Form 51-102F1
Management's Discussion and Analysis
for
Strongbow Exploration Inc. ("Strongbow" or the "Company")

Containing Information up to and including May 19, 2009

Description of Business

Strongbow Exploration Inc. (the "Company") is a Canadian mineral exploration company focused on exploring prospective nickel properties in Saskatchewan and the Northwest Territories and gold properties in British Columbia. The Company's goal is to identify potentially economic nickel/copper mineralization within the Snowbird Tectonic Zone in northern Saskatchewan and southeastern Northwest Territories and gold mineralization in the Spences Bridge area of British Columbia. Shares of the Company trade on the TSX Venture Exchange under the symbol SBW.

The following discussion and analysis of the Company's financial condition and results of operations for the twelve months ended January 31, 2009, should be read in conjunction with the audited financial statements of the Company for the years ended January 31, 2009 and January 31, 2008, together with the notes thereto. These financial statements have been prepared in accordance with Canadian generally accepted accounting principles.

Unless otherwise noted, all currency amounts are stated in Canadian dollars.

Overview - General

This Management Discussion & Analysis contains certain forward-looking information. When used in this document, words like "anticipate", "believe", "estimate" and "expect" and similar expressions are intended to identify forward-looking statements. Such statements are used to describe management's future plans, objects and goals for the Company and therefore involve inherent risks and uncertainties. The reader is cautioned that actual results, performance or achievements may be materially different from those implied or expressed in such statements.

Corporate Highlights for the Year ended January 31, 2009 and subsequent events up to May 19, 2009

- The Company completed a 44 hole (9,200 m) exploration drilling program at the **Nickel King** property in southeastern NWT. In February 2009, the Company disclosed the first National Instrument 43-101 ("NI 43-101") compliant mineral resource estimate for the **Main Zone** at Nickel King. The resource estimate was determined by PEG Mining Consultants Inc. ("PEG"), and includes an **indicated resource of 11,111,000 tonnes grading 0.40% Ni, 0.10% Cu and 0.018% Co** and an **inferred resource of 33,061,000 tonnes grading 0.36% Ni, 0.09% Cu and 0.017% Co**. The reported resource estimate was determined at a 0.2% Ni cut-off grade. A metallurgical study of the Main Zone is presently under way;

- The Company conducted detailed helicopter-borne geophysical surveys (VTEM) and lake sediment geochemical surveys of select target areas within the **Snowbird Nickel project**, Saskatchewan as well as a six hole (774 m) drilling program in the Dumas Lake area, Saskatchewan. A new zone of nickel sulphide mineralization was discovered at the **Nickel Lake** target, highlighted by **0.80 m grading 1.89% Ni, 0.93% Cu and 0.111% Co** from drill hole NL08-01. Follow up work on the airborne surveys resulted in the identification of a number of new and locally mineralized mafic and ultramafic intrusions in the Heel and Opescal Lake areas;

- The Company completed a program of mechanical trenching, bedrock mapping and soil geochemical surveys at its wholly owned **Shovelnose** gold property in southern British Columbia. Highlight results included **5.1 g/t Au over 6.0 m** from trench L6-XT-04 and a prospecting sample that has returned **119 g/t Au and 271 g/t Ag**;

- The Company identified and acquired the **Inza** copper-gold porphyry within the Quesnel Trough of north central British Columbia. Initial sampling of an altered porphyry returned from 136 ppm Cu to 9,450 copper and from background to 798 ppb gold;

- In May 2008, the Company closed a non-brokered $300,000 flow-through private placement;

- In June 2008, the Company closed a brokered $3,501,000 flow-through private placement;

- North Arrow Minerals Inc. ("North Arrow") funded and operated an exploration drilling program at the Company's Silvertip polymetallic project in Nunavut;

- Bayswater Uranium Corporation ("Bayswater") funded and operated a program of claim staking and prospecting at the North Thelon joint venture property with the Company.

A summary of the exploration activities for the Company follows, as well as a description of other corporate activities. These summaries include some discussion of management's future exploration plans. The reader is cautioned that actual results, performance or achievements may be materially different from those implied or expressed in these statements. The Company's exploration programs are subject to change from time to time, based on the analysis of results and changing corporate priorities and exploration targets.

Exploration Update

Unless otherwise stated below, the Company's gold and base metal exploration activities are conducted under the supervision of David Gale, P.Geo. (BC, NT) Vice-President of Exploration for the Company. The Company's uranium exploration activities are conducted under the supervision of Robert Campbell, P.Geo. (BC), an employee of the Company. Each of these individuals is considered to be a qualified person within the meaning of NI 43-101.

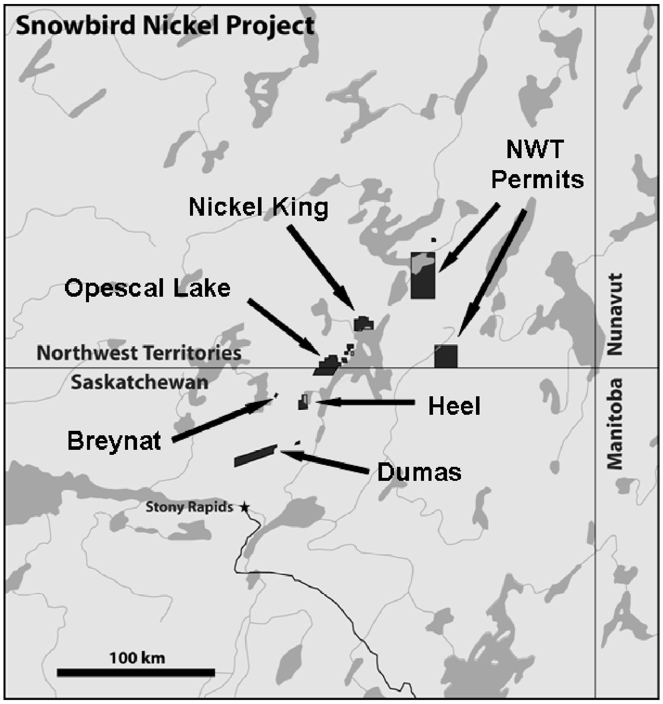
Over the last twelve months, the Company has focused its efforts and resources on evaluating the Main Zone Ni-Cu-Co deposit on the Nickel King project, as well as the nickel-copper-PGE potential of the Snowbird Tectonic Zone of northern Saskatchewan and southern Northwest Territories. The Company also continued to explore the Shovelnose gold property within the Spences Bridge gold belt of southwestern British Columbia and completed generative exploration programs within central British Columbia.

Nickel Properties – Northwest Territories & Saskatchewan

General

The Company's nickel exploration strategy is focused on investigating the potential of the southern Snowbird Tectonic Zone ("STZ") to host magmatic Ni-Cu-Co deposits. The STZ is a major crustal scale structure that can be traced for over 2,800 km from the Rocky Mountains in southern Alberta to Hudson Bay in Nunavut and represents an underexplored region prospective for magmatic nickel sulphide deposits. Exploration work completed by the Company over the last two and a half years has confirmed that numerous mafic-ultramafic intrusions are located along the STZ. Some of these intrusions are known to host nickel-copper sulphide mineralization, including the Main Zone deposit currently being evaluated at the Company's **Nickel King** property, Northwest Territories. Other magmatic nickel deposits located along the STZ include the past producing Rankin Inlet Nickel Mine and the advanced stage Ferguson Lake Ni-Cu-Co-PGE deposit in Nunavut, as well as the Axis Lake occurrence in Saskatchewan.

In addition to the Nickel King property, the Company also maintains a 100% interest in approximately 110,000 ha of mineral claims and permits located along a 240 km strike length of the southern STZ, straddling the Saskatchewan-Northwest Territories border. These properties are collectively part of the Company's **Snowbird Nickel project** and include the Dumas Lake, Heel and Opescal Lake target areas.



