

STRATABOUND MINERALS CORP.
INTERIM MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009

November 26, 2009

The following discussion and analysis of results and operations should be read in conjunction with the Company's annual audited financial statements and related notes for the year ended December 31, 2008, the annual Management Discussion and Analysis dated April 29, 2009, and the unaudited financial statements prepared by management for the period ended September 30, 2009.

Description of Business

The Company is in the business of mineral exploration and development, with gold and base metal properties in New Brunswick and Ontario 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.

Overview

During the third quarter Stratabound raised \$1.06 million through a non-brokered private placement. Exploration of the Captain and CNE claims in northern New Brunswick through the summer and fall identified drill targets with gold, lead-zinc-silver, and copper-cobalt-gold potential. Trenching recovered high-grade lead-zinc-silver and significant grades of copper-cobalt-gold-silver in bedrock samples below seven metres of overburden near the former CNE open pit mine (News Release October 26, 2009). A new low-grade gold occurrence has been located 1.5 kilometres northeast of the former pit. A drill program is in progress on these and other targets and results will be reported when available.

A five thousand metre drill program was completed on Stratabound's Elmtree gold property, funded and operated by Castle Resources Inc. Castle has reported drill results from the West Gabbro Zone (Stratabound News Release October 27, 2009). Results of drilling on the South Gold Zone have not yet been reported. A Preliminary Economic Assessment of the West Gabbro Zone by Micon International Limited is underway. The property has been expanded to the east with the addition of lands including the past-producing Keymet base and precious metals mine.

Overall Performance

During the first nine months of 2009 the Company spent \$387,095 on exploration and maintenance of its mineral properties, compared with \$1,998,077 in the same period of 2008. The Company is obligated to incur qualifying Canadian Exploration Expenditures (CEE) of \$198,730 by December 31, 2009. As at September 30, 2009, the full amount had been spent. In addition, the Company is required to incur \$567,500 in CEE by December 31, 2010. As at September 30, 2009, \$189,373 had been spent.

All of the Company's properties are in good standing beyond 2009.

At September 30, 2009, the Company had working capital of \$888,920 compared with a working capital deficit of \$105,630 at September 30, 2008.

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

2009/2008	September 30/09	June 30/09	March 31/09	Dec 31/08
	\$	\$	\$	\$
Revenue – interest income	620	47	247	148
Loss before income taxes	124,921	33,654	38,448	280,079
Net and comprehensive loss*	124,921	33,654	38,448	136,653
Basic and diluted loss per share	0.003	0.001	0.001	0.003

2008/2007	September 30/08	June 30/08	March 31/08	Dec 31/07
	\$	\$	\$	\$
Revenue – interest income	2,657	7,520	16,712	3,705
Loss before income taxes	82,700	49,989	170,410	206,390
Net and comprehensive loss*	82,700	49,989	170,410	125,655
Basic and diluted loss per share	0.002	0.001	0.006	0.002

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

Results of Operations

All expenses relating to exploration and property acquisition are capitalized as Mineral Exploration Properties and are summarized in Note 2 to the Financial Statements. Detailed capitalized exploration and development costs for the first nine months of 2009 are broken-down by project below under the heading "Additional Disclosure".

General and administrative expenses in the first nine months of 2009 were \$197,937 compared with \$329,988 for the corresponding period in 2008. These expenses include stock-based compensation costs of \$89,330 for 2009 (2008 - \$118,701), a non-cash item, pertaining to stock options granted to employees, consultants and directors. No consulting fees were paid in 2009 for corporate development (2008 - \$38,100) and there was no accrual for Part XII.6 tax on flow-through expenditures (2008 - \$41,620). Aside from professional fees other administrative expenses were reduced.

Stratabound incurred a net and comprehensive loss of \$197,023 for the period ended September 30, 2009, as compared to a loss of \$303,099 recorded for the corresponding period in 2008. The difference is due to the decrease in administrative costs described above.

Bathurst Base Metal Properties, New Brunswick

Stratabound's 100%-owned properties (4,240 hectares) comprise the CNE/Captain claims, CNE Mining Lease, Captain East Extension, Nepisiguit Brook, Taylor Brook and Taylor Brook Extension claim groups. They host three known base metal sulphide bodies: the Captain, CNE and Taylor Brook deposits. The CNE deposit was explored and developed by Stratabound from 1988 to 1990, and was operated by the Company as a small, profitable zinc-lead-silver-gold open pit mine from 1990 to 1992.

Stratabound's expenditures for the first nine months of 2009 on the Bathurst base metal properties totaled \$314,094. Cumulative expenditures to September 30, 2009 are \$4,492,615, net of provincial government incentive grants.

