

**STRATABOUND MINERALS CORP.
INTERIM MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE QUARTER ENDED MARCH 31, 2008**

May 30, 2008

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, 2007, the annual Management Discussion and Analysis dated April 28, 2008, and the unaudited financial statements prepared by management for the period ended March 31, 2008.

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.

During the first five months of 2008, Stratabound has been drilling on the Captain and Elmtree properties in New Brunswick, and is preparing to drill again this summer at Melchett Lake, Ontario, where the Company recently doubled its holdings to 3,344 hectares by staking an additional 104 units.

At Elmtree, the Company has drilled 8 additional holes on the South Gold Zone and 2 holes on the West Gabbro Zone subsequent to the 48 holes that were included in the recently completed N.I. 43-101 resource estimate. At Captain, 13 new holes have been drilled this year bringing the total to 25. While complete assay results are not yet available, partial assay results received to date from both drill programs continue to be positive. The Company has retained the New Brunswick Research and Productivity Council to carry out preliminary metallurgical investigations on the Elmtree and Captain deposits to assess the potential to recover payable metal concentrates. Additional grid construction has been completed in the southern portion of the Captain claims to begin follow-up of airborne geophysical anomalies (EM and magnetics).

Grid construction is currently underway on the northern portion of the Captain North Extension (CNE) claims in preparation for geophysics and basal till sampling to help identify drill targets and search for a possible extension to the past-producing CNE lead-zinc-silver deposit. Stratabound has just been awarded a \$50,000 grant under the New Brunswick Junior Mining Assistance Program for this work on CNE.

The Company has been expanding its New Brunswick operations for several years, and is presently evaluating several potential opportunities in the Bathurst Camp for acquisition.

Overall Performance

During the first quarter of 2008 the Company spent \$691,949 on exploration and acquisition of its mineral properties, compared with \$137,560 in the first quarter of

2007. The increase is mainly attributable to drilling on the Elmtree and Captain deposits in northern New Brunswick.

At March 31, 2008, the Company had working capital of \$1,322,450 compared with \$132,777 at March 31, 2007 and \$1,959,478 at year end. The Company intends to raise additional capital this year.

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

2008/2007	March 31/08	Dec 31/07	Sept 30/07	June 30/07
	\$	\$	\$	\$
Revenue – interest income	16,712	3,705	5,506	3,917
Loss before write-offs & future income tax	170,410	206,390	163,113	50,207
Net and comprehensive loss	170,410	125,655	163,113	59,239
Basic and diluted loss per share	0.006	0.002	0.005	0.005

2007/2006	March 31/07	Dec 31/06	Sept 30/06	June 30/06
	\$	\$	\$	\$
Revenue – interest income	762	2,816	1,423	604
Loss before write-offs & future income tax	59,210	172,949	52,471	62,006
Net loss for the period	91,210	212,202	52,471	60,006
Basic and diluted loss per share	0.003	0.008	0.002	0.004

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

All expenses relating to exploration and property acquisition are capitalized as Mineral Properties and are summarized in Note 2 to the Financial Statements. Detailed capitalized exploration and development costs for the first quarter of 2007 and 2008 are presented by project below under the heading "Additional Disclosure".

General and administrative expenses in the first quarter were \$187,122 compared with \$59,972 incurred during the corresponding period in 2007. The difference is attributable to stock-based compensation costs, an item not involving cash, pertaining to stock options granted in the first quarter to employees, consultants and directors. For details see Note 3 to the March 31, 2008 financial statements. All other general and administrative costs remained at comparable levels to the corresponding quarter of the previous year.

Stratabound incurred a net and comprehensive loss of \$170,410 for the quarter ended March 31, 2008, as compared to a loss of \$91,210 recorded for the

corresponding period in 2007. The difference is due to the increase in administrative costs described above, but reduced by a future income tax provision applied to the first quarter of 2007.

Elmtree Gold Property, New Brunswick

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

A mineral resource estimate was recently provided by Mercator Geological Services Limited, an independent geological consulting firm based in Dartmouth, Nova Scotia. The estimate is compliant with the reporting standards of National Instrument 43-101.

The resource on the property comprises 525,000 Indicated tonnes grading 2.45 g/t gold (41,000 ounces gold) plus 4,624,000 Inferred tonnes at an average grade of 1.37 g/t gold (185,000 ounces gold), plus 41,000 Inferred tonnes containing 201,000 ounces of silver, 7.0 million lbs zinc and 2.4 million lbs lead. A substantial portion of the resource is within 100 metres of surface, giving rise to potential open pit mining opportunities.

