

**STRONGBOW EXPLORATION INC.**

**CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS**

**JULY 31, 2013**

**(Unaudited – Prepared by Management)**

**(Expressed in Canadian Dollars)**

Reader's Note:

These consolidated condensed interim financial statements of Strongbow Exploration Inc. ("Strongbow") for the six months ended July 31, 2013 have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

**STRONGBOW EXPLORATION INC.**  
**CONSOLIDATED CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**  
(Unaudited – Prepared by Management)  
(Expressed in Canadian dollars)

	July 31, 2013	January 31, 2013
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 133,289	\$ 167,495
Marketable securities (Note 3)	11,000	13,525
Receivables (Note 4)	9,324	55,250
Prepaid expenses	<u>7,774</u>	<u>33,389</u>
	161,387	269,659
<b>Investment</b> (Note 3)	78,078	120,490
<b>Deposits</b>	10,945	10,945
<b>Equipment</b> (Note 6)	16,563	19,486
<b>Exploration and evaluation assets</b> (Note 7)	<u>3,072,663</u>	<u>3,345,945</u>
	<u>\$ 3,339,636</u>	<u>\$ 3,766,525</u>
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities (Note 5)	\$ 18,034	\$ 74,380
<b>Asset retirement obligation</b> (Note 10)	<u>82,030</u>	<u>81,170</u>
	100,064	155,550
<b>CAPITAL AND RESERVES</b>		
Capital stock (Note 8)	26,415,443	26,415,443
Share-based payment reserve (Note 8)	4,095,128	4,095,128
Investment revaluation reserve	40,063	-
Deficit	<u>(27,311,062)</u>	<u>(26,899,596)</u>
	<u>3,239,572</u>	<u>3,610,975</u>
	<u>\$ 3,339,636</u>	<u>\$ 3,766,525</u>

**Nature and Continuance of Operations and Going Concern Assumption** (Note 1)  
**Commitments** (Note 12)

**Approved and authorized on behalf of the Board on September 27, 2013:**

“D. Grenville Thomas” Director      “Kenneth A. Armstrong” Director

The accompanying notes are an integral part of these consolidated condensed interim financial statements.

**STRONGBOW EXPLORATION INC.****CONSOLIDATED CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

	<b>Three Months Ending</b>		<b>Six Months Ending</b>	
	July 31, 2013	July 31, 2012	July 31, 2013	July 31, 2012
<b>EXPENSES</b>				
Accretion	\$ 327	\$ -	\$ 552	\$ -
Advertising and promotion	5,854	25,057	22,008	57,157
Depreciation (Note 6)	1,461	1,641	2,923	3,282
Insurance	8,535	12,008	16,791	23,523
Office, miscellaneous and rent	3,167	23,580	20,588	47,054
Professional fees	5,866	16,812	10,798	37,977
Generative exploration costs	2,376	15,279	13,843	36,285
Regulatory and filing fees	1,237	7,246	9,052	14,961
Salaries and benefits	2,775	65,507	30,532	115,296
Share-based compensation (Note 8)	-	22,281	-	81,205
<b>Loss before other items</b>	<b>(31,598)</b>	<b>(189,411)</b>	<b>(127,087)</b>	<b>(416,740)</b>
<b>OTHER ITEMS</b>				
Foreign exchange gain (loss)	314	(6,079)	(376)	(7,596)
Gain on sale of investments (Note 3)	24,565	-	15,135	-
Interest income	21	175	21	393
Mineral exploration tax credit	-	-	1,200	-
Write-off of mineral properties (Note 7)	(228,750)	(111,932)	(300,359)	(113,952)
<b>Loss for the period</b>	<b>(235,448)</b>	<b>(307,247)</b>	<b>(411,466)</b>	<b>(537,895)</b>
Unrealized gain (loss) on marketable securities and investments	40,888	(102,692)	40,063	(343,323)
<b>Comprehensive loss for the period</b>	<b>\$ (194,560)</b>	<b>\$ (409,939)</b>	<b>\$ (371,403)</b>	<b>\$ (881,218)</b>
<b>Basic and diluted loss per share</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.01)</b>
<b>Weighted average number of common shares outstanding</b>	<b>91,077,163</b>	<b>91,077,163</b>	<b>91,077,163</b>	<b>89,220,785</b>

The accompanying notes are an integral part of these consolidated condensed interim financial statements.