Captain/CNE Claims

The 100%-owned Captain and CNE claims are situated 20 kilometres south of Xstrata's world-class Brunswick No. 12 Mine and 10 kilometres east of Heath Steele Mines, a major past producer.

A drill program is underway to test some of the new targets outlined in 2008 and 2009 near the Captain copper-cobalt-gold and CNE lead-zinc-silver deposits. This program also includes drilling on the CNE Mining Lease beyond the limits of the previously mined open pit, and deeper drilling of the Captain deposit.

John Duncan, P.Geo. and Stan Stricker, P.Geol. are Qualified Persons on the Bathurst base metal properties as defined in National Instrument 43-101.

Elmtree Gold Property, New Brunswick

Stratabound's 100%-owned Elmtree Gold property (85 claims, 1360 hectares) is situated 19 kilometres northwest of the coastal city of Bathurst, New Brunswick.

On June 1, 2009, the Company entered into a three-year option agreement with Castle Resources Ltd. whereby Castle can acquire a 60% interest in Stratabound's 100% owned Elmtree Gold Property by:

- Spending \$2,500,000 on drilling and exploration before June 1, 2012, including a minimum of \$750,000 in each of the first two years
- Paying Stratabound \$100,000 and 200,000 shares of Castle upon signing of the agreement, subject to regulatory approval
- Making additional payments of \$50,000 to Stratabound on June 1, 2010 and June 1, 2011

Castle can acquire another 10% by paying Stratabound \$1,000,000 within 90 days of earning the initial 60%.

The property has been expanded to the east through the optioning by Castle of additional claims within a 2-kilometre area of mutual interest referred to in the Elmtree option agreement. These additional claims include the past-producing Keymet Mine (copper-lead-zinc-gold-silver).

Castle has completed 5,000 metres of drilling. Drill results from the West Gabbro Zone have been reported (Stratabound News Release October 27, 2009). Results of drilling on the South Gold Zone have not yet been received. A Preliminary Economic Assessment of the West Gabbro Zone by Micon International Limited is underway.

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 on the Elmtree property for the first nine months of 2009 were \$92,862. Cumulative expenditures to September 30, 2009 are \$2,083,383, net of provincial government incentive grants and the Castle option payment.

Enja Property, Quebec

The 100%-owned Enja property (69 claims covering 3,830 hectares) is located in high-potential terrain 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 property extends from the Ontario border eastward beyond the Turgeon River, well into 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 on the eastern claims. The property is drill-ready following detailed airborne magnetic and VTEM surveys and a MMI-M soil geochemical survey. The Company is seeking a joint venture partner for a drilling program.

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

No work has been done here during 2009, other than claim renewals. Cumulative expenditures on the Enja property to September 30, 2009 are \$282,871 net of provincial government incentive grants.

Otish Mountains, Quebec – Marusia Property

This 100%-owned, 50 claim (2,630 hectare) gold/diamond prospect is situated in the Otish Mountains region of Quebec, less than 25 kilometres south of Stornoway Diamonds Corp.'s Foxtrot diamond deposits, and 10 kilometres north of the Eastmain

Mine, a former gold producer. Marusia is strategically located along the planned road to the diamond deposits.

Eastmain Resources has recently announced high-grade gold assays along a 6-kilometre strike length extending northwestward from the mine within the Upper Eastmain Volcanosedimentary Belt.

Three anomalous gold trends have been identified on Marusia, the strongest of which is immediately down-ice from an intense magnetic zone in the centre of the property reflecting the continuation of the Upper Eastmain belt onto Stratabound's ground.

Stratabound is seeking a joint venture partner for a limited geochemical and geophysical program followed by drill testing.

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

No work has been done on Marusia in 2009. Cumulative expenditures to September 30, 2009 are \$227,589 net of provincial government incentives.

Melchett Lake, Ontario

No work has been done at Melchett Lake in 2009.

In 2007 Stratabound entered into an option agreement whereby it can acquire a 60% working interest in the property from the Melchett Syndicate. To earn the 60% interest Stratabound must spend \$1,000,000 on exploration prior to November 1, 2010.

The property consists of 209 units in 17 claims, an area of 3,344 hectares (8,263 acres). It covers a 13.5 kilometres long felsic volcanic sequence delineated by Kerr Addison Mines in the 1980s. Along this sequence, conditions favourable for deposition of large tonnage zinc-lead-copper-silver-gold volcanogenic massive sulphide (VMS) bodies were identified. The claims are located 60 kilometres (38 miles) north of the town of Nakina, in the Thunder Bay Mining Division of northwest Ontario.