Nickel King Project - Northwest Territories

The Company's principal exploration project during the year ended January 31, 2009 was its wholly owned, 7,642 ha Nickel King Project located in the STZ in the southeastern corner of the Northwest Territories, approximately 145 km northeast of Stony Rapids, Saskatchewan. During the year ended January 31, 2009 the Company completed a 9,200 m drilling program. The program consisted of 44 drill holes, including 31 drill holes on the Main Zone. Five drill holes followed up on discoveries made in 2007 at the Koona (3 holes) and South Ring (2 holes) targets and the remaining eight drill holes tested an additional seven exploration targets within the property.

Main Zone

Drilling completed in 2008 on the Main Zone confirmed the continuity of mineralization along a strike length of over 2,600 m. The deposit is hosted within two arcuate stacked, moderately south-dipping norite sills (the Upper Sill and the Lower Sill) and mineralization remains open along strike to the southwest and also to the southeast. Subsequent to the year ended January 31, 2009 the Company reported the first ever NI 43-101 compliant resource estimate for the Main Zone deposit at Nickel King. The resource estimate was completed by PEG and has an effective date of February 25, 2009.

Nickel King Project – Main Zone resource estimate at a 0.2% Ni cut-off (Base Case)

Class	Tonnes (000s)	Grade			Contained Metal		
		Nickel (%)	Copper (%)	Cobalt (%)	Nickel (Millions lb)	Copper (Millions lb)	Cobalt (Millions lb)
Indicated	11,111	0.40	0.10	0.018	97.7	23.5	4.4
Inferred	33,061	0.36	0.09	0.017	262.4	63.9	12.3

For information purposes, summaries of indicated resource estimates and inferred resource estimates at various nickel cut-off grades are provided in the following tables:

Nickel King Project – Main Zone indicated resource estimate at various Ni cut-off grades

Classification	Nickel Cut-off (%)	Tonnes (000s)	Nickel (%)	Copper (%)	Cobalt (%)
Indicated	0.15	14,082	0.35	0.08	0.016
	0.20	11,111	0.40	0.10	0.018
	0.30	7,340	0.48	0.12	0.021
	0.50	2,773	0.62	0.15	0.027

Nickel King Project – Main Zone inferred resource estimate at various Ni cut-off grades

Classification	Nickel Cut-off (%)	Tonnes (000s)	Nickel (%)	Copper (%)	Cobalt (%)
Inferred	0.15	43,974	0.31	0.08	0.015
	0.20	33,061	0.36	0.09	0.017
	0.30	19,609	0.44	0.11	0.020
	0.50	4,930	0.59	0.15	0.026

The resource estimate was completed by Pierre Desautels, P.Geo., a principal of PEG, using industry standard methods that conform with the CIM Mineral Resource and Mineral Reserve definitions referred to in NI 43-101, Standards of Disclosure for Mineral Projects.

Company management believes this initial resource estimate confirms the potential of the Main Zone as a near surface, bulk tonnage nickel-copper-cobalt sulphide deposit. Drilling completed in 2007 and 2008 was focused on testing exploration targets and was not specifically designed for the purpose of resource definition. Overall, the resource has therefore been estimated from a relatively small number of drill holes considering the extensive strike length along which mineralization has been defined. This is reflected in a large portion of the resource falling within the inferred category. Furthermore, constraints placed on the resource estimate model resulted in the identification of additional untested potential within modeled areas of both the Upper and Lower Sills where drilling density is insufficient to categorize an inferred resource. Additional potential to expand the resource can be identified in the form of untested geophysical targets located both directly along strike and up dip from the current resource estimate.

Mineral resources are not mineral reserves and do not have demonstrated economic viability. This mineral resource estimate includes inferred resources that are normally considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. There is also no certainty that the inferred mineral resource will be converted to the measured and indicated mineral resource categories through further drilling, or into a mineral reserve once economic considerations are applied.

Koona

The Koona zone represents a potential near surface, land based satellite deposit in close proximity to the Main Zone. Mineralization is located 500 m east of the Main Zone and was tested by three drill holes in 2008:

Drill Hole	From (m)	Interval (m)	Ni (%)	Cu (%)	Co (%)
NK08-49	31.16	1.14	1.74	0.31	0.066
NK08-50	41.05	4.35	1.02	0.24	0.039
NK08-53	23.0	4.73	0.83	0.17	0.026

This drilling tested the zone over a 400 m strike length. The norite host is very similar in composition to the Upper and Lower Sills of the Main Zone however its relationship to these sills, if any, is uncertain.

Ring South

The Ring South target also represents a potential near surface satellite deposit to the Main Zone. Two drill holes were completed in 2008 with drill hole NK08-46 returning 14.02 m grading 0.5% Ni, 0.37% Cu, and 0.024% Co starting at 30.5 m down hole and drill hole NK08-48 returning 20.58m grading 0.45% Ni, 0.28% Cu, and 0.024% Co starting at 9.5 m down hole. Drilling has traced the zone over a minimum strike length of 100 m, and it remains open along strike and to depth.

Other Targets / Exploration

In addition to the drilling program, a detailed helicopter time domain EM (VTEM) survey was flown over the project area in March 2008. Results of this surveys, as well as mapping and prospecting surveys completed in 2008 have identified or refined a number of additional exploration targets including the Kizan, Kizan South and Channel areas.

Way Forward

The Nickel King project represents the company's most advanced exploration project. Company management is pleased with progress made in evaluating the Main Zone deposit and considers disclosure of the NI 43-101 compliant resource estimate to be a significant milestone in the advancement of the project. Management further believes there is significant potential to expand and upgrade the current resource with further resource definition drilling.

As the next step in evaluating the deposit, the Company has commissioned a metallurgical study of the Main Zone with results expected in July 2009. The study will provide the Company with initial metallurgical criteria including estimates of grindability, metal recovery and concentrate grade. Considering the current economic and fiscal challenges facing mineral exploration and mining companies, Management believes this metallurgical test work represents the most cost effective and meaningful way to advance the project in 2009. An estimated budget for the metallurgical study and the completion of the NI 43-101 technical report in support of the resource estimate is approximately $150,000. Contingent upon positive results from the metallurgical study, the technical report recommends further resource definition drilling with an estimated budget of $8.9 million. The Company would require additional financing to complete such a program. The metallurgical study will go some way in determining whether such a drill program is warranted.

The independent NI 43-101 technical report in support of the Nickel King Main Zone resource estimate is available for viewing under the Company's profile at www.sedar.ca or can be downloaded from the Company's website at www.strongbowexploration.com. The report provides a complete documentation of the exploration background on Nickel King, including Strongbow's exploration results and data verification.

The Company's interest in the Nickel King project is subject to two royalties totaling 5% that are payable on production from a portion of the property. The Company may purchase a 3% royalty from one of the royalty holders for $1,500,000. The Company can also purchase half of the remaining 2% royalty from the second royalty holder for $2,500,000. If both purchases were made by the Company, two of the mineral claims that comprise the property would remain subject to a 1% royalty.

Snowbird Nickel Project – Saskatchewan/Northwest Territories

During the year ended January 31, 2009, the Company completed airborne geophysical, mapping, prospecting and lake sediment geochemical surveys of the Snowbird project area, as well as a six hole (774 m) drilling program testing the Nickel Lake and Dumas Lake targets. Based on the results of this work, in November 2008 the Snowbird project area was reduced to 110,000 ha covering five primary target areas.

Dumas (including the Nickel Lake, Dumas Lake and Reeve Lake targets)

The Dumas area consists of three target areas located approximately 30 to 40 km north of Stony Rapids in northern Saskatchewan. The Nickel Lake and Dumas Lake targets represent the most significant Ni-Cu sulphide mineralization identified by the Company within the STZ outside of the Nickel King project. At **Nickel Lake**, a single drill hole, NL08-01 (102 m), tested a 600 m long electromagnetic/magnetic anomaly located beneath overburden, adjacent to and along strike from several highly strained norite intrusions. The hole was drilled to the south at a minus 60 degree angle and encountered a **0.80 m zone** of near massive sulphides grading **1.89% Ni, 0.96% Cu and 0.111% Co** starting at 80.15 m downhole. Mineralization is hosted by an interpreted paragneiss unit and is not interpreted to represent the down dip extension of mineralized norite intrusions (grab samples returning from background values to 0.45% Ni) mapped approximately 150 m south of, and 270 m along strike to the west of the drill hole.