**STRONGBOW EXPLORATION INC.**  
**CONSOLIDATED CONDENSED INTERIM STATEMENTS OF CASH FLOWS**  
(Unaudited – Prepared by Management)  
(Expressed in Canadian dollars)

	Six Months Ending	
	July 31, 2013	July 31, 2012
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the period	\$ (411,466)	\$ (537,895)
Items not involving cash:		
Accretion	552	-
Depreciation	2,923	3,282
Generative exploration costs	307	-
Gain on sale of investments	(15,135)	-
Share-based compensation	-	81,205
Write-off of exploration and evaluation assets	300,359	113,952
Changes in non-cash working capital items:		
Decrease (increase) in receivables	45,926	(7,630)
Decrease in prepaid expenses	25,615	26,593
Decrease in accounts payable and accrued liabilities	<u>(55,848)</u>	<u>(21,346)</u>
Net cash used in operating activities	<u>(106,767)</u>	<u>(341,839)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Increase in deposits	-	14,574
Expenditures on exploration and evaluation assets	(27,574)	(383,313)
Recoveries on exploration and evaluation assets	-	25,000
Proceeds from sale of investments	<u>100,135</u>	<u>-</u>
Net cash provided by (used in) investing activities	<u>72,561</u>	<u>(343,739)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of capital stock	-	1,157,000
Share issue costs	<u>-</u>	<u>(12,772)</u>
Net cash provided by financing activities	<u>-</u>	<u>1,144,228</u>
<b>Change in cash during the period</b>	(34,206)	458,650
<b>Cash beginning of period</b>	<u>167,495</u>	<u>186,209</u>
<b>Cash end of period</b>	\$ 133,289	\$ 644,859
<b>Cash paid during the period for interest</b>	\$ -	\$ -
<b>Cash paid during the period for income taxes</b>	\$ -	\$ -

**Supplemental disclosure with respect to cash flows (Note 11)**

The accompanying notes are an integral part of these consolidated condensed interim financial statements.

**STRONGBOW EXPLORATION INC.****CONSOLIDATED CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY**

JULY 31, 2013

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

	Capital Stock		Reserves			Total
	Number of shares	Amount	Share-based payment reserve	Investment revaluation reserve	Deficit	
Balance at January 31, 2012	81,995,963	\$ 25,280,132	\$ 3,983,741	\$ 355,870	\$ (15,011,193)	\$ 14,608,550
Shares issued for cash – private placement	8,900,000	1,157,000	-	-	-	1,157,000
Shares issued for cash – finder's units	181,200	23,556	-	-	-	23,556
Share issue costs	-	(45,245)	8,918	-	-	(36,327)
Share-based compensation	-	-	81,205	-	-	81,205
Unrealized loss on marketable securities and investments	-	-	-	(343,323)	-	(343,323)
Loss for the period	-	-	-	-	(537,895)	(537,895)
<b>Balance at July 31, 2012</b>	<b>91,077,163</b>	<b>\$ 26,415,443</b>	<b>\$ 4,073,864</b>	<b>\$ 12,547</b>	<b>\$ (15,549,088)</b>	<b>\$ 14,952,766</b>
Balance at January 31, 2013	91,077,163	\$ 26,415,443	\$ 4,095,128	\$ -	\$ (26,899,596)	\$ 3,610,975
Unrealized gain on marketable securities and investments	-	-	-	40,063	-	40,063
Loss for the period	-	-	-	-	(411,466)	(411,466)
<b>Balance at July 31, 2013</b>	<b>91,077,163</b>	<b>\$ 26,415,443</b>	<b>\$ 4,095,128</b>	<b>\$ 40,063</b>	<b>\$ (27,311,062)</b>	<b>\$ 3,239,572</b>

The accompanying notes are an integral part of these consolidated condensed interim financial statements.

