

FORM 51-102 F1
STRATABOUND MINERALS CORP.
INTERIM MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE QUARTER ENDED SEPTEMBER 30, 2006

November 29, 2006

The following discussion and analysis of results and operations should be read in conjunction with the Company's annual audited financial statements with related notes for the year ended December 31, 2005, the annual Management Discussion and Analysis dated April 28, 2006, and the unaudited financial statements prepared by management for the quarters since year-end and related quarterly Management Discussions and Analyses.

Description of Business

The Company is in the business of mineral exploration and development, with gold and base metal properties in New Brunswick and gold, diamond and base metal prospects in Quebec. At the present time, the Company does not have any producing properties and consequently no revenues.

Overall Performance

During the third quarter of 2006 the Company spent \$119,594 on its mineral properties, compared with \$147,962 in the third quarter of 2005. The difference is mainly attributable to extensive geophysical and geochemical surveys completed on the Ramsay Brook property in northern New Brunswick during the third quarter of last year.

At September 30, 2006, the Company had working capital of \$618,289, up from \$107,537 at September 30, 2005, and up from \$306,649 at year end. The Company has raised an additional \$277,880 to date in the fourth quarter (see "Subsequent Events" below). Stratabound will also receive an exploration grant this year from New Brunswick's Junior Mining Assistance Program for base metals exploration on the Taylor Brook Property.

Selected Financial Information

The Company's financial statements are prepared in accordance with Canadian generally accepted accounting principles (GAAP). The reporting currency is the Canadian dollar.

Summary of Quarterly Results

2006/2005	Sept 30/06	June 30/06	March 31/06	Dec 31/05
	\$	\$	\$	\$
Total Revenue	1,423	604	1,208	692

Net Loss Before Income Taxes	52,471	62,006	32,169	33,065
Net Loss (Gain)	52,471	60,006	38,669	(13,435)
Net Loss (Gain) Per Share	0.002	0.004	0.002	(0.0006)

2005/2004	Sept 30/05	June 30/05	March 31/05	Dec 31/04
	\$	\$	\$	\$
Total Revenue	622	99	696	772
Net Loss Before Income Taxes	23,805	65,000	30,884	38,464
Net Loss	(81,275)	65,000	30,884	38,464
Net Loss Per Share	(0.004)	0.004	0.002	0.003

As a result of write-downs or write-offs from exploration activities and provision for future income tax recovery, net losses can be extremely variable.

Results of Operations

Proceeds of \$673,400, net of share issue costs, were received during the third quarter from a private placement of shares and the exercise of warrants, compared with \$140,750 for the corresponding period in 2005.

All expenses relating to exploration and property acquisition are capitalized as Mineral Properties and are detailed in Note 2 to the Financial Statements and shown below in the "Additional Disclosure" section. General and administrative expenses in the third quarter were \$53,894 compared with \$24,427 incurred during the corresponding period in 2005. Half the increase is due to retention of Linear Capital Corp. for a one-year period for assistance with corporate development activities, and the remaining increase is mainly due to increased professional fees and office costs.

Stratabound incurred a net loss of \$52,471 for the quarter ended September 30, 2006, compared with a gain of \$81,275 recorded for the corresponding period in 2005. This gain was due to future income tax recovery. This recovery represented the income tax effect of the sale of the income tax pools that were renounced to the investors in a flow-through share offering during the third quarter of 2005. The future tax recovery was recognition of an income tax asset that was previously unrecorded.

Elmtree Gold Property, New Brunswick

In late April Stratabound drilled 17 NQ-diameter holes (1,362 metres) on this property near Bathurst in northern New Brunswick. An eighteenth hole was collared but abandoned due to caving and the risk of losing drill rods. The holes tested five parallel, linear, induced polarization (IP) gradient anomalies, a cross-cutting linear magnetic anomaly, and an IP anomaly that offsets the West Gabbro Zone gold deposit (WGZ).

