was to attempt to generate cash flow by taking advantage of a one-time, short-term opportunity to deliver high grade zinc-lead-silver ore from our CNE near-surface massive sulphide deposit to Xstrata Zinc's Brunswick mill, which was within trucking distance. The opportunity had arisen because Xstrata's historic Brunswick Mine, the world's largest underground zinc producer, was running out of ore after 50 years of production, and the mine and mill would be shutting down permanently early in 2013. Stratabound was able to secure an agreement with Xstrata, beginning with a letter of intent in late 2011, later formalized, whereby Xstrata would process however much ore we could deliver to them before the mill would shut down permanently in early 2013. The shutdown was scheduled to take place on or about March 31, 2013.

Although the mill closure was pushed back to mid-April 2013, the delays encountered in the permitting review and approval process left Stratabound only 10 weeks to develop, mine, and truck ore to the mill for production of saleable concentrates. Mine development was initiated on January 26, 2013 and production commenced by March 5, 2013, ending with the closure of the Brunswick mill on April 12, 2013.

The limited time frame and severe weather conditions thwarted the Company's intent to deliver a minimum of 90,000 tonnes, and combined with other adverse circumstances led to disappointing financial returns.

Reclamation of the open pit was undertaken immediately, and was completed in September. Due to the lack of funds monitoring and analysis of the water leaving the site was discontinued and the site has not yet been formally closed.

In addition to the adverse financial results of the CNE operation, the Company has been affected in two other ways as a result of the project. Because of three events in which effluent was discharged into a nearby stream without complete treatment, due to the heavy rainfall which necessitated a controlled discharge to avoid a breach of the berms surrounding the retention ponds, Environment Canada has brought regulatory charges against the Company, which the Company is in the process of contesting. Further, the ongoing monitoring requirements for the discharge points at the property are substantial, in terms of both the extent and frequency of the required sampling. The Company is utilizing Silver Stream staff as advisors in establishing a monitoring program which meets the reasonable needs of the agencies without constituting an insurmountable financial burden on the Company. These two unfortunate circumstances have led the Company to seek an exit strategy, whether

by simply going out of business or by pursuing the Silver Stream proposed business combination.

Overall Performance

During the first six months of 2015 the Company incurred \$10,453 of expenditures on exploration and evaluation of its mineral properties, compared with \$54,051 in the first six months of 2014.

Qualifying exploration expenditures of \$250,000 were renounced in February 2014 relating to the 2,500,000 units at \$0.10 issued on a flow-through basis during the fourth quarter of 2013. All exploration expenditures have now been incurred.

In January 2014, the Company closed a non-brokered private placement of 4 million units priced at \$0.05 per unit for total proceeds of \$200,000. Each unit consisted of one common share of the Company and one half-warrant exercisable for three years at a strike price of \$0.05.

In February 2014, the Company issued 950,000 units, each unit consisting of one share and one warrant exercisable for 5 years at \$0.05, in full settlement of an arms-length 1% net smelter return royalty of \$70,948 payable following production from the CNE open pit mine.

During the twelve month period ending December 31, 2014 the Company incurred \$Nil of production costs (2013 - \$8,412,302) related to the CNE mine (not including depletion and amortization) and an additional \$Nil (2013 - \$1,150,966) related to site reclamation. Production revenue at December 31, 2014 was \$Nil (2013 - \$10,234,236). Exploration expenditures for 2014 were \$861,205 compared to \$336,869 for 2013.

On May 17, 2013, Stratabound repaid in full a \$1.4 million production loan.

At the beginning of 2013 the Company entered into a short-term loan facility with a private company controlled by its largest shareholder in the amount of \$850,000. This facility bears interest at 6% per annum. As additional consideration, the Company issued 1,000,000 common share purchase warrants which vested immediately, and were exercisable at \$0.20 per warrant with an expiry of June 5, 2014. The Company used these funds to post reclamation bonds with the New Brunswick Department of Energy and Mines. During the fourth quarter of 2013, \$720,000 of the reclamation bond was refunded and used to reduce the loan. The remaining \$130,000 bond is to be released after a period of up to three years of monitoring water leaving the CNE mine site. This bond has been provided as security to Bellport Ltd. for a portion of its recent loans to the Company.

During 2013 Stratabound received notification of a \$25,000 exploration grant for the CNE/Captain claim group from the New Brunswick Department of Energy and Mines under the Junior Mining Assistance Program. During 2014 the Company was approved for an additional \$15,000 grant.

The Company closed a non-brokered private placement during the fourth quarter of 2013. A total of 2,500,000 units at \$0.10 per unit were placed for gross proceeds of \$250,000 issued on a flow through basis. Each unit consisted of one common share

of the Company and one share purchase warrant entitling the holder to subscribe for one additional share at \$0.20 for 5 years from closing. At year-end a liability of \$53,266 was recognized. This liability is reversed when qualifying expenditures are renounced. Qualifying exploration expenditures of \$250,000 were renounced in February 2014. At year-end \$26,878 of exploration expenditures remained to be incurred.

Also during October 2013, 25,000 common shares were issued for an extension of the Commander agreement. The fair value of this transaction was \$1,250.

During January 2014, the Company closed a non-brokered private placement of 4 million units priced at \$0.05 per unit for total proceeds of \$200,000. Each unit consisted of one common share of the Company and one half-warrant exercisable for three years at a strike price of \$0.05. Of the \$200,000 raised, \$57,800 was allocated to share capital, and \$142,200 was allocated to contributed surplus in respect of the warrants issued.