**STRONGBOW EXPLORATION INC.****NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS**

JULY 31, 2013

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

**1. NATURE AND CONTINUANCE OF OPERATIONS AND GOING CONCERN ASSUMPTION**

Strongbow Exploration Inc. (the “Company”) is incorporated federally under the laws of the Canada Business Corporations Act (“CBCA”).

The consolidated condensed interim financial statements of the Company are presented in Canadian dollars, which is the functional currency of the Company. The Company trades on the TSX Venture Exchange, (TSXV – SBW) and its head office is located at Suite 860 – 625 Howe Street, Vancouver, BC, Canada V6C 2T6.

The Company’s principal business activity is the acquisition and exploration of exploration and evaluation assets. To date, the Company has not generated significant revenues from operations and is considered to be in the exploration stage.

The Company is in the process of acquiring and exploring its exploration and evaluation assets and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets and related deferred costs is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the financing necessary to complete the development of its exploration and evaluation assets and upon future profitable production.

These consolidated condensed interim financial statements have been prepared on a going concern basis with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. However, the Company has sustained substantial losses from operations since inception and has no current source of revenue. Continued operations of the Company and further exploration on the remaining exploration and evaluation assets is dependent on the Company’s ability to complete additional equity financings or generate profitable operations in the future. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported amounts of expenses and the classification of statement of financial position items if the going concern assumption was inappropriate. These adjustments could be material.

**2. BASIS OF PRESENTATION****Statement of Compliance**

These consolidated condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). These consolidated condensed interim financial statements have been prepared on a historical basis except for certain financial assets measured at fair value. All dollar amounts presented are in Canadian dollars unless otherwise specified. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The policies applied in these consolidated financial statements are based on IFRS issued and outstanding as of September 27, 2013, the date the Board of Directors approved the statements.

The International Accounting Standards Board has issued several new standards which have not yet been adopted by the Company. Each of the new standards is effective for annual periods beginning on or after January 1, 2014 with early adoption permitted, except for IFRS 9 and IFRS 7 which becomes effective January 1, 2015. The following is a brief summary of the new standards:

**STRONGBOW EXPLORATION INC.**

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**2. BASIS OF PRESENTATION – Continued**

**New Accounting Standards**

*IAS 36 – Impairment of assets – disclosure*

This standard has limited scope amendments to disclosure requirements in IAS 36, Impairment of Assets. The extent of the impact of adoption of IAS 36 has not yet been determined by the Company.

*IAS 32 – Financial instruments – presentation*

This standard has been amended to clarify requirements for offsetting of financial assets and financial liabilities. The extent of the impact of adoption of IAS 32 has not yet been determined by the Company.

*IFRS 9 Financial Instruments – classification and measurement*

This is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, “Financial Instruments: Recognition and Measurement”. IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is recorded at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is measured at fair value with changes in fair value through profit or loss. In addition, this new standard has been updated to include guidance on financial liabilities and derecognition of financial instruments. This standard is effective for years beginning on or after January 1, 2015. The extent of the impact of adoption of IFRS 9 has not yet been determined.

*IFRS 7 – Financial instruments – disclosure*

This standard has been amended to require additional disclosures on transition from IAS 39 to IFRS 9. The extent of the impact of adoption of IFRS 7 has not yet been determined.



**STRONGBOW EXPLORATION INC.**

## NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS

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**3. MARKETABLE SECURITIES AND INVESTMENTS****a) Marketable Securities**

	July 31, 2013			January 31, 2013		
	Cost	Unrealized Loss*	Fair Market Value	Cost	Reversal of Previous Unrealized Losses and Permanent loss*	Fair Market Value
Various public companies	\$ 13,525	\$ (2,525)	\$ 11,000	\$ 51,500	\$ (37,975)	\$ 13,525

\*before deferred taxes

During the year ended January 31, 2013, the Company wrote-down its marketable securities by \$37,975 to an estimated net realizable value of \$13,525, since the decline in the fair value of the marketable securities was deemed to be other than temporary.