The Company has drilled 8 additional holes on the South Gold Zone and 2 holes on the West Gabbro Zone subsequent to the 48 holes that were included in the recently completed N.I. 43-101 resource estimate.

Stratabound has been working on these claims since 2004, and numerous drill targets remain untested on the original claims. During the winter of 2007/08 the Elmtree property was expanded from 10 claims (160 hectares) to 85 claims (1,360 hectares). The new claims are believed to have a high density of mineral occurrences and anomalies worthy of detailed examination.

Plans for 2008 and 2009 include:

- Additional drilling to expand the higher grade tonnage on the West Gabbro Zone (WGZ)
- Drilling to expand the low-grade bulk tonnage along the SGZ
- Deeper drilling of the SGZ (150 to 200 metres below surface) to determine whether this great thickness of low grade mineralization increases in grade at depth. It is possible that the near-surface SGZ deposit represents "leakage" from higher grade mineralization at depth. Some holes will test potential continuity between the SGZ and the adjacent, polymetallic DZ to the east.
- Initial metallurgical studies to assess gold recovery potential and associated economic cut-off grades
- Assessment of economic scoping study parameters related to metallurgy, mine design, site engineering, etc. to investigate potential for development of a near-surface, high grade gold mine on the WGZ in combination with near surface open pit development of low grade mineralization in all three zones.

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 first quarter of 2008 were \$291,229. Cumulative expenditures to March 31, 2008 are \$1,925,947.

Bathurst Base Metal Properties, New Brunswick

Stratabound's 100%-owned properties (4,000 hectares) comprise the CNE/Captain claims, CNE Mining Lease, Nepisiguit Brook, Taylor Brook and Taylor Brook East 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 property expenditures for the first quarter of 2008 on the Bathurst base metal properties totaled \$308,259. Cumulative expenditures to March 31, 2008 are \$3,353,119.

Captain Copper-Cobalt-Gold Deposit

The 100%-owned Captain 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. As at May 30, 2008 Stratabound has announced assay results from its first 10 drill holes on the property (see News Releases dated October 12, 2007, December 20, 2007, January 24, 2008, February 27, 2008, and April 24, 2008). Twenty-five holes have been completed to date, and results of holes 11 to 25 will be released following receipt and evaluation.

Stratabound's exploration for base metals during 2007 and the first five months of 2008 have focused largely on the Captain claims. Drilling at Captain has been partially funded by a \$100,000 grant awarded to Stratabound by the province of New Brunswick Deposit Evaluation Program (NBDEP) to determine whether an economic copper-cobalt-gold deposit reaches surface and can be mined with open pit methods.

Results announced to date have been extremely positive, indicating a potentially economic-grade, near-surface copper-cobalt deposit, with appreciable gold, silver and bismuth values. While complete assay results are not yet available from the remaining holes, partial assay results received to date continue to be extremely positive.

The mineralization is open along strike, down dip, and down plunge.

An in-house resource estimate will be prepared following receipt of all assays. Metallurgical testing is underway.

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

Melchett Lake, Ontario

Stratabound is preparing to resume drilling this summer at Melchett Lake, Ontario, and has retained Summit Drilling Services of Capreol, Ontario for a minimum 1,200 metre program.

This 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. The major claim holders in the Melchett greenstone belt are Stratabound, Teck Cominco and Dofasco.

Late in 2007, Stratabound completed a 619-metre drill hole in the Relf Lake area of the property to investigate intense hydrothermal alteration with associated high-grade mineral showings (see news release dated March 5, 2008).

Disseminated sulphide mineralization, consisting of pyrite, sphalerite and chalcopyrite +/- minor pyrrhotite, with occasional thin bands (<2cm) of massive sulphides, is reported across a 245-metre section from 345 to 590 metres. Zinc and copper assays reported concentrations up to 1.66% and 0.41%, respectively.

The rock geochemistry indicates this entire 245-metre section exhibits the intense hydrothermal alteration typically associated with VMS deposits.

A downhole pulse EM survey was carried out along the entire length of the drill hole by Quantec Geoscience Ltd., the Company's geophysical consultant on the property. The survey identified a nearby, strong (20 channel) off-hole conductive feature that will be drilled this summer.

Other centres of alteration are present along the 13.5 kilometre strike length and one in particular, the Nakina 1 Zone, maintains alteration characteristics equal to or stronger than those investigated at the Relf Zone.