Approximately 10 km to the east of Nickel Lake, five drill holes tested a series of geophysical targets over a five kilometre strike length of the **Dumas Lake** target. Three of the drill holes encountered nickel sulphide mineralization associated with a steep to moderately north northwest dipping norite intrusive that has been discontinuously mapped through the area. Drill holes DS08-01, -02 and -03 returned 25 m grading 0.15% Ni, 12 m grading 0.19% Ni and 4.55 m grading 0.27% Ni, respectively. The latter interval included a 0.55 m section of 10-15% disseminated sulphides grading 0.81% Ni, 0.47%, Cu, and 0.039% Co. In each case mineralization was encountered near the top of the drill hole. The remaining two holes (DS08-04 and -05) tested two targets at the western end of the Dumas Lake area and did not encounter significant mineralization.

The Reeve Lake target is located 5.5 km west of Nickel Lake and has not been drill tested. A March 2008 VTEM survey has defined a discrete EM conductor coincident within a strained mafic (norite) sill.

Heel

The Heel area is located approximately 70 km northeast of Stony Rapids and 75 km southwest of Nickel King. The target area covers a series of prospective coincident electromagnetic and magnetic geophysical anomalies with associated anomalous lake sediment geochemical results. A series of norite, gabbro and pyroxenite intrusions have now been mapped in this area, some of which contain 1-3 % disseminated sulphide mineralization and have locally returned anomalous nickel values. In particular, initial sampling of the Dash, Laura and Island showings has returned from background values up to 0.15% Ni, 0.46% Ni and 0.10% Ni respectively. Each of these showings is located adjacent to priority geophysical targets and modeling is underway to determine if the geophysical anomalies could represent the subsurface expression of mineralization identified at these showings. Company management is highly encouraged by these very preliminary results and considers the Heel area to be a top priority for additional exploration and evaluation work.

Breynat

The Breynat target is located approximately 10 km west of Heel. The March 2008 VTEM survey further constrained a discrete conductive anomaly associated with a large mafic intrusion mapped in the area. Localized areas of sulphide mineralization have been identified within this intrusion however, the area of the geophysical target is overburden covered. Ground follow-up of the Breyant anomaly was not completed during the year ended January 31, 2009.

Opescal Lake

The Opescal Lake target area straddles the Saskatchewan/Northwest Territories border approximately 110 km northeast of Stony Rapids and 30 km southwest of Nickel King. Mapping and prospecting surveys have identified a number of mafic and ultramafic intrusions (norite, pyroxenite, peridotite and gabbro) in close proximity to identified geophysical anomalies. Of particular interest is a single bedrock grab sample collected from a mafic intrusive rock at Opescal Lake that returned 0.8 g/t Pt, 0.8 g/t Pd and 4.1 g/t Au, indicating some potential for platinum group metals in this area. The Opescal Lake area continues to represent a priority target in a very similar setting to Nickel King.

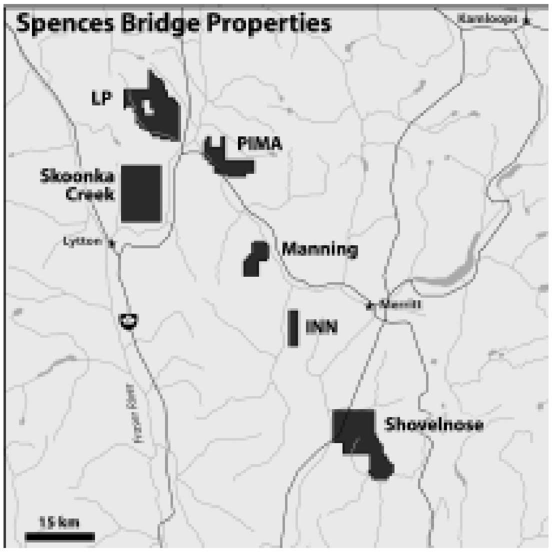
NWT Permits

The Company maintained an interest in 15 prospecting permits covering 287,000 ha to the northeast of Nickel King in the Northwest Territories. Portions of the permits were surveyed in 2007 using a fixed wing airborne geophysical system (Megatem). Follow-up work of these survey results was not conducted during the year ended January 31, 2009 as the Company focused its exploration efforts on the portion of the STZ between Nickel King and Stony Rapids in Saskatchewan. As a result, subsequent to the year ended January 31, 2009 the Company relinquished twelve prospecting permits, retaining an interest in three permits covering two areas considered most prospective for nickel copper sulphide mineralization.

Way Forward

A detailed compilation of exploration results for the Snowbird project is currently underway. This work is primarily focused on compiling and interpreting information from VTEM and MegaTem airborne geophysical surveys along with bedrock mapping, prospecting and geochemical survey results. The Snowbird project properties share a number of geological characteristics with the setting at Nickel King. The most important similarity is the presence of mineralized mafic/ultramafic intrusive rocks (including norites) at each of the Opescal Lake, Heel, and Dumas target areas. Management is pleased with the Company's progress to date on the Snowbird project and believes that additional discoveries of significant nickel-copper sulphide mineralization are possible within this underexplored area. A formal budget for further exploration of the Snowbird project has not yet been approved although an estimated budget of approximately $200,000 is required to advance the Saskatchewan targets to the drill ready stage. The Company will continue to evaluate cost effective ways to advance the project, with a final decision likely to be made after receipt of results from the Nickel King metallurgical testwork. Tenure to the Snowbird project mineral claims is secure through the 2010 field season with the exception of the NWT permits, which expire in February 2010. In order to retain any portion of the permitted area beyond February 2010, the Company would need to stake claims within the permits. The cost of staking would depend on the size of the area staked. In 2009, the Company will evaluate whether there are targets that warrant staking on the permitted areas that will expire in 2010.

Spences Bridge Gold Belt Properties – British Columbia



General

The Company maintains an interest in a number of exploration properties within the Spences Bridge Gold Belt (“SBGB”) in southwestern British Columbia. The SBGB covers a 100 km strike length of volcanic stratigraphy that is prospective to host epithermal gold mineralization. The best mineralization reported to date from the area has been described at the JJ showing on the Company’s Skoonka Creek property, where a 2005 drilling program included a highlight drill hole that returned 12.8 m grading 20.2 g/t gold from a well banded low sulphidation epithermal quartz vein.

Shovelnose Property

The Company’s wholly owned Shovelnose property covers prospective stratigraphy in the southern portion of the SBGB. The property was the focus of exploration work completed by the Company in the SBGB during the year ended January 31, 2009. Exploration activities included mapping, prospecting and soil geochemical surveys, as well as mechanized trenching of the Mik and Line 6 gold showings. Highlight results of this work include 5.1 g/t Au over 6.0 m from trench L6-XT-04 and a prospecting sample that has returned 119 g/t Au and 271 g/t Ag.

The Shovelnose property is located approximately 175 km east of Vancouver and 30 km south of Merritt along the Coquihalla Highway, which crosses the northwestern corner of the property. In August 2009, seven mechanized trenches were completed at the Line 6 and Mik gold showings to better expose previously identified mineralized vein systems. The showings are located approximately one kilometre apart and associated with broad, multi-element (including gold) soil geochemical anomalies. Four of the trenches (120 total metres) were dug across a 210 m length of the Line 6 showing. The remaining trenches (79 total metres) tested three areas across a 150 m extent of the Mik showing. Continuous chip samples of exposed bedrock were collected over regular intervals within each trench. Additionally, separate chip samples were collected from mappable quartz veins in an effort to determine the tenor of mineralization within the veins. A summary of the results of this work is provided in the following table:

Trench	Length	Best composite	Quartz vein chip samples
L6-XT-01	36m	**2.0 m grading 17.0 g/t Au**	0.84 to **4.30 g/t Au** (6 veins sampled)
L6-XT-02	39m	**16.0 m grading 1.4 g/t Au** and **4.0 m grading 3.35 g/t**	0.88 to **4.86 g/t Au** (5 veins sampled)
L6-XT-03	20m	2.5 m grading 1.68 g/t Au	0.14 to **16.3 g/t Au** (10 veins sampled)
L6-XT-04	25m	**6.0 m grading 5.1 g/t Au**	0.02 to **46.6 g/t Au** (5 veins sampled)
MK-XT-01	41m	3.0 m grading 1.40 g/t Au	2.94 to **7.72 g/t Au** (4 veins sampled)
MK-XT-02	34m	2.0 m grading 1.45 g/t Au	**22.2 g/t Au** (1 vein sampled)
MK-XT-03	4m	No significant results	No quartz veins exposed

Mineralization at both showings consists of south-southwest trending massive to colloform banded quartz veins and local vein breccia zones hosted within moderately to strongly altered felsic volcanic rocks. Individual quartz veins typically dip to the west at a shallow angle and range from less than 1 cm up to 14 cm in width. Vein breccia phases up to 60 cm wide have been observed at the Line 6 showing. Better mineralization is strongly controlled by the density of quartz veins and vein breccias within the volcanic host rock. Of 31 vein chip samples, 20 have returned in excess of 1 g/t gold. Silver to gold ratios are variable, ranging from less than 1 up to 10, but tend to be relatively consistent for veins exposed within a particular trench.