**b) Investment in North Arrow Minerals Inc. (“North Arrow”)**

	July 31, 2013			January 31, 2013		
	Cost	Unrealized Gain*	Fair Market Value	Cost	Reversal of Previous Unrealized Losses and Permanent loss *	Fair Market Value
Investment in North Arrow	\$ 35,490	\$ 42,588	\$ 78,078	\$ 240,979	\$ (120,489)	\$ 120,490

\*before deferred taxes

North Arrow and the Company are related by virtue of two common directors. During the period ended July 31, 2013 the Company received gross proceeds of \$100,135 from the sale of its investment in North Arrow and recognized a gain of \$15,135 from the sale. During the year ended January 31, 2013, the Company wrote-down its investment in North Arrow by \$120,489 to an estimated net realizable value of \$120,490, since the decline in the fair value of the investments was deemed to be other than temporary.

**STRONGBOW EXPLORATION INC.**

## NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS

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**4. RECEIVABLES**

	<b>July 31, 2013</b>	January 31, 2013
HST/GST receivables	\$ 558	\$ 3,735
Trade receivables	<b>5,534</b>	-
Mineral exploration tax credit receivable	-	11,274
Related party receivables	<b>3,232</b>	40,241
<b>Total</b>	<b>\$ 9,324</b>	\$ 55,250

**5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

	<b>July 31, 2013</b>	January 31, 2013
Trade payables	\$ 8,298	\$ 10,604
Accrued liabilities	<b>8,882</b>	63,776
Related party payable	<b>854</b>	-
<b>Total</b>	<b>\$ 18,034</b>	\$ 74,380

**6. EQUIPMENT**

During the year ended January 31, 2013, the Company reduced its leased office space and disposed of furniture and equipment and a portion of its computer equipment. The Company recognized a loss on the disposal of equipment of \$10,244 for the year ended January 31, 2013.

	Furniture and Equipment	Computer Equipment	Software	Leasehold Improvements	Total
<b>Cost</b>					
As at January 31, 2012	\$ 43,041	\$ 108,706	\$ 42,532	\$ 33,912	\$ 228,191
Additions	-	14,787	-	-	14,787
Disposals	(43,041)	(74,905)	(42,532)	(33,912)	(194,390)
<b>As at January 31, 2013 and July 31, 2013</b>	<b>\$ -</b>	<b>\$ 48,588</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 48,588</b>
<b>Accumulated Depreciation</b>					
As at January 31, 2012	(38,374)	(91,380)	(42,532)	(32,180)	(204,466)
Charge for the year	(933)	(7,416)	-	(433)	(8,782)
Disposals	39,307	69,694	42,532	32,613	184,146
As at January 31, 2013	\$ -	\$ (29,102)	\$ -	\$ -	\$ (29,102)
Charge for the period	-	(2,923)	-	-	(2,923)
<b>As at July 31, 2013</b>	<b>\$ -</b>	<b>\$ (32,025)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (32,025)</b>
<b>Net book value</b>					
As at January 31, 2013	\$ -	\$ 19,486	\$ -	\$ -	\$ 19,486
<b>As at July 31, 2013</b>	<b>\$ -</b>	<b>\$ 16,563</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 16,563</b>

**STRONGBOW EXPLORATION INC.**

## NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS

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(Expressed in Canadian dollars)