During February 2014, the Company issued 950,000 units, each unit consisting of one share and one warrant exercisable for 5 years at \$0.05, in full settlement of an arms-length 1% net smelter return royalty debt of \$70,948 payable following production from the CNE open pit mine. Of the total value of the units, \$28,500 was allocated to share capital and \$27,445 was allocated to contributed surplus in respect of the warrants issued.

During June 2014, the Company issued 1.3 million units priced at \$0.25 per unit for total proceeds raised of \$325,000. Each unit consisted of 1 common share, four flow-through shares and 2.5 warrants exercisable for two years with a strike price of \$0.10. Of the \$325,000 raised, \$195,072 was allocated to share capital, \$71,500 was allocated to the flow-through share premium, and \$58,428 was allocated to contributed surplus in respect of the warrants issued.

Also during June 2014, 100,000 common shares were issued with respect to the Commander agreement at \$0.05 per share.

During August 2014, the Company issued 2.7 million units priced at \$0.25 per unit for total proceeds raised of \$675,000. Each unit consisted of 4 flow-through common shares, one non-flow through common share, and 2.5 warrants, with each whole warrant entitling the holder to subscribe for one additional share for two years for \$0.10 per share. Of the \$675,000 raised, \$409,997 was allocated to share capital and \$265,003 was allocated to contributed surplus in respect of the warrants issued.

In October 2014 4,500,000 common shares were issued upon the exercise of warrants for cash proceeds to the Company of \$350,000.

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

2015 / 2014	June 30 2015	March 31 2015	Dec 31 2014	Sept 30 2014
Revenue – interest income	\$ -	\$ 53	\$ 1,328	\$ 107
Loss before income taxes (income)	28,474	(29,967)	6,463,515	127,733
Comprehensive loss (income)	28,474	(29,967)	6,015,080	128,831
Basic and diluted loss per share (income)	.003	(0.003)	0.065	0.001

2014 / 2013	June 30 2014	March 31 2014	Dec 31 2013	Sept 30 2013
Revenue – mining operations	\$ -	\$ -	\$(209,034)	\$ -
Revenue – interest income	70	125	368	45
Loss before income taxes (income)	58,986	9,248	650,588	1,342,925
Comprehensive loss (income)	60,130	11,964	576,359	1,344,453
Basic and diluted loss per share (income)	0.001	0.0002	0.007	0.018

Results of Operations

Stratabound had a comprehensive loss of \$28,474 for the second quarter of 2015, as compared to a comprehensive loss of \$60,130 for the second quarter of 2014. The smaller 2015 loss resulted from lower general and administrative costs in all categories as the company curtailed its activities.

At June 30, 2015 the Company had a working capital deficit of \$417,053 compared with a working capital deficit of \$406,995 at the end of 2014. Exploration expenditures for the first six months of 2015 were \$10,453 compared to first six months expenditures of \$54,051 for the previous year.

General and Administrative Expenses

General and administrative expenses in the period were \$64,070 compared with \$121,040 for the same period in 2014 (see Table below). The decrease is attributable to a reduced level of activity and lower office costs and professional fees related to the Environment Canada charges stemming from the CNE project versus those incurred in 2014.

Six months ended June 30	2015	2014
Professional fees	\$ 23,600	\$ 26,906
Salaries and benefits	17,155	44,466
Filing fees & investor communications	15,053	18,473
Office and other	6,462	21,194
Rent	1,800	3,600
Finance expense	-	6,401
	\$ 64,070	\$ 121,040

Liquidity

At June 30, 2015 the Company had a working capital deficit of \$417,053 compared with a working capital deficit of \$406,995 at the end of 2014 and a working capital deficit of \$547,046 at June 30, 2014.

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.

Subsequent Events

On July 8, 2015 the Company was reclassified by the TSX Venture Exchange from Tier 1 to Tier 2.

In August 2015 the Company allowed the Green Point claims in the Bathurst mining camp to expire. Efforts to sell the claims were unsuccessful.

In August 2015 the Company received a commitment from Bellport Resources Ltd. for an additional loan of \$250,000 to enable completion of the transaction with Silver Stream.

Related Party Transactions

During the period, the Company paid rent of \$1,800 (2014 - \$1,800) for office space owned by officers of the Company.

Of the total salaries and benefits paid to key management, \$Nil (2014 - \$3,000) was capitalized as mineral exploration and evaluation assets during the year.

Commitments and Contingencies

The Company is committed to incurring qualifying exploration expenditures of \$800,000 before December 31, 2015. At December 31, 2014, the remaining expenditure obligation is \$13,577. This obligation relates to the flow-through share offerings closed during 2014.

At March 31, 2015, the Company has committed to spending an additional \$182,932 on exploration to complete the requirements under the option agreement with Commander Resources Ltd.

Share Capital

The authorized capital of the Company consists of an unlimited number of common shares without par value. At December 31, 2014 the number of issued common shares was 107,962,611 (fully diluted 123,527,611). As at September 14, 2015 the number of common shares issued is 107,962,611 (fully diluted 123,527,611).

Options outstanding at September 14, 2015

Number of Options	Exercise Price	Expiry Date
365,000	0.13	July 12, 2016
1,975,000	0.10	May 17, 2017
1,625,000	0.10	April 8, 2018
3,965,000	0.102	

Warrants outstanding at September 14, 2015

Number of Warrants	Exercise Price	Expiry Date
750,000	\$ 0.10	June 16, 2016
6,750,000	0.10	August 29, 2016
2,500,000	0.20	October 9, 2018
950,000	0.05	February 5, 2019
10,950,000	\$.118	

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. Stan Stricker, P.Geol. is the Qualified Person for the Company.

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.