Prospecting of soil geochemical anomalies outside of the Mik and Line 6 showings led to one significant discovery during the program. A float sample of a quartz veined and altered crystal lithic tuff collected approximately 500 m south of the Mik showing, has returned 119 g/t Au and 271 g/t Ag. Veining within this sample exhibits a weakly developed chalcedonic banding and contains trace, dark grey metallic sulphides.

During the year ended January 31, 2009 the Company expanded the size of the Shovelnose property to 10,630 ha by staking an additional five mineral claims (totaling 2,336 ha) tying onto the southeastern corner of the property.

Company management is encouraged with the results to date from the Shovelnose property. Both the Mik and Line 6 showings have demonstrated consistent gold values from vein material and show good potential as bulk tonnage gold targets. It is anticipated that a program including additional mechanized trenching and bedrock mapping will be completed during the summer of 2009. Although a formal budget for this work has not been approved, it is anticipated to be approximately $120,000. The purpose of this work will be to better define the Mik and Line 6 showings in preparation for drill testing either during the fall of 2009 or spring of 2010.

<u>Skoonka Creek property</u>

The 10,000 ha **Skoonka Creek** property is located near the village of Lytton, less than 10 km from the Trans Canada Highway and the Canadian National Railway line, approximately three hours by car from Vancouver. Exploration of the property is conducted under a joint venture arrangement with Almaden Minerals Ltd. ("Almaden"). The Company is the project operator and maintains a 65.74% interest in the property. Exploration programs completed from 2005 through 2007 identified a number of low sulphidation epithermal gold targets including the JJ, Deadwood and Backburn showings. The best mineralization reported to date from the property has been described at the JJ showing, where a 2005 drilling program included a highlight drill hole that returned 12.8 m grading 20.2 g/t gold from a well banded low sulphidation epithermal quartz vein.

Exploration work during the year ended January 31, 2009 was limited to cataloging and relocating drill core and removing drilling pads from the 2007 drilling program.

A review of exploration data from the 2005 through 2007 programs is currently planned and the Company will review ways to advance the project during 2009. This review will include a re-evaluation of drill results from the JJ and Deadwood targets. A formal budget for this work has not been approved by the joint venture.

<u>LP, PIMA and Manning Properties</u>

The Company did not conduct any exploration work on the remaining SBGB properties during the year ended January 31, 2009. Several of the properties contain encouraging gold exploration targets and some amount of work is expected to be conducted during 2009 in conjunction with the follow up work on the Shovelnose property. Although a formal budget for this work has not been approved it is anticipated to be approximately $40,000.

Other Exploration Properties

<u>Inza Property – British Columbia (Cu-Au-Mo)</u>

During the year ended January 31, 2009 the Company continued with an ongoing generative exploration program in central British Columbia. The main outcome of this work was the identification of the Inza porphyry copper gold prospect in the Fort St. James area of the Quesnel Trough, in central British Columbia. The 7,260 ha property is located approximately 54 km northwest of Fort St. James and is accessible by a series of logging roads. The Mount Milligan deposit is located 40 km to the northeast of the property and the recently discovered Kwanika deposit, is situated 87 km to the northwest. Mineralization at both of these deposits is similar in style to that being targeted at Inza.

The Company originally targeted the Inza area based on past exploration work conducted by Rio Algom in 1990, as well as government regional geochemical and geophysical datasets. The Rio Algom work had identified a large multi-element soil geochemical anomaly associated with a regional magnetic geophysical anomaly. The area was logged subsequent to the Rio Algom work. In September 2008, the Company took advantage of the improved access to conduct a brief field evaluation of the area, concentrating on prospecting logging roads and skidder trails where new bedrock may be exposed. Limited silt and soil sampling was also conducted over geochemically anomalous areas. The highlight of this work were four rock samples collected from an altered biotite-feldpsar porphyry, identified along a new logging road that crosses one of the Rio Algom soil anomalies. All four samples returned anomalous metal values, including 136 ppm to 9,450 ppm copper, background to 798 ppb gold and 34 ppm to 711 ppm molybdenum. This subcropping intrusive rock coincides with the western edge of a subtle magnetic low within the larger magnetic anomaly, potentially indicative of magnetite destruction relating to silica and/or potassic alteration that is often associated with porphyry-style deposits.

The majority of the Inza property was acquired directly through staking by the Company. However two areas within the property were acquired subsequent to the year ended January 31, 2009 by way of share purchase agreements with two separate vendors. Under the terms of the first agreement, the Company acquired a 100% interest in three mineral claims (claim numbers 580141, 580143 and 580279) by issuing Kelly Funk 125,000 common shares of Strongbow. Under the second agreement the Company issued 125,000 common shares of Strongbow to John Bot to acquire ownership of an additional two mineral claims (claim numbers 580125 and 580126).

Follow up mapping, geochemical and IP geophysical surveys are planned for the 2009 field season. A preliminary budget of $150,000 has been approved for this work.

Kepp and Bridge Properties – British Columbia (Cu-Au-Mo)

During the year ended January 31, 2009, the Company identified and acquired two additional copper-gold porphyry targets in central British Columbia. The properties were acquired by staking and identified during an ongoing generative program. The Kepp property (944 ha) is located 30 km southeast of Fort St. James, and the Bridge Property (1,366 ha) is located 40 km east of 100 Mile House. These two properties received limited prospecting in August 2008 and the claims are in good standing into 2010. Additional follow up work is planned for 2009 as part of exploration efforts on the Inza property.

Silvertip Project – Nunavut (Ag-Au-Zn-Pb)

The 7,284 hectare (18,000 acre) Silvertip property is located in the Back River area of Nunavut and covers two silver/gold showings, as well as 15 km of prospective volcanic stratigraphy. The property is located approximately 110 km east of the Diavik diamond mine and 115 km south of Sabina Silver's Hackett River deposit. Exploration of the property during the year ended January 31, 2009 was funded by North Arrow Minerals Inc. under the terms of an option agreement signed in May 2007.

During the year ended Janaury 31, 2009, North Arrow announced the results of a spring drilling program on the property that was designed to test the repeatability of historical drilling of the Pale showing. Overall, the 2008 drilling of the Pale Showing confirmed the tenor of known mineralization but did not indicate that higher grades or wider zones of mineralization are located within or along strike from previous work.

Under the terms of the May 2007 option agreement with North Arrow, North Arrow could have earned a 60% interest in the property from the Company by incurring $5,000,000 in exploration expenditures over a five year period. During the year ended January 31, 2009, North Arrow provided notice to the Company that it was terminating the option and the property was returned to the Company.

The Silvertip property consists of seven mineral claims covering 15 km of prospective volcanic stratigraphy. The Company maintains a 100% interest in six of the claims, including the Minou showings. A portion of these claims is subject to a 1% net smelter returns royalty ("NSR") that can be purchased by the Company at any time for $1,000,000. The Company further maintains the right to earn a 100% interest in the seventh mineral claim that covers the Pale showing (the "Pale" claim). The Company may earn its interest in the Pale claim by making staged cash payments totaling $85,000 over four years and incurring an aggregate of $317,500 in exploration expenditures over a four year period. Once the Company has earned its interest in the Pale claim, the claim will be subject to a 2% NSR, of which one half (1%) may be purchased at any time for $1,000,000.