**7. EXPLORATION AND EVALUATION ASSETS**

	January 31, 2013	Expended During The Period	Write-off of Costs and Recoveries	July 31, 2013
<b>Gold and Base Metal Properties,</b>				
<b>British Columbia</b>				
Exploration costs	\$ 51,405	\$ -	\$ -	\$ 51,405
Acquisition costs	44,467	-	-	44,467
Geological and assays	66,942	-	-	66,942
Office and salaries	<u>452,023</u>	<u>4,020</u>	<u>-</u>	<u>456,043</u>
	<u>614,837</u>	<u>4,020</u>	<u>-</u>	<u>618,857</u>
<b>Gold and Base Metal Properties, USA</b>				
Exploration costs	992,014	2,361	(44,423)	949,952
Acquisition costs	832,166	2,614	(162,112)	672,668
Geological and assays	152,172	-	(15,611)	136,561
Office and salaries	<u>754,756</u>	<u>18,082</u>	<u>(78,213)</u>	<u>694,625</u>
	<u>2,731,108</u>	<u>23,057</u>	<u>(300,359)</u>	<u>2,453,806</u>
<b>TOTAL</b>	\$ 3,345,945	\$ 27,077	\$ (300,359)	\$ 3,072,663

During the six months ended July 31, 2013, the Company wrote-off \$300,359 (July 31, 2012 - \$113,952) relating to certain properties and recorded the receipt of a cash option payment of \$Nil (July 31, 2012 - \$25,000).

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of its properties is in good standing.

**Gold and Base Metal Properties, British Columbia**

The Company maintains interests in various gold and base metal properties in B.C. in addition to the properties described below.

*Shovelnose Property*

The Company acquired, by staking, a 100% interest in certain mineral claims comprising the Shovelnose property in October 2005. The Company expanded the Shovelnose property by staking additional mineral claims in November 2008.

In January 2011, the Company signed an option agreement with Westhaven Ventures Inc. (“Westhaven”), whereby Westhaven can earn up to a 70% interest in the Shovelnose property. A director of the Company is also a director of Westhaven. Under the terms of the option agreement, Westhaven can earn an initial 51% interest in the Shovelnose property by i) incurring \$1.5 million in exploration expenditures over a three year period, including a firm commitment to spend \$250,000 in the first year of the agreement (completed), and ii) issuing a total of 300,000 common shares to Strongbow (100,000 common shares with a fair value of \$9,500 received in July 2012 and 100,000 common shares with a fair value of \$35,000 received in July 2011 and 100,000 common shares received during the period ended July 31, 2013). Within twelve months of having earned its 51% interest in the property, Westhaven will have the option to earn an additional 19% interest (bringing its total property interest to 70%) by i) issuing an additional 500,000 shares to the Company and ii) incurring an additional \$1.5 million in exploration expenditures.

**STRONGBOW EXPLORATION INC.**

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**7. EXPLORATION AND EVALUATION ASSETS – Continued**

**Gold and Base Metal Properties, Northwest Territories and Nunavut**

The Company maintains interests in various gold and base metal properties in the Northwest Territories and Nunavut in addition to the properties described below.

*Opescal Lake, NWT*

The Company acquired, by staking, a 100% interest in certain mineral claims forming part of the Company's Snowbird nickel project, in December 2006. The Company wrote off accumulated expenditures of \$358,211 during the year-ended January 31, 2013 due to limited exploration activities over the preceding three fiscal years. The Company retains its interest in the underlying mineral claims for the Opescal Lake, NWT property.

*Nickel King Project, NWT*

The Company holds a 100% interest in a number of mineral claims and mining leases in the southern Northwest Territories. Certain of these mining leases are subject to a 3% NSR on base and precious metals production and an additional 2% gross overriding royalty ("GOR"). The Company may purchase the entire NSR at any time for \$1,500,000 and the Company may purchase one-half (1%) of the GOR at any time for \$2,500,000. The Company wrote off accumulated expenditures of \$8,611,542 during the year-ended January 31, 2013 due to limited exploration activities over the preceding three fiscal years. The Company is retaining its interest in the underlying mineral claims and mining leases for the Nickel King Project.

**Other Exploration and Generative Exploration, Canada**

*Other Properties*

The Company maintains a number of mineral claims in British Columbia, Saskatchewan, and the Northwest Territories, as part of the Company's ongoing generative exploration programs.