Additional high priority geophysical drill targets are present within the mineralized stratigraphy at Key Lake, in the property's western portion, and between Key Lake and the Nakina 1 Zone.

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.

John L. Wahl, P.Geo., is the Qualified Person on this project as defined in National Instrument 43-101. Dr. Wahl supervised Kerr Addison's exploration of the property during the 1980s, and his Ph.D. thesis was a study of the alteration geochemistry of VMS systems.

First quarter expenditures were \$65,380. Cumulative expenditures to March 31, 2008 are \$347,323.

Highway Gold Properties, Western New Brunswick

In December 2006, Stratabound optioned 14 claims containing and surrounding a new gold discovery made during the construction of the Trans-Canada Highway near Big Presque Isle Stream, located in western New Brunswick about eight kilometres south of Florenceville near the U.S. border. Prospecting carried out by the Company's geologists identified additional gold occurrences as reported in News Releases dated April 9, 2007 and May 2, 2007, and the Big Presque Isle Property was expanded to 79 claims through staking. These showings, with rock blast grab samples returning up to 6.3 g/t, represent the first mineral occurrences ever found in this district, which has never been explored for gold.

Continued prospecting discovered gold occurrences six kilometres to the north at Lamoreaux Corner, and 49 claims were staked here (News Release dated July 12, 2007). Stratabound subsequently staked four additional properties along the highway at Aroostook, Beechwood-Upper Guisquit, Four Falls, and St. Thomas. Stratabound's land holdings in the area currently amount to 145 claims totaling 2,320 hectares.

A small initial drill program in 2007 intersected only weak mineralization. Additional exploration is being considered, including geophysics, soil geochemistry and prospecting.

Stratabound can earn a 100% interest in the Big Presque Isle claims by paying the vendor \$10,000 and 50,000 shares on December 4 of 2008 and 2009. A final payment of \$160,000, payable in cash and/or shares, is due on December 4, 2010. The vendor will retain a one percent net smelter return royalty, with Stratabound having the option to purchase one-half of the royalty at any time for \$1,000,000.

John Duncan, 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.

Stratabound's property expenditures for the first quarter of 2008 on the Highway properties totaled \$5,620. Cumulative expenditures to March 31, 2008 are \$244,129.

Ramsay Brook Gold Property, New Brunswick

Stratabound has a 100% interest in this 68 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.

The claims cover a 4.7 kilometre portion of the Ramsay Brook Fault, a major regional structure, and a 1.5 kilometre length of a thrust fault that splays off it in a southwest direction. The geological setting is similar to that at Elmtree and the known gold occurrences are controlled by structural deformation zones proximal to hydrothermally altered gabbroic intrusions along a major fault.

Stratabound has uncovered more than a dozen small gold-bearing veins in several areas on the property. Results included 1.2 m. of 6.46 g/t gold, 0.5 m. grading 5.19 g/t, 0.63 m. at 3.78 g/t, 2.0 m. of 2.78 g/t, and 1.0 m. grading 3.89 g/t, as well as grab samples of 5.12 g/t, 3.57g/t, 11.00 g/t and 5.06 g/t. Large induced polarization anomalies have been outlined immediately along trend with the gold veins. Gold-in-soil values on the property run as high as 4.27 g/t.

Trenching of gold-in-soils and IP chargeability anomalies in 2006 was hindered by steep slopes and thick overburden.

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

No costs have been incurred on this property during the first quarter of 2008. Ramsay Brook cumulative expenditures to March 31, 2008 are \$242,398.

Loch Lomond Area, Southern New Brunswick

In May 2007, the Company staked 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 precious, base and rare metals.

An initial program of prospecting and soil sampling has recently been completed on both claim groups. First quarter 2008 expenditures were \$2,712. Cumulative expenditures to March 31, 2008 are \$10,514.

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.

Recent work by Stratabound has consisted of airborne geophysics and MMI (mobile metal ion) geochemistry, which was employed to follow up several of the geophysical targets.

The results indicate that the area surveyed to date is a base metal target with copper as the main commodity. This is based on a documented bi-lobate copper anomaly developed on the grid, which has minimum lengths of 175 metres on each of the two (north and south) limbs. It is also known from historic drilling records that the property contains extensive widths of sulphide and oxide iron formations with anomalously high gold content. Drill holes along and adjacent to a magnetic high in the eastern portion of the property also intersected zinc/silver mineralization with associated copper and gold, as well as structurally-hosted gold mineralization.

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.

Stratabound has recently earned 100% interest in the property, subject to a 2% net smelter return royalty, by making a final payment of 50,000 shares.