The Company had completed a Memorandum of Understanding ("MOU") with Nunavut Tunngavik Incorporated ("NTI") relating to an additional area of prospective geology within Inuit Owned Land parcel CO-03. The MOU contemplated the development of a formal Mineral Exploration Agreement ("MEA"), the terms of which would be negotiated. Based on the results of the 2008 drilling program, the Company has notified NTI it will not proceed with the formal MEA.

Uranium Properties (Canada Uranium Joint Venture) – Nunavut/Northwest Territories

The Company currently maintains an interest in two uranium exploration properties in the Thelon Basin of Nunavut. The **North Thelon** and **South Thelon** uranium properties are being explored as part of the Canada Uranium Joint Venture (the "CUJV") with Bayswater. The CUJV was formed in January 2006 with the intention of identifying and acquiring uranium exploration opportunities in Canada. Under the terms of the CUJV, Bayswater funds the first $500,000 of property acquisition costs over a five year period. The Company is required to offer to the CUJV all of its uranium project ideas. Every property acquired by the CUJV is explored as a 50/50 joint venture, subject to the Company's right to select three Earn-in Properties, on which Bayswater must fund the first $600,000 in exploration expenditures prior to earning its 50% interest. The Company has elected to make both the North Thelon and South Thelon properties Earn-in Properties as allowed by the CUJV.

The Thelon Basin represents an under explored, major Proterozoic sandstone basin that shares many geological characteristics with the Athabasca Basin located in Saskatchewan, approximately 300 km to the south. Numerous high grade unconformity style uranium deposits have been identified within the Athabasca Basin, and mining of these deposits currently generates approximately one third of the world's uranium production. Similarities between the Athabasca and Thelon Basins include the presence of favourable host and basement rocks, major structural features, Hudsonian-aged intrusive rocks and known occurrences of uranium mineralization, including the Kiggavik, Andrew Lake and END deposits (the Kiggavik trend), host to approximately 131 million pounds of contained U_3O_8 and located approximately 250 km to the northeast and 105 km to the southeast of the South Thelon and North Thelon Project areas, respectively.

The North Thelon uranium project consists of ten prospecting permits covering 144,868 hectares (330,794 acres) over the northern part of the Thelon Basin in Nunavut. During the year ending January 31, 2009 Bayswater completed a limited exploration program of the North Thelon property. This work consisted primarily of staking a series of mineral claims to protect target areas of interest, as well as a limited amount of prospecting. The claims were staked in anticipation of the expiry of the prospecting permits on February 1, 2009. A total of 16 claims in two groups cover a reduced area of 15,572.6 ha and have been registered with the Mining Recorder in Nunavut. Exploration expenditures applied to the claims are sufficient to maintain them in good standing through to, at minimum, the 2010 field season. Although the exploration targets covered by the new mineral claims are considered to be of merit, due to the poor investment climate for uranium exploration companies, Bayswater has notified the Company it has no exploration plans for the property in 2009. Total exploration expenditures on the North Thelon property have not yet exceeded $600,000 and the Company does not anticipate incurring any expenses in relation to the property in 2009.

The South Thelon project consists of 66,363 hectares (164,000 acres) of mineral claims in two blocks in the southern portion of the Thelon Basin, Northwest Territories. During the year ended January 31, 2009 Bayswater did not conduct any exploration due to uncertainty regarding the ability for exploration companies to acquire required land use permits to explore for uranium in this portion of the Thelon Basin. As a result of this uncertainty and related delays, Bayswater has successfully applied for relief from filing exploration expenditures from the Federal Government while its land use permit applications are being considered. The Company has not incurred any expenses in relation to the South Thelon project and management believes there is considerable risk that further exploration work will not be possible for the foreseeable future.

Spin out of North Arrow Minerals Inc.

On May 9, 2007 the Company completed an arrangement whereby the Company reorganized its exploration assets by dividing them between the Company and a newly incorporated subsidiary named North Arrow Minerals Inc. ("North Arrow"). On Closing, the Company transferred to North Arrow $800,000 and its interests in certain of its northern exploration properties (with a carrying value of $3,561,248) in exchange for 15,000,000 shares of North Arrow. The Company then distributed 10,170,261 shares of North Arrow to the Company's shareholders of record on May 9, 2007 through a reduction of capital of $3,390,000. The difference between the legal reduction of capital and the carrying value of the North Arrow shares of $433,000 has been credited to contributed surplus. Each shareholder, other than small lot holders, received one share of North Arrow for every five shares of the Company held by them. The Company retained the balance of the North Arrow shares not distributed and, as a result of the Arrangement, the Company owned and controlled 4,829,739 common shares of North Arrow, representing approximately 32.4% of the outstanding shares of North Arrow at the time of the transaction. This percentage ownership was subsequently reduced to approximately 18% following a private placement financings completed by North Arrow in July 2007 and February 2009. North Arrow is a northern Canadian focused greenfields exploration company with operations conducted independent of the Company. The Company does, however, provide limited technical services to North Arrow from time to time in the form of database management and geographic information services. The Company and North Arrow have two common directors. Grenville Thomas, Chairman and Director of the Company, is also President and CEO of North Arrow. Kenneth Armstrong, President and CEO of the Company, is also a director of North Arrow.

Investor Relations

In March 2008, the Company entered into an investor services arrangement with Contact Financial Corporation ("Contact"). Under the terms of the agreement, the Company paid Contact a monthly fee of $8,000 for investor relations services commencing March 1, 2008. The contract had a guaranteed period of three months, beyond which the agreement could be terminated by either party on one month's notice. As part of the agreement, the Company granted to Contact 200,000 incentive stock options at an exercise price of $0.54 per share, representing a 20% premium to the closing price of the Company's shares on the day the agreement was signed. The Company had planned that Contact would assist in introducing the Company's business plan to a wider investment audience.

In September 2008, the Company terminated the agreement with Contact. While pleased with the type and level of service provided by Contact, as part of a regular review of the agreement, Management determined that the cost of the services were not warranted.

Results of Operations

The Company's principal business activity is the acquisition and exploration of mineral properties. The Company currently has mineral property interests in British Columbia, Saskatchewan, the Northwest Territories and Nunavut.

During the year ended January 31, 2009 (the "**Current Year**"), the Company recorded a net loss of $7,474,632 ($0.12 loss per share) as compared to $620,129 ($0.01 loss per share) for the year ended January 31, 2008 (the "**Comparative Year**"). The main reason for this difference is a $4,799,759 write-off of mineral properties costs, mostly related to the Skoonka Creek property in BC, during the Current Year (Comparative Year - $578,577) as well as permanent write-downs of the Company's marketable securities and its investments totaling $1,845,725 (Comparative Year - $nil). Total assets decreased to $13,808,976 as at January 31, 2009 as compared to total assets of $18,096,269 as at January 31, 2008. Administrative expenses were $1,038,989 for the year ended January 31, 2008, as compared to $1,549,120 for the year ended January 31, 2008 and included stock-based compensation expense of $406,481 (Comparative Year - $599,461).

The Company's administrative expenses, excluding stock-based compensation, decreased for the Current Year as compared to the Comparative Year due primarily to a decrease in salaries and benefits and advertising and promotion. Mineral property costs, capitalized as assets, increased to $11,917,050 as at January 31, 2009 from $10,772,589 as at January 31, 2008. During the Current Year, the Company wrote-off accumulated acquisition and exploration expenses of $4,799,759, as compared to a write-off of $578,577 in the Comparative Year. The change in size of the mineral property write-off between years and a gain on the termination of an agreement totaling $1,400,000 in the Comparative Year had the most significant impact on the Company's net loss of $7,474,632 for the Current Year (Comparative Year - $620,129).