**Gold Properties, USA**

*Midway Gold Project, South Carolina, USA*

Between July 2010 and September 2011, the Company entered into thirty-one property option agreements with private land owners in South Carolina (the "Midway Gold project"). The terms of the option agreements include certain annual cash payments to the landowners. If the option agreement is exercised by the Company, the Company will either purchase each property or enter into a long term mining lease with the property owner. The properties will be subject to a gross overriding royalty to the current land owners. During the year-ended January 31, 2013, the Company allowed ten of the property option agreements to lapse, and as a result wrote off accumulated expenditures of \$221,003. Included in this amount are acquisition costs related to an additional property option agreement that was relinquished during the period ended July 31, 2013.

To maintain the property option agreements in good standing, the Company must make payment of up to US\$189,612 in January 2014; the Company must make the following payments to landowners over the next four years (all amounts in US Dollars):

Fiscal 2015 - \$310,264

Fiscal 2016 - \$322,097

Fiscal 2017 - \$211,178

Fiscal 2018 - \$167,260

**STRONGBOW EXPLORATION INC.**

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**7. EXPLORATION AND EVALUATION ASSETS – Continued***Ridgeway, South Carolina, USA*

Between June 2011 and June 2012, the Company entered into nine property option agreements with private landowners to explore eighteen properties in South Carolina, USA. The terms of the option agreements included certain annual cash payments and, upon exercising an option, the Company could have purchased each property or entered into a long-term mining lease. The properties were subject to a gross overriding royalty to the current landowners. During the period ended July 31, 2013, the Company allowed eight of the property option agreements to lapse, and as a result wrote off accumulated expenditures of \$300,359. Included in this amount are acquisition costs related to an additional property option agreement that was relinquished subsequent to July 31, 2013.

**8. CAPITAL AND RESERVES****Authorized Share Capital**

At July 31, 2013, the authorized share capital is an unlimited number of common shares without par value. All issued shares are fully paid.

**Share issuances**

There were no share issuances for the period ended July 31, 2013.

**Stock options and warrants**

In June 2013, the Company's shareholders approved the Company's Stock Option Plan (the "Plan"), which establishes a rolling number of shares issuable under the plan in the amount of 10% of the Company's issued shares at the date of grant.

Under the terms of the Plan, the exercise price of each stock option granted cannot be less than the market price at the date of grant, less a discount up to 25% in accordance with the policies of the TSX-V. Options granted can have a term up to five years with vesting provisions determined by the directors in accordance with TSX-V policies for Tier 2 Issuers. Typically, the Company has granted stock options at or above the market price on the grant date, with a vesting period of 25% at the date of grant and 25% every six months thereafter.

As at July 31, 2013 the following stock options and warrants were outstanding:

	Number of Shares	Exercise Price	Number Vested	Expiry Date
<b>Options</b>	1,525,000	\$ 0.17	1,525,000	July 26, 2014
	1,735,000	0.20	1,735,000	September 23, 2015
	70,000	0.42	70,000	December 22, 2015
	1,570,000	0.55	1,570,000	April 29, 2016
<b>Warrants</b>	8,900,000*	\$ 0.20	8,900,000	September 9, 2013
	181,200*	0.20	181,200	September 9, 2013

\*Subsequently expired without exercise.

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**8. CAPITAL AND RESERVES – Continued****Stock options and warrants – Continued**

Stock option transactions are summarized as follows:

	Number of Options		Weighted Average Exercise Price
Balance, January 31, 2013	5,115,000	\$	0.31
Cancelled/Expired	<u>(215,000)</u>		0.42
Balance, July 31, 2013	4,900,000		0.31
Number of options currently exercisable as at July 31, 2013	4,900,000	\$	0.31

Warrant transactions are summarized as follows:

	Number of Warrants		Weighted Average Exercise Price
Balance, January 31, 2013 and July 31, 2013	9,081,200*	\$	0.20

\*Subsequently expired without exercise.

**Share-based compensation**

During the period ended July 31, 2013 and July 31, 2012, the Company granted no stock options. Total share-based compensation recognized during the six months ended July 31, 2013 was \$Nil (July 31, 2012 - \$81,205).