The program's objective was to find near-surface mineralization in new areas where geophysical and soil geochemical (gold-antimony-arsenic) anomalies had been detected by Stratabound in the course of two years of detailed exploration. The program was successful in finding three significant new zones of gold and base metal mineralization and several additional new low grade gold zones. Detailed information was presented in news releases dated May 17, 2006 and July 13, 2006, which are available on the company's website, www.stratabound.com.

Fourteen of the holes (1,101 metres) were drilled in the property's east-central portion to test IP anomalies A, B, C/C1 and D along 950 metres of strike length, as well as a cross-cutting linear magnetic anomaly. These holes were drilled to vertical depths of about 50 metres on broadly separated grid lines 100E, 400E, 800E and 1050E. They indicate a mineralized "system" that appears to exceed 100 meters in width and 650 meters in length along a major thrust fault/unconformity. Multiple gold-bearing zones and polymetallic veins, some with very high grades, are present within this mineralized system. The polymetallic intersections contain gold, silver, zinc, lead and antimony, as well as accessory copper, tin, cadmium and up to 108 g/t indium. Indium is a valuable rare metal with recent prices in the order of \$750 per kilogram.

The company is evaluating the potential economic significance of these new zones with continued drilling and assaying.

Drilling resumed in late September to test the newly discovered mineralized system with fill-in and step-out drilling, and exploration drilling of other untested targets. Fourteen holes have been completed in the current program. Assay results are pending.

John Duncan, P.Geo. and Stan Stricker, P.Geol. are Qualified Persons on this project as defined in National Instrument 43-101.

Elmtree property expenditures for the third quarter of 2006 were \$69,753. Cumulative expenditures to September 30, 2006 are \$733,585 including provincial government incentive payments of \$50,000. The Company acquired a 100% interest in the Elmtree claims, subject to a 2% net smelter return, by making a final payment of \$125,000 and 50,000 shares in October, 2006.

Ramsay Brook Gold Property, New Brunswick

This gold prospect is situated 55 kilometres south-southwest of Elmtree, near the formerly producing Murray Brook (gold-silver-copper) and Restigouche (zinc-lead-copper-silver-gold) mines. The 78 claims cover a 4.7 kilometre portion of the Ramsay Brook Fault, a major regional structure.

Minimal expenses were incurred here during the third quarter of 2006. In October, the Company followed-up areas containing high levels of gold in soils in the western portion of the property with induced polarization geophysics, prospecting and backhoe trenching. A final option payment of \$125,000 and 37,500 shares was due on August 30, 2006 to earn a 100% interest, subject to a 2% net smelter return royalty, in ten of the 78 claims. In exchange for 50,000 shares the vendor agreed to extend the date of the option to year-end. Assay results are pending, and will determine whether the final option payment will be made.

John Charlton, P.Geo. and Stan Stricker, P.Geol. are Qualified Persons on this project as defined in National Instrument 43-101.

Ramsay Brook property expenditures for the third quarter of 2006 amounted to \$3,502. Cumulative expenditures to September 30, 2006 are \$287,712 including a 2003 provincial government incentive grant of \$40,000.

Bathurst Base Metal Properties, New Brunswick

The 100%-owned Bathurst properties (3,853 hectares) host three known base metal sulphide bodies (CNE, Captain and Taylor Brook) and untested magnetic, electromagnetic and lead-zinc-copper-silver soil anomalies on the Nepisiguit, Taylor Brook, Captain and CNE claims.

During the third quarter trenching of an airborne magnetic anomaly at the Taylor Brook zinc-lead-silver property encountered deep overburden, preventing exposure of the underlying bedrock. Drilling is planned to probe this unexplained feature, which may represent iron formation commonly associated with base metal mineralization in the Bathurst district. A small, detailed geophysical survey (magnetics/VLF/MaxMin) will be undertaken to pinpoint drill locations.

Geochemical and geophysical surveys have previously outlined three base metal drill targets on the nearby Nepisiguit claims.

John Duncan, P.Geo. and Stan Stricker, P.Geol. are Qualified Persons on this project as defined in National Instrument 43-101.