The decrease in administrative expenses in the Current Year results from both a decrease in the number and size of exploration programs operated by the Company and from management's efforts to reduce corporate and administrative expenses to preserve capital. Overall, administrative expenses decreased from year-to-year (2009 - $1,038,989; 2008 - $1,549,120;) with the most significant decreases being salaries and benefits (2009 - $135,792;

2008 - $388,038), stock-based compensation (2009 - $406,481; 2008 - $599,461), advertising and promotion (2009 - $138,116; 2008 - $197,076) and office, miscellaneous and rent (2009 - $168,563; 2008 - $180,642). In contrast, the Company spent more on professional fees (2009 - $85,330; 2008 - $68,878) and insurance (2009 - $55,718; 2008 - $50,471). Regulatory and filing fees (2009 - $17,054; 2008 $20,547) did not change significantly from year to year.

The Company recorded a net loss of $7,474,632 (2008 - $620,129) primarily due to a write-off of capitalized mineral property costs totaling $4,799,759 (2008 - $578,577) mostly for gold and base metal properties in British Columbia. The most significant write-off related to the Skoonka Creek property. The Company recorded a write-down of investments of $869,812 (2008 - $nil). This write-down was based on the Company's determination that the carrying value of its investment in North Arrow and Anglo-Columbia Mines Inc. was impaired. The impairment was determined by considering the difference between the carrying amount of the investment and its fair value in light of the current equity market conditions. Also, during the year ended January 31, 2009, the Company recognized a loss on the sale of marketable securities of $502,042 (2008 - $nil), and wrote-down the estimated fair value of its marketable securities by $975,913 (2008 - $nil) to their estimated net realizable value, since the decline in the fair value of the marketable securities was deemed to be other than temporary. During the Comparative Year, the Company and Tournigan Gold Corporation agreed to terminate the remaining terms of the Ulster Acquisition Agreement, thereby eliminating Tournigan's future cash and share issuance obligations to the Company. In consideration, Tournigan issued 500,000 common shares to the Company resulting in a gain of $1,400,000. This gain did not re-occur in the Current Year.

Summary of Exploration Expense

	January 31, 2008	Expended During The Period	Write-off of Costs and Recoveries	**January 31, 2009**
Gold and Base Metal Properties, British Columbia				
Exploration costs	$ 3,209,677	$ 87,451	$ (2,498,586)	**$ 798,542**
Acquisition costs	256,137	15,184	(200,932)	**70,389**
Geological and assays	461,237	28,232	(366,062)	**123,407**
Office and salaries	1,514,637	97,829	(1,164,733)	**447,733**
	5,441,688	228,696	(4,230,313)	**1,440,071**
Gold and Base Metal Properties, NWT& NU				
Exploration costs	3,930,266	3,970,392	(342,586)	**7,558,072**
Acquisition costs	238,808	43,007	(155,222)	**126,593**
Geological and assays	74,175	155,052	(296)	**228,931**
Office and salaries	519,609	617,299	(23,265)	**1,113,643**
	4,762,858	4,785,750	(521,369)	**9,027,239**
Gold and Base Metal Properties, Saskatchewan				
Exploration costs	338,504	773,719	-	**1,112,223**
Acquisition costs	138,479	5,278	-	**143,757**
Geological and assays	3,223	14,407	-	**17,630**
Office and salaries	22,825	140,217	-	**163,042**
	503,031	933,621	-	**1,436,652**
Other Exploration and Generative Exploration				
Exploration costs	32,977	96,882	(134,737)	**(4,878)**
Acquisition costs	16,424	5,188	(21,543)	**69**
Geological and assays	-	3,526	(1,556)	**1,970**
Office and salaries	15,611	54,704	(54,388)	**15,927**
	65,012	160,300	(212,224)	**13,088**
TOTAL	$ 10,772,589	$ 6,108,367	$ (4,963,906)	**$ 11,917,050**

During the year ended January 31, 2009, the Company wrote-off $4,799,759 (2008 - $578,577) relating to certain properties and recorded recoveries of $164,147 (2008 - $110,078).

Selected Annual Information

Unless otherwise noted, all currency amounts are stated in Canadian dollars.

The following table summarizes selected financial data for Strongbow Exploration Inc. for each of the three most recently completed financial years. The information set forth below should be read in conjunction with the audited financial statements, prepared in accordance with Canadian generally accepted accounting principles, and their related notes.

		YEAR ENDED	
	January 31, 2009	January 31, 2008	January 31, 2007
Total interest income	$ 51,154	$ 221,233	$ 71,443
General and administrative expenses, net	$ 1,038,989	$ 1,549,120	$ 1,161,120
Write off of mineral properties	$ 4,799,759	$ 578,577	$ 2,698,924
Income (loss) from continuing operations:			
- In total	$ (8,788,375)	$ (843,190)	$ 6,644,265
- Basic and diluted income (loss) per Share	$ (0.14)	$ (0.02)	$ 0.14
Net income (loss):			
- In total	$ (7,474,632)	$ (620,129)	$ 7,357,265
- Basic and diluted loss per Share	$ (0.12)	$ (0.01)	$ 0.15
Total Assets	$ 13,808,976	$18,096,269	$18,038,981
Total long-term financial liabilities	Nil	Nil	Nil

The Company's revenue consists of interest income earned on short-term investments. The amount of interest income earned varies depending upon the excess cash available to be invested and on current interest rates in Canada.

The Company has no long-term debt and raises funds for exploration programs and general working capital purposes primarily from equity financings. During the year ended January 31, 2007, the Company financed a significant portion of its exploration programs and administrative expenses from the sale of investments. Management does not expect to achieve similar returns from future investment sales due to current market conditions. The changes in the Company's loss between 2007 and 2009 can be attributed primarily to gains on the sale of investments, write-offs of mineral property interests, write-down of investments, and write-downs on marketable securities, the details of which are outlined in the section "Results from Operations" above. The Company writes-off capitalized mineral property costs when exploration results indicate that no further work is warranted or planned and when the Company no longer holds an interest in a property. The size and timing of these write-offs cannot typically be predicted and affect the Company's quarterly results. The Company regularly reviews its mineral properties to determine whether or not a write-off of capitalized mineral property costs is required.

Summary of Quarterly Results

The following table sets out selected unaudited quarterly financial information of Strongbow Exploration Inc. and is derived from the Company's unaudited quarterly financial statements prepared by management. The Company's interim financial statements are prepared in accordance with Canadian generally accepted accounting principles and are expressed in Canadian dollars.

Quarter Ending	Revenues	Earnings or (Loss) from Continued Operation and Net Income (Loss)	Basic Earnings (Loss) per share[1] from Continued Operation and Net Income (Loss)	Fully Diluted Earnings (Loss) per share[1] - from Continued Operation and Net Income (Loss)
January 31, 2009	$ 5,037	$ (529,157)	$ (0.01)	$ (0.01)
October 31, 2008	$ 18,357	$ (2,774,071)	$ (0.04)	$ (0.04)
July 31, 2008	$ 10,197	$ (5,176,707)	$ (0.08)	$ (0.08)
April 30, 2008	$ 17,563	$ 1,005,303*	$ 0.02	$ 0.02
January 31, 2008	$ 29,542	$ (1,121,351)	$ (0.02)	$ (0.02)
October 31, 2007	$ 61,906	$ (309,287)	$ (0.01)	$ (0.01)
July 31, 2007	$ 48,486	$ (354,002)	$ (0.01)	$ (0.01)
April 30, 2007	$ 81,299	$ 1,164,511*	$ 0.02	$ 0.02

(1) Based on the treasury share method for calculating diluted earnings.

*includes a future income tax recovery of $1,313,743 (2008 - $223,061) due to the application of EIC-146, “Flow-through Shares”, during the current period. This is a non-cash item recorded in compliance with Canadian GAAP.

Fourth Quarter

The Company’s net loss of $529,157 (2008 - $1,121,351) during the fourth quarter of 2009 was due to a significant decrease in expenses. Overall, administrative expenses decreased from quarter-to-quarter (2009 - $219,442; 2008 - $456,234) with the most significant decreases being stock-based compensation (2009 - $76,719; 2008 - $156,233), salaries and benefits (2009 - $76,719; 2008 - $156,233), and office, miscellaneous and rent (2009 - $44,303; 2008 - $121,787). Quarterly results will vary in accordance with the Company’s exploration and financing activities. The Company’s legal fees will increase in periods where property option and joint venture agreements are in development and negotiation, and investor relations activities increase in proportion to shareholder inquiries, communications and as a result of the Company’s periodic investor and shareholder presentations. Stock-based compensation expense varies, and is dependent upon the size, timing and estimated fair value of the stock option grants.