Details of previous work are summarized in Stratabound's Management Discussion and Analysis for the first quarter of 2009.

Dr. John L. Wahl, P.Geo., is the Qualified Person on this project as defined in National Instrument 43-101.

Cumulative expenditures to September 30, 2009 are \$742,503.

Ramsay Brook Gold Property, New Brunswick

Stratabound has a 100% interest in this 69 claim gold prospect situated 55 kilometres south-southwest of Elmtree, near the formerly producing Murray Brook (gold-silver-copper) and Restigouche (zinc-lead-copper-silver-gold) mines. No work has been done on this property in 2009. Trenches, previously excavated by Stratabound have revealed encouraging gold mineralization. Details can be found at www.stratabound.com.

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

Cumulative expenditures to September 30, 2009 are \$245,578 net of provincial government incentive grants.

Highway Gold Properties, Western New Brunswick

At the end of 2008 Stratabound abandoned the 79 optioned Big Presque Isle claims, retaining a 100% interest in five staked properties (St. Thomas, Lamoreaux Corner, Beechwood/Upper Guisiguit, Aroostook and Four Falls). These remaining 73 claims (1168 hectares) are situated along the Trans-Canada Highway near the U.S. border in western New Brunswick. Prospecting carried out by the Company's geologists identified several gold occurrences during 2007.

No work has been done on these properties in 2009. Cumulative expenditures to September 30, 2009 are \$30,008.

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

Green Point, New Brunswick

The Company has a 100% interest, subject to a 2% net smelter return royalty, in 71 claims (1,136 hectares) located 2.5 kilometres northeast of the Company's Elmtree claims.

Nine holes were drilled on the property in 2001 and 2002 by a previous owner. A major alteration zone was reportedly intersected in the drilling. The best intersection was in Hole 3 where 1.2 g/t gold was reported over a 15.5 metre core length. Work during 2008 consisted of prospecting and re-logging of core. Stratabound's exploration plans include grid re-establishment, re-logging previous drill core, basal till sampling, and an induced polarization survey over the outlined area of alteration.

No work has been done on these claims in 2009. Cumulative expenditures to September 30, 2009 are \$14,418.

Loch Lomond Area, Southern New Brunswick

The Company has a 100% interest in two properties 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 multivariate 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 basal till sampling site anomalous in numerous precious, base and rare metals.

No work has been done on these claims during 2009. Cumulative expenditures to September 30, 2009 are \$11,228.

Liquidity

At September 30, 2009, cash and cash equivalents totaled \$974,786 compared to \$252,439 at December 31, 2008. At September 30, 2009, the Company had working capital of \$888,920 compared to \$188,092 at year end.

On August 14, 2009, the Company closed a non-brokered private placement of 5,675,000 flow-through shares at a price of \$0.10 per share, and 6,554,000 non-flow-through shares at a price of \$0.075 per share. Total proceeds amounted to \$1,059,050. No commissions or finder's fees were paid, and no warrants were issued.

The Company has no long-term debt, purchase obligations or off-balance sheet arrangements. Stratabound has a one-year lease agreement on a core shack/office facility in Bathurst, New Brunswick at a cost of \$2,500 per month which expires on July 31, 2010.

All of the Company's properties are in good standing beyond 2009. Future exploration is dependent on continued equity financing and/or joint ventures with other companies. The Company is currently pursuing additional joint venture financing alternatives.

Additional Disclosure

General and administrative costs for the nine months ended September 30, 2009 and 2008 are discussed above in "Results of Operations" section and are itemized below:

General and Administrative Expenses

Nine months ended September 30	2009 \$	2008 \$
Professional fees	36,234	24,264
Wages and benefits	31,681	36,741
Filing fees & investor communications	23,838	44,275
Office	11,923	20,926
Rent	3,150	3,150
Amortization	1,446	2,211
Consulting fees	-	38,100
Total before non-cash item	108,272	169,667
Stock-based compensation (non-cash item)	89,330	118,701
Total including non cash item	197,937	329,988

Detailed capitalized exploration and development costs for the nine months ended September 30, 2009 are broken-down by project as follows:

NINE MONTHS ENDED SEPT 30, 2009										
	Bathurst Properties, NB	Marusia, Otish Mnts Que.	Ramsay Brook, N.B.	Elmtree, N.B.	Green Point, NB	Enja Que.	Highway Properties, Western NB	Loch Lomond, Southern NB	Melchett Lake, Ont.	Total
Cost – Jan 01, 2009	4,178,521	227,414	243,778	2,102,521	12,998	291,343	29,032	11,156	741,603	7,838,366
Acquisition & renewals	7,911		1,380	1,157	1,420	3,638	976	72		16,554
Assays and analyses	6,615									6,615
Core shack	14,430			9,799						24,229
Drilling	5,402									5,402
Geochemistry	689									689
Geology and supervision	100,995	175	420	37,846		1,260				140,696
Geophysics	20,000									20,000
Insurance	2,500			2,500						5,000
Line-cutting	14,509									14,509
Metallurgy	4,668			36,360						41,028
Salaries and benefits	10,400			5,200					900	16,500
Stock-based compensation	48,100									48,100
Trenching	95,875									95,875
Sept 30, 2009	4,510,615	227,589	245,578	2,195,383	14,418	296,241	30,008	11,228	742,503	8,273,563
Government incentives	(18,000)					(13,370)				(31,370)
Option payments				(112,000)						(112,000)
Sept 30, 2009	4,492,615	227,589	245,578	2,083,383	14,418	282,871	30,008	11,228	742,503	8,130,193

Related Party Transactions

During the first nine months of 2009, the Company paid rent of \$3,150 (2008 - \$3,150) for office space owned by officers of the Company and management fees of \$9,750 to a company controlled by a director.

International Financial Reporting Standards (IFRS)

The Company will be required to adopt IFRS for its interim and annual financial statements beginning on January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010.

Management has identified several potential impacts to the Company's financial statements as a result of adopting IFRS, with the major differences being:

- i. The overall presentation of the financial statements will change significantly, as the Company complies with increased disclosure requirements under IFRS and differing presentations of the balance sheet and statements of income and cash flows.
- ii. Currently, IFRS rules surrounding mineral property costs and exploration costs are undergoing changes by the standard setters, and the results of changes to IFRS 6 – Resource Properties could have significant impact to the Company on transition.

In the near term management will be assessing the impact of IFRS adoption on the Company's internal controls over financial reporting, disclosure controls, information systems and financial reporting expertise.

Financial Instruments

Financial instruments consist of recorded amounts of cash and cash equivalents and accounts receivable which will result in future cash receipts, as well as accounts payable which will result in future cash outlays.

The Company is exposed to the following risks in respect of certain of the financial instruments held:

a) Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and accounts receivable. Cash and cash equivalents are held with a reputable Canadian chartered bank, from which management believes the risk of loss to be minimal.

Financial instruments included in accounts receivable consist of amounts due from government incentive programs and sales tax receivable from government authorities in Canada. Accounts receivable are in good standing as of September 30, 2009. Management believes that the credit risk concentration with respect to financial instruments included in accounts receivable is minimal.

b) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices.

i) Interest rate risk

The Company has cash balances. The Company's current policy is to invest excess cash in investment-grade short-term GICs issued by banks with which it keeps its bank accounts. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its banks. The Company regularly monitors its cash management policy.

ii) Commodity and equity price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, particularly as they relate to base and precious metals, individual equity movements, and the stock market in general to determine the appropriate course of action to be taken by the Company.

c) Property risk

Unless the Company acquires or develops additional significant properties, the Company will be solely dependent upon the projects currently held by the Company. If no additional mineral properties are acquired by the Company, any adverse development affecting these projects would have a material adverse effect on the Company's financial conditions and results of operations.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure. Accounts payable and accrued liabilities are due within the current operating period.

e) Financial risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including interest rate and commodity and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Share Capital

The authorized capital of the Company consists of an unlimited number of common shares without par value. At September 30, 2009 the number of issued common shares was 54,713,168 (fully diluted 62,582,901). During the third quarter, a total of 2.5 million share options were granted to directors, officers and consultants of the Company. The options are exercisable at \$0.10 each for a period of five years.

Options outstanding at November 26, 2009

Number of Options	Exercise Price \$	Expiry Date
150,000	0.15	April 21, 2010
1,000,000	0.20	Nov. 13, 2011
840,000	0.27	Aug. 30, 2012
50,000	0.42	Oct 2, 2012
650,000	0.40	Jan 9, 2013
2,500,000	0.10	Aug 17, 2014
TOTAL 5,190,000		

Warrants outstanding at November 26, 2009

Number of Warrants	Exercise Price \$	Expiry Date
2,679,733	0.15	December 31, 2010
TOTAL 2,679,733		

Disclosure Controls and Procedures

The Company's Chief Executive Officer and Chief Financial Officer are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support representations that, having exercised reasonable diligence, interim and annual filings contain no misrepresentations and give a fair presentation of the financial condition of the Company for the periods presented.

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.

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 is under no obligation to update or alter any forward looking statement. These 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.