**STRONGBOW EXPLORATION INC.****NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS**

JULY 31, 2013

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

**9. RELATED PARTY TRANSACTIONS**

The Company entered into the following transactions with related parties not disclosed elsewhere in these financial statements:

- a) Charged rent and technical services of \$8,715 (July 31, 2012 - \$18,752) to North Arrow, a company with two common directors.
- b) Charged administrative and technical services of \$23,404 (July 31, 2012 - \$12,393) to Stornoway Diamond Corporation (“Stornoway”), a company with a common officer.
- c) Paid or accrued administrative and accounting services of \$4,333 (July 31, 2012 - \$17,741) to Stornoway.

Included in receivables are amounts due from North Arrow totaling \$2,508 (January 31, 2013 - \$35,241) for reimbursement of exploration expenditures and shared administrative expenses paid by the Company on North Arrow’s behalf.

Included in payables are amounts due to Stornoway totaling \$854 (January 31, 2013 – amounts due from Stornoway - \$5,001) for reimbursement of exploration and administrative costs paid by the Company on Stornoway’s behalf.

Key management includes the Company’s directors and officers. Compensation awarded to key management during the six months ended July 31, 2013 and 2012 were as follows:

	<b>Six Months Ended July 31, 2013</b>	Six Months Ended July 31, 2012
Salaries and benefits <sup>1</sup>	\$ 54,569	\$ 146,797
Total	\$ 54,569	\$ 146,797

1 – When key management is working specifically on exploration and evaluation assets their time is capitalized against the exploration and evaluation asset.

**10. ASSET RETIREMENT OBLIGATION**

	<b>Six Months Ended July 31, 2013</b>	Year Ended January 31, 2013
Balance – beginning of the year	\$ 81,170	\$ -
Asset retirement obligation	-	81,170
Accretion	552	-
Change in estimate	308	-
Balance – end of the period	\$ 82,030	\$ 81,170

The Company has recorded an asset retirement obligation, which reflects the present value of the estimated amount of undiscounted cash flow required to satisfy the asset retirement obligation in respect of the Nickel King property in Northwest Territories. The primary component of this obligation is the removal of fuel drums and camp materials. The pre-tax market based discount rate at which the estimated cash flows have been discounted to arrive at the obligation is 1.57%. The undiscounted amount of inflation-adjusted estimated future cash flows is \$86,513.

**STRONGBOW EXPLORATION INC.**

## NOTES TO THE CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS

JULY 31, 2013

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

**11. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

The Company did not have any significant non-cash transactions for the six months ended July 31, 2013.

The significant non-cash transactions for the six months ended July 31, 2012 were:

- a) The Company incurring mineral property expenditures of \$15,750 that are included in accounts payable and accrued liabilities.
- b) The Company received 100,000 common shares of a TSX-V company with a fair value of \$9,500.

**12. COMMITMENTS**

The Company is committed to minimum future lease payments for office premises and leased office equipment through to May 31, 2017 as follows:

Fiscal year ending January 31, 2015	\$	8,109
Fiscal year ending January 31, 2016	\$	8,109
Fiscal year ending January 31, 2017	\$	3,899
Fiscal year ending January 31, 2018	\$	975

The Company's lease costs may be reduced due to recoveries through sub-leases.

**13. SEGMENTED INFORMATION**

The Company operates in one business segment being the exploration of exploration and evaluation assets in Canada and the United States as follows:

	July 31, 2013			January 31, 2013		
	Canada	United States	Total	Canada	United States	Total
Exploration and evaluation assets	\$ 618,857	\$ 2,453,806	\$ 3,072,663	\$ 614,837	\$ 2,731,108	\$ 3,345,945
Equipment	16,563	-	16,563	19,486	-	19,486
	<u>\$ 635,420</u>	<u>\$ 2,453,806</u>	<u>\$ 3,089,226</u>	<u>\$ 634,323</u>	<u>\$ 2,731,108</u>	<u>\$ 3,365,431</u>