Another factor that affects the Company’s reported quarterly results are write-offs of capitalized mineral property costs. The Company writes off capitalized resource property costs when exploration results indicate that no further work is warranted. The size and timing of these write-offs cannot typically be predicted in advance and can significantly affect the Company’s quarterly results. The Company regularly reviews its mineral properties to determine whether or not a write-off of capitalized mineral property costs is required.

Liquidity and Capital Resources

Working capital as at January 31, 2009 was $1,354,428 as compared to $5,173,937 at January 31, 2008. Cash and cash equivalents decreased by $2,322,594 in the Current Year, to $1,079,697 as at January 31, 2009. This compares to an ending cash balance of $3,402,291 for the year ending January 31, 2008. Cash flow used for operations was $334,081 (2008 - $1,236,843) while cash flows from financing activities increased the Company’s cash position by $3,485,493 (2008 - $3,972,300). During the Current Year, the Company completed two private placements for gross proceeds of $300,000 and $3,501,000 respectively. During the Comparative Year, the Company completed one private placement for gross proceeds of $4,003,500 and received $166,847 from the exercise of options and warrants, before a fair value reallocation of $65,153.

The Company’s primary investing activity is the acquisition and exploration of mineral properties. During the Current Year, the Company spent $6,141,167 (less recoveries of $164,147) to acquire and explore its mineral property interests. The Company’s expenditures on its properties in the Northwest Territories and Nunavut totaled $4,785,750 before write-offs and recoveries. The majority of these expenditures were on the Company’s Nickel King project. In Saskatchewan, Current Year exploration expenditures totaled $933,621. In B.C., Current Year exploration expenditures totaled $228,696. Other generative exploration and other non-cash adjustments totaled

$194,367. During the Comparative Year, the Company spent $7,528,996 (less recoveries of $110,078) to acquire and explore its property interests with the most significant expenditures focused on its nickel and gold properties in the NWT ($4,287,645) and BC ($2,767,453), respectively. Also during the Current Year, the Company spent $2,458 to acquire property and equipment (2008 - $27,155) and the Company received proceeds of $524,252 (2008 - $nil) from the sale of marketable securities. The Company currently has sufficient financial resources to meet its administrative overhead expenses for the next twelve months.

In May 2008, the Company issued, by way of a non-brokered private placement, 750,000 flow-through units of the Company at $0.40 per flow-through unit for gross proceeds of $300,000. Each flow-through unit consisted of one flow-through share and one half of one non-flow-through share purchase warrant. Each whole warrant entitles the holder to purchase one additional non-flow-through common share of the Company at a price of $0.45 per share until May 16, 2009. These warrants expired without exercise.

In June 2008, the Company issued, by way of a brokered private placement 8,752,500 flow through units of the Company at a price of $0.40 per flow through unit for gross proceeds of $3,501,000. Each flow through unit consisted of one flow through share and one-half of one common share purchase warrant (each whole such purchase warrant being a "Warrant"). Each Warrant is transferable and can be exercised into one common share of the Company at a price of $0.45 until June 5, 2009.

The Company paid the agents a cash commission of $245,070 and issued 612,675 agents' warrants. Each agents' warrant is exercisable into one non-flow-through common share of the Company at $0.40 per share until June 5, 2009. As additional compensation, the agents were paid a corporate finance fee of 125,000 units, with each unit consisting of one non-flow-through common share plus one half of a share purchase warrant (each whole such purchase warrant being a "Corporate Finance Warrant"). The Corporate Finance Warrants have the same terms as the Warrants. The fair value of the Agents' warrants was estimated to be $39,969 using the Black-Scholes option pricing model with this amount being recorded in contributed surplus.

As at January 31, 2009, the Company had 5,051,250 outstanding stock options with exercise prices that range from $0.2898 to $0.8232 and 5,426,425 warrants with exercise prices that range from $0.40 to $0.45 that expire between May 16, 2009 and June 5, 2009. However, the exercise prices of both the stock options and the warrants are well in excess of the Company's current share price, making it unlikely that additional funds will be generated through the exercise of either the stock options or warrants that are currently outstanding. Subsequent to year-end, 375,000 options expired without exercise.

The Company may require additional financing from time to time to further planned and proposed exploration programs. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activity and the Company's ability to raise additional funds at favourable terms. The Company's ability to generate cash is very much affected by the current market conditions, its share price and third party interest in its assets. In previous years, the Company was able to sell its non-core assets, or common shares received for these non-core assets, as one means to finance its operations and to further exploration on its mineral property interests. Fewer dollars are available for investment in the current equity markets. This will affect the Company's ability to finance its activities through the equity capital markets. In addition, dilution to existing shareholders from an equity financing increases as the share price decreases. The Company is eligible for investment tax credits with respect to its exploration activities in B.C., which, when received, will help the Company to continue to finance its operations without further dilution to shareholders. A refund of approximately $700,000 is expected in 2009, subsequent to an audit completed by CRA in early 2009. Due to the uncertainty surrounding the timing and the exact amount of the refund, the Company has accrued only $200,000 of the estimated $700,000 receivable as at January 31, 2009. The Company has no credit facilities that could be used for ongoing operations because it has no operating cash flow. The funds that the Company does have that aren't required immediately for exploration or overhead expenditures are invested for up to 90 days in Bankers' Acceptance or Bankers' Deposit Notes to reduce the Company's exposure to credit risk. The Company has no exposure to asset-backed commercial paper nor does the Company have any long-term debt.

The Company's most significant fixed costs relate to its lease for office space and then the costs associated with maintaining a TSX-V listing. The Company's minimum commitments for its premises and an equipment lease is approximately $165,000 per year through calendar 2010. The Company's management is seeking and in some cases has implemented ways to reduce its overhead expenditures through shared administrative functions, subleases and other means. The Company has sufficient financial resources to keep its material landholdings and the majority of its non-material landholdings in good standing into 2010. Furthermore, the Company has also incurred sufficient exploration expenditures on these properties to keep them in good standing with the respective provincial and territorial governments into 2010 as well. With respect to the Company's Nickel King project, newly granted mining leases will allow the Company to maintain the Main Zone deposit for a period of 21 years at an annual cost of $3,744 per year. The Company's management actively manages its landholdings in an effort to keep those landholdings with the greatest exploration potential in good standing for as long as possible. The Company's management regularly reviews its cash position against future plans and makes decisions regarding these plans accordingly. Exploration plans in 2009 will continue to focus on the Company's 100% interest in the Nickel King Project, with a focus on a metallurgical study as well as limited grass-roots exploration on certain of the Company's highest potential mineral properties in British Columbia. In addition, the Company intends to conduct an in-depth review, compilation and analysis of its exploration data acquired over several years of fieldwork to refine specific targets of interest on its current mineral properties and to identify new areas with exploration potential.

Management's current focus will be to further exploration efforts at its various Canadian mineral properties under a modest budget in 2009. Assuming that all tax credit refunds are received in 2009, the Company has sufficient financial resources for the next 12-18 months. In the interim, the Company is seeking to maximize the results received from its exploration efforts and to minimize variable expenses to the extent possible.

Risks and Uncertainties

The Company's financial condition and future prospects are significantly affected by overall economic conditions. The Company has no source of operating revenue and relies on equity financings and, in recent years, the sale of marketable securities acquired from exploration option and purchase & sale agreements to finance its operations and in particular, to further exploration on its properties. The steep decline in the Company's share price, while consistent with those in its peer group, makes additional financings more dilutive. Additional financing is also more challenging because there are fewer dollars available to be invested. The Company's marketable securities (common shares in several other publicly-traded exploration companies) have also declined significantly in value, and therefore it would be difficult for the Company to realize funds quickly from the sale of these common shares without causing further downward pressure on the share price of these companies.