First quarter expenditures amounted to \$10,538. Cumulative expenditures on the Enja property to March 31, 2008 are \$347,351.

Otish Mountains, Quebec – Marusia Property

This 100%-owned, 50 claim (2,630 hectare) diamond/gold 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.

The Marusia Property was acquired as a diamond prospect in recognition of the property's location with respect to the Otish Mountains diamond play. However, the favourable geological context of the property with respect to gold potential was recognized from the beginning.

During 2003, Stratabound discovered a variety of kimberlite indicator minerals in glacial till samples down-ice from sixteen aeromagnetic anomalies on the Marusia claims. In addition, gold anomalies were detected in the southern portion of the property.

In 2004, the company conducted follow-up work on the kimberlite indicator minerals discovered in 2003. Results of the 2004 program were inconclusive, having recovered a different suite of kimberlite indicator minerals (mostly chrome diopsides and forsterites) than the initial program (picroilmenites, pyrope garnets, magnesian chromites and forsterites), and without any increase in quantity.

Previous non-diamond mineral exploration in the vicinity of the property has consisted of gold exploration of the volcano-sedimentary belts bracketing the property to the north and south.

The Eastmain gold deposit was discovered in 1970 by Placer-Dome. Mining activities ceased in 1995. Several local till geochemical characteristics indicate gold or base metals concentrations in the central area of the Marusia Property, including gold anomalies in till samples, a concentration of anomalous gold-in-mud samples, anomalous base metals-in-mud samples, detrital chalcopyrites, abundant detrital arsenopyrites, and a gold grain recovered from a heavy mineral concentrate. These anomalous concentrations lie just south of a northeast trending volcanosedimentary package and appear to coincide with a Central Magnetic Zone. The intense magnetic signature is considered indicative of either folded magnetite iron formation or of a magmatic magnetite-rich ultramafite.

This geochemical and magnetic signature, when considered with respect to subregional and local gold metallogenetics, suggests that gold exploration should be

actively pursued on Marusia. No field work was done on the Marusia Property in 2007. A regional and property satellite interpretation study was completed.

A series of maps illustrating the Marusia mineralogical, geophysical, geochemical and geological data can be found on the Company's website.

John Charlton, P.Geo. 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.

Expenditures for the first quarter amounted to \$8,211. Cumulative expenditures to March 31, 2008 are \$230,991.

Liquidity

At March 31, 2008, the Company had working capital of \$1,322,450 compared with \$132,777 at March 31, 2007 and \$1,959,478 at year end. Stratabound has been awarded a \$50,000 grant under the New Brunswick Junior Mining Assistance Program for base metal exploration on the Captain North Extension claims. The Company will also apply for exploration grants in Quebec.

The Company has no long-term debt, purchase obligations or off-balance sheet arrangements. On August 1, 2007, Stratabound entered into a one-year lease agreement on an office and storage facility in Bathurst, New Brunswick at a cost of \$2,500 per month. The Company will be renewing the lease.

The Company has sufficient funds on hand to meet all option payment requirements and provincial exploration obligations on all its properties and maintain them in good standing beyond 2008.

Stratabound intends to raise additional capital this year. 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, corporations 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.

Additional Disclosure

Detailed capitalized exploration and development costs for the three months ended March 31, 2007 and 2008 are broken-down by project as follows:

Capitalized Exploration and Development Expenses

	Bathurst Properties, NB \$	Otish Mnts Que. \$	Ramsay Brook, N.B. \$	Elmtree, N.B. \$	Enja Que. \$	Highway Properties, Western New Brunswick \$	Loch Lomond, Southern New Brunswick \$	Melchett Lake, Ont. \$	Total \$
Cost – Jan 01, 2008	3,044,860	222,780	242,398	1,634,718	336,814	238,508	7,802	281,943	6,009,823
Acquisition & renewals	9,020	6,199		1,434				33,138	49,791
Assays and analyses	12,946			13,924		856	2,712	64	30,502
Core shack	3,609			3,608					7,217
Drilling	191,784			167,546					359,331
Geochemistry									
Geology and supervision	54,509			64,490	4,502	4,765			128,266
Geophysics	4,213								4,213
Insurance									
Line-cutting									
Salaries and benefits	2,000			2,000				2,000	6,000
Stock-based compensation	30,178	2,012		38,226	6,036			30,178	106,629
Government incentives									
Cost – March 31, 2008	3,353,119	230,991	242,398	1,925,947	347,351	244,129	10,514	347,323	6,701,772