Stratabound's expenditures for the third quarter of 2006 on the Bathurst base metal properties totaled \$45,554. Cumulative expenditures to September 30, 2006, net of accumulated depletion, and including \$20,000 of a 2006/2007 provincial incentive grant, are \$2,687,620.

Enja Property, Quebec

In Enjalran and Massicotte Townships, northwest Quebec, exploration is now resuming on the company's Enja gold/base-metal prospect. Geotech Ltd. of Aurora, Ontario is conducting a helicopter-borne time domain electromagnetic geophysical survey over the claims using its VTEM system. The VTEM System is capable of locating deep conductors with a high degree of precision. The Enja property is situated 20 kilometres southeast of the former Detour Lake gold mine and 30 kilometres west of the former Selbaie base metals mine. Historic exploration on this large 69-claim property (3,800 hectares, 10 kilometres of strike-length) displays evidence of both types of mineralization.

Enja and Selbaie are both associated with volcanic calderas located along the axis of a regional fold structure hosting the Detour Lake and Casa Berardi gold camps. Maps showing these features are available on the Company's website, www.stratabound.com.

In anticipation of the current target-defining geophysical survey, a compilation and structural study of the property was undertaken earlier this year. This revealed four target areas displaying geological characteristics typical of Archean iron formation type lode gold deposits. An isolated 1992 drillhole on one of these areas intersected 600 ppb gold over a 16.5 metre interval of silicified sulphide iron formation. Many Archean-age gold deposits worldwide occur in this geological setting.

John Charlton, P.Geol. and Stan Stricker, P. Geol. are the Qualified Persons on this project as defined in National Instrument 43-101.

To earn a 100% interest in the initial 28 claims, subject to a 2% net smelter return royalty, the Company must make a final payment of 50,000 shares to the vendors, and incur \$100,000 in cumulative exploration expenditures prior to January 3, 2008.

During the third quarter of 2006, the Company incurred minimal expenditures of \$1,097. Cumulative expenditures to September 30, 2006 are \$83,657 including \$12,746 of provincial government incentives.

Otish Mountains, Quebec – Marusia Property

This 3,471 hectare diamond/gold prospect is situated in the Otish Mountains region of Quebec, less than 25 kilometers south of the Ashton/Soquem property containing the Renard diamond discoveries, and 10 kilometers north of the Eastmain Gold Mine, a former producer. No work was done on the property during the third quarter of 2006.

John Charlton, P.Geol. and Stan Stricker, P.Geol. are Qualified Persons on this project as defined in National Instrument 43-101.

Marusia is 100% owned by Stratabound, subject to a 2% royalty on any minerals produced from the property.

Cumulative expenditures to September 30, 2006 are \$257,855 including government incentives of \$47,392.

Liquidity

At September 30, 2006, the Company had working capital of \$618,289, up from \$107,537 at September 30, 2005, and up from \$306,649 at year end.

Proceeds of \$673,400, net of share issue costs, were received during the third quarter from a private placement of shares and the exercise of warrants, compared with \$140,750 for the corresponding period in 2005.

The Company has raised an additional \$277,880 to date in the fourth quarter (see "Subsequent Events").

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

Since its incorporation in 1986, the Company has been successful in financing its activities through private placement of shares to individuals and investment funds; revenue from lead-zinc-silver-gold mining in New Brunswick and oil production in Saskatchewan; joint ventures; property sales and option payments; government incentives; and the exercise of warrants and stock options.

The Company's policy, going back to its incorporation in 1986, has been to incur minimal general and administrative costs, utilizing available funds for exploration to the fullest possible extent.

Additional Disclosure

Capitalized expenditures for the third quarter and cumulative costs are shown above for each property in "Results of Operations".