Falling interest rates and smaller cash balances available for investment mean a decrease in interest income, which in recent years has partially offset the Company's general and administrative expenses. The Company's overhead expenses cannot be financed with "flow-through" dollars (restricted for use on "grass-roots" exploration at the Company's Canadian mineral properties) so the Company's management is making decisions with a view to preserving its "hard dollars" for as long as possible due to the difficulty in arranging additional financings at this time. The majority of the Company's expenses are denominated in Canadian Dollars so its exposure to foreign exchange risk is limited.

The Company has no exposure to asset-backed commercial paper through its short-term investments, which are invested in chartered bank-issued Bankers' Acceptance or Bankers' Deposit Notes or Guaranteed Investment Certificates ("GICs") to minimize, to the extent possible, the Company's credit risk. The majority of the Company's receivables consist of sales tax receivables due from the federal government and receivables from companies with which the Company has exploration agreements or options. The maximum amount of the Company's exposure to credit risk with respect to its receivables is the carrying value of those receivables as at the balance sheet date. The most significant receivable for the Company is a $197,000 balance currently under review by Canada Revenue Agency ("CRA") with respect to a corporate income tax return filed by the Company for the year-ended January 31, 2007. The Company expects to receive this amount back sometime in 2009.

The Company's liquidity risk, the risk that the Company won't be able to meet its obligations as they come due, will increase the longer that overall market conditions remain volatile and credit conditions remain tight. The Company's management actively monitors its cash-flows and is making decisions and plans for 2009 accordingly. The Company expects to spend all of the flow-through funds raised in 2008 on its Canadian exploration properties in 2009. The Company's material mineral properties are all in good standing and the Company has sufficient financial resources to keep those properties in good standing into 2010, even with reduced exploration budgets for 2009. The Company regularly reviews its landholdings with a view to reducing or consolidating those landholdings to focus on specific areas of interest and exploration potential.

The Company has no long-term debt and, as of the report date, the Company has positive working capital, which will be used to continue to advance its material exploration properties over the next year. The Company's management is considering various alternatives to reduce its overhead expenditures for the same period. The

Company has minimum commitments for operating and equipment leases of about $165,000 per year in 2009 and 2010, although the Company's management is seeking and in some cases has implemented ways to reduce its overhead expenditures through shared administrative functions, subleases and other means. The Company will need to consider some form of additional financing to continue operations into 2011 and the Company's management will continue to consider various alternatives, within the context of existing market conditions.

Outstanding Share Data

The Company's authorized capital is unlimited common shares without par value. As at May 19, 2009, there were 66,123,463 common shares issued and outstanding.

As at May 19, 2009, the Company had the following options and warrants outstanding:

	Number of Shares	Exercise Price	Number Vested	Expiry Date
Options	150,000	0.8232	150,000	June 2, 2009
	1,098,750	0.6300	1,098,750	July 30, 2009
	540,000	0.2898	540,000	February 2, 2010
	37,500	0.2940	37,500	June 13, 2010
	10,000	0.2940	10,000	September 23, 2010
	640,000	0.6636	640,000	March 16, 2011
	545,000	0.3696	545,000	September 15, 2011
	40,000	0.5040	40,000	February 16, 2012
	1,000,000	0.6552	1,000,000	March 29, 2012
	901,250	0.4600	720,938	December 21, 2012
Warrants	4,438,750	0.45	4,438,750	June 5, 2009
	612,675	0.40	612,675	June 5, 2009

Transactions with Related Parties

The Company entered into the following transactions with related parties during the year ended January 31, 2009:

a. Charged rent of $24,000 (2008 - $73,589) to Stornoway, a company with a common director.

b. Charged rent of $12,000 (2008 - $nil) to North Arrow, a company with two common directors.

Included in receivables are amounts due from Stornoway totaling $2,811 (January 31, 2008 - $71,099) for reimbursement of exploration, administrative costs and rent paid by the Company on Stornoway's behalf.

Included in accrued liabilities is $3,733 (January 31, 2008 –$16,052) payable to a company controlled by a director.

These transactions were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the related parties

Changes in Accounting Policies

Effective February 1, 2008, the Company prospectively adopted the Canadian Institute of Chartered Accountants ("CICA") recommendations regarding the reporting and disclosure of the entity's ability to continue as a going concern (Section 1400). Please see Note 1 of the annual audited financial statements for the year ended January 31, 2009.

Effective February 1, 2008, the Company prospectively adopted the CICA recommendations regarding the reporting and disclosure of financial instruments (Section 3862 and Section 3863). The Company is required to provide disclosures in their financial statements that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the balance sheet date, and how the entity manages those risks. The principles in this section complement the principles for recognizing, measuring and presenting financial assets and financial liabilities in Section 3855 – *Financial Instruments – Recognition and Measurement,* Section 3863, *Financial Instruments – Presentation,* and Section 3865, *Hedges.* Section 3863, *Financial Instruments – Presentation* is required to enhance financial statement users' understanding of the significance of financial instruments to an entity's financial position, performance and cash flows. This section establishes standards for presentation of financial instruments and non-financial derivatives. It deals with the classification of financial instruments, from the perspective of the issuer, between liabilities and equity, the classification of related interest, dividends, losses and gains, and the circumstances in which financial assets and financial liabilities are offset. See Note 3 of the annual audited financial statements for the year ended January 31, 2009 for additional detail.

Effective February 1, 2008, the Company prospectively adopted the CICA recommendations regarding the disclosure of information about an entity's capital and how it is managed (Section 1535). See Note 14 of the annual audited financial statements for the year ended January 31, 2009 for more detail.

Commitments

The Company is committed to minimum future lease payments for office premises and exploration equipment through to January 31, 2011 as follows:

Fiscal year ending January 31, 2010	$ 165,376
Fiscal year ending January 31, 2011	$ 151,460

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

Off-Balance Sheet Arrangements

Not applicable.

Financial Instruments

The Company's financial instruments consist of cash and equivalents, marketable securities, receivables, investments and accounts payable and accrued liabilities. The carrying value of cash and equivalents, receivables, accounts payable and accrued liabilities approximates their fair values due to their immediate or short-term maturity. Marketable securities and investments are recorded at fair value based on the quoted market prices at the balance sheet date.

The Company is exposed to a variety of financial risks by virtue of its activities, including credit risk, interest rate risk, liquidity risk and equity market risk. An analysis of the impact of these specific risks can be found in Note 3 to the annual audited, financial statements for the year ended January 31, 2009. The Company has limited exposure to foreign currency risk as the majority of its assets and liabilities are denominated in Canadian dollars. The Company's objective with respect to risk management is to minimize potential adverse effects on the Company's financial performance. The Board of Directors provides direction and guidance to management with respect to risk management. Management is responsible for establishing controls and procedures to ensure that financial risks are mitigated to acceptable levels. Please see additional discussion under "Risks and Uncertainties" above.

Capital Management

The capital of the Company consists of the items included in shareholder's equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company. The Company's objective for capital management is to plan for the capital required to support the Company's ongoing acquisition and exploration of its mineral properties and to provide sufficient funds for its corporate activities.

The Company's mineral properties are in the exploration stage. As an exploration stage company, the Company is currently unable to self-finance its operations. The Company has historically relied on equity financings and, more recently, asset sales or exploration option agreements, to finance its operations. In order to carry out the Company's planned exploration programs and to pay for administrative costs, the Company will spend its existing working capital and raise additional funds as required. To effectively manage the Company's capital requirements, the Company's management has in place a planning and budgeting process.

Additional Disclosure for Venture Issuers Without Significant Revenue

Additional disclosure concerning the Company's general and administrative expenses and mineral property costs is provided in the Company's Statement of Operations and Deficit and the Mineral Properties Notes contained in its Financial Statements for January 31, 2009 and January 31, 2008. These statements are available on its SEDAR Page Site accessed through www.sedar.com

Additional Information

Additional information relating to the Company is on SEDAR at www.sedar.com and is available on the Company's website at www.strongbowexploration.com.

Approval

The Board of Directors of the Company has approved the disclosure contained in this annual MD&A. A copy of this annual MD&A will be provided to anyone who requests it.