	Bathurst, N.B \$	Otish Mountains Que. \$	Ramsay Brook, N.B. \$	Elmtree, N.B. \$	Enja, Que. \$	Big Presque Isle, N.B. \$	Melchett Lake, Ont. \$	Total \$
Cost – January 1, 2007	2,692,110	209,113	238,675	1,236,566	140,862	27,094	—	4,544,420
Acquisition & renewals	2,206	—	—	—	3,312	669	20,000	26,187
Assays and analyses	—	—	—	34,560	—	542	—	35,102
Drilling	—	—	—	42,062	—	—	—	42,062
Geology and supervision	11,724	—	850	10,462	1,681	3,492	—	28,209
Geophysics	—	—	—	—	—	—	—	—
Line-cutting	—	—	—	—	—	—	—	—
Salaries and benefits	—	—	—	3,000	—	1,500	1,500	6,000
Stock-based compensation	—	—	—	—	—	—	—	—
Government incentives	(10,000)	—	—	—	—	—	—	(10,000)
Cost – March 31, 2007	2,696,040	209,113	239,525	1,326,650	145,855	33,297	21,500	4,671,980

General and administrative costs for the three months ended March 31, 2008 and 2007 are discussed above in the "Results of Operations" section and are itemized below. "Stock-based compensation" is an item not involving cash, pertaining to stock options granted to employees, consultants and directors.

General and Administrative Expenses

Three months ended March 31

	2008 \$	2007 \$
Stock-based compensation	118,701	-
Consulting fees	19,050	15,000
Office	13,083	8,889
Wages and benefits	13,240	13,258
Filing fees & investor communications	12,721	9,921
Professional fees	9,278	11,169
Rent	1,050	1,050
Amortization		685
	187,122	59,972

Related Party Transactions

During the first quarter, the Company paid rent of \$1,050 (2007 - \$1,050) for office space owned by officers of the Company, a related party transaction. Consulting fees of \$4,050 were paid to a director and officer of the Company for corporate development activities.

Change in Accounting Policy

Effective January 1, 2008, the Company adopted the recommendations of CICA Handbook Section 1535 – Capital Disclosures. See Note 4 to March 31, 2008 financial statements. The Company has also adopted the recommendations of CICA Handbook Section 3862 – Financial Instruments. See Note 5 to March 31, 2008 financial statements. These new requirements are for disclosure only and do not impact the financial results of the Company.

Subsequent Event

Subsequent to March 31, 2008 the Company exercised its option on the Enja Property by making a final payment of 50,000 common shares at \$0.28 per share.

Share Capital

The authorized capital of the Company consists of an unlimited number of common shares without par value. At March 31, 2008 the number of issued common shares was 37,049,702 (fully diluted 40,589,702) and after the inclusion of all subsequent events to May 30, 2008, there are 37,099,7092 shares issued (40,639,702 fully diluted).

Options outstanding at May 30, 2008

Number of Options	Exercise Price \$	Expiry Date
250,000	0.20	March 5, 2009
175,000	0.20	June 27, 2009
200,000	0.15	April 21, 2010
1,075,000	0.20	Nov. 13, 2011
940,000	0.27	Aug. 30, 2012
50,000	0.42	Oct 2, 2012
700,000	0.40	Jan 9, 2013
TOTAL 3,390,000		

Warrants outstanding at May 30, 2008

Number of Warrants	Exercise Price \$	Expiry Date
150,000	0.20	August 25, 2008
TOTAL 150,000		

Disclosure Controls and Procedures

The Company's Chief Executive Officer and Chief Financial Officer are responsible for establishing the Company's disclosure controls and procedures. These procedures are designed to ensure that material information relating to the Company is made known to management to allow for disclosure in annual and interim filings on a timely basis.

The Chief Executive Officer and Chief Financial Officer have reviewed the procedures and can provide reasonable assurance that these controls are adequate and effective.

Internal Control over Financial Reporting

The Chief Executive Officer and Chief Financial Officer have designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with Canadian generally accepted accounting principles (GAAP). The significant accounting policies followed by the Company are summarized in Note 3 of the Company's audited financial statements. Management of Stratabound is comprised of two individuals and there is therefore minimal segregation of duties. The Audit Committee, comprised of three directors, serves as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements and Management Discussion and Analysis.

It should be noted that the Company's control system, no matter how well designed, can provide only reasonable but not absolute assurance of detecting, preventing and deterring errors or fraud.

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).

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

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.