Detailed capitalized exploration and development costs for the three months ended September 30, 2006 and cumulative costs are broken-down by project as follows:

Capitalized Exploration and Development Expenses

	Bathurst, N.B.	Otish Mountains, Que.	Ramsay Brook, N.B.	Elmtree, N.B.	Enja, Que.	Three months Totals
	\$	\$	\$	\$	\$	\$
Cost						
July 1, 2006	2,622,066	211,123	244,210	613,832	69,814	3,761,045
Acquisition & renewals	-	(660)	312	-	-	(348)
Assays and analyses	-	-	-	3,025	-	3,025
Drilling	-	-	-	25,168	-	25,168
Geology and prospecting	28,537	-	2,690	38,060	1,097	70,384
Geophysics	-	-	-	-	-	-
Trenching	16,517	-	-	-	-	16,517
Salaries and benefits	500	-	500	3,500	4,500	5,000
Stock-based compensation	-	-	-	-	-	-
Government incentives	-	-	-	-	-	-
Cost – Sept 30, 2006	2,667,620	210,463	247,712	683,585	70,911	3,880,291

General and administrative costs for the three months ended September 30, 2006 and for September 30, 2005 are itemized below:

General and Administrative Expenses

Three months ended September 30

	2006	2005
	\$	\$
Salaries and benefits	14,776	11,066
Filing fees and shareholder communications	7,677	6,062
Professional fees	8,124	4,152
Consulting Fees	15,000	-
Office and other	6,931	1,958
Rent	1,050	900
Amortization	336	290
	53,894	24,427

During the third quarter the Company paid consulting fees of \$15,000 to Linear Capital Corporation of Toronto, Ontario, after entering into an agreement with Linear whereby it provides the Company with advice and assistance in structuring, coordinating and organizing general corporate development activities for a twelve month period. Stratabound is paying \$5,000 per month, plus travel expenses and related costs. Linear was granted a 3-year option to acquire 175,000 Stratabound shares at \$0.20, vesting in four equal stages over a 12-month period.

During the third quarter the Company paid rent of \$1,050 (2005 - \$900) to officers of the Company, a related party transaction.

The Company has no off-balance sheet arrangements.

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).

Change in Accounting Policy

There were no changes or adoptions of new significant policies during the quarter.

Subsequent Events

Subsequent to the end of the third quarter a \$275,000 private placement of 1,100,000 flow-through shares closed on November 23, 2006. Directors and insiders subscribed for \$225,000 of this placement. Also, 16,000 share purchase warrants were exercised for proceeds of \$2,880.

Subsequent to September 30, 2006 the Company issued 50,000 shares for an extension of the Ramsay Brook option to December 31, 2006.

On October 3, 2006 the Company exercised its option and acquired a 100% interest in the Elmtree Property by making a final payment of \$125,000 and 50,000 shares.

On November 13, 2006, Mr. Keith Macdonald, of Calgary, Alberta joined the Company's board of directors. Concurrently the Company granted 1,150,000 options to directors, officers and geological consultants. The options are exercisable at \$0.20 for a period of five years.

Share Capital

The authorized capital of the Company consists of an unlimited number of common shares without par value. At September 30, 2006 the number of issued common

shares was 25,738,662 (fully diluted 30,203,484) and as at November 29, 2006 there are 25,838,662 shares issued (31,227,484 fully diluted).

Options outstanding at November 29, 2006

Number of Options	Exercise Price \$	Expiry Date
450,000	0.22	August 2, 2007
250,000	0.20	March 5, 2009
375,000	0.15	April 21, 2010
175,000	0.20	June 27, 2009
1,150,000	0.20	November 13, 2011
TOTAL 2,400,000		

Warrants outstanding at November 29, 2006

Number of Warrants	Exercise Price \$	Expiry Date
185,000	0.30	December 10, 2006
57,500	0.25	December 23, 2006
1,467,447	0.22	May 17, 2007
930,000	0.20	July 28, 2007
150,000	0.20	August 25, 2007
14,875	0.25	November 7, 2007
184,000	0.18/0.25	December 22, 2006/07
TOTAL 2,988,822		

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.

Approval

The Board of Directors has approved the disclosure contained in this Interim Management Discussion and Analysis. A copy will be provided to anyone requesting it.

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