

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

**Containing Information up to and including September 24, 2010**

**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 and copper 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 and gold-copper mineralization in central and southern British Columbia. The Company also continues to review and evaluate gold and base metal exploration opportunities in North America. 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 six months ended July 31, 2010, should be read in conjunction with the audited financial statements of the Company for the years ended January 31, 2010 and January 31, 2009, 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.

**Forward-Looking Statements**

This document may contain "forward-looking statements" within the meaning of Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. These forward-looking statements are made as of the date of this document and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by law.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage.

These forward-looking statements include, among others, statements with respect to the Company's objectives for the ensuing year, our medium and long-term goals, and strategies to achieve those objectives and goals, as well as statements with respect to our beliefs, plans, objectives, expectations, anticipations, estimates and intentions. The words "may," "could," "should," "would," "suspect," "outlook," "believe," "plan," "anticipate," "estimate," "expect," "intend," and words and expressions of similar import are intended to identify forward-looking statements. In particular, statements regarding the Company's future operations, future exploration and development activities or other development plans contain forward-looking statements.

All forward-looking statements and information are based on the Company's current beliefs as well as assumptions made by and information currently available to the Company concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration, development and mining activities and commitments. Although management considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that predictions, forecasts, projections and other forward-looking statements will not be achieved. We caution readers not to place undue reliance on these statements as a number of important factors could cause the actual results to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates and intentions expressed in such forward-looking statements.

These factors include, but are not limited to, developments in world financial and commodity markets, risks relating to fluctuations in the Canadian dollar and other currencies relative to the US dollar, changes in exploration plans due to exploration results and changing budget priorities of the Company or its joint venture partners, changes in project parameters as plans continue to be refined; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing, the effects of competition in the markets in which the Company operates, the impact of changes in the laws and regulations regulating mining exploration and development, judicial or regulatory judgments and legal proceedings, operational and infrastructure risks and the additional risks described in the Company's most recently filed Annual Information Form, and the Company's anticipation of and success in managing the foregoing risks. The Company cautions that the foregoing list of factors that may affect future results is not exhaustive. When relying on our forward-looking statements to make decisions with respect to the Company, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by the Company or on our behalf, except as required by law.

**Highlights for the period ended July 31, 2010 and subsequent events up to September 24, 2010**

- During May 2010, the Company conducted an initial evaluation of its Piltz Mountain, Mons Creek and Raven properties in the Chilcotin region of British Columbia;
- In June 2010, the Company filed an Annual Information Form including updated technical reports for its Snowbird Nickel Project and the Nickel King Property;
- During June 2010, the Company conducted an exploration program on its Shovelnose gold property in British Columbia.
- In September 2010, the Company announced the acquisition of the Midway gold project within the Haile-Brewer gold trend in South Carolina, USA;
- On September 23, 2010, the Company granted 1,760,000 stock options to directors, officers, employees and consultants. The options can be exercised at \$0.20 per share and expire on September 23, 2015;
- In September 2010, the Company retained the services of The Windward Agency, to provide assistance with Strongbow's Investor Relations and Public Relations efforts.

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, exploration targets and funding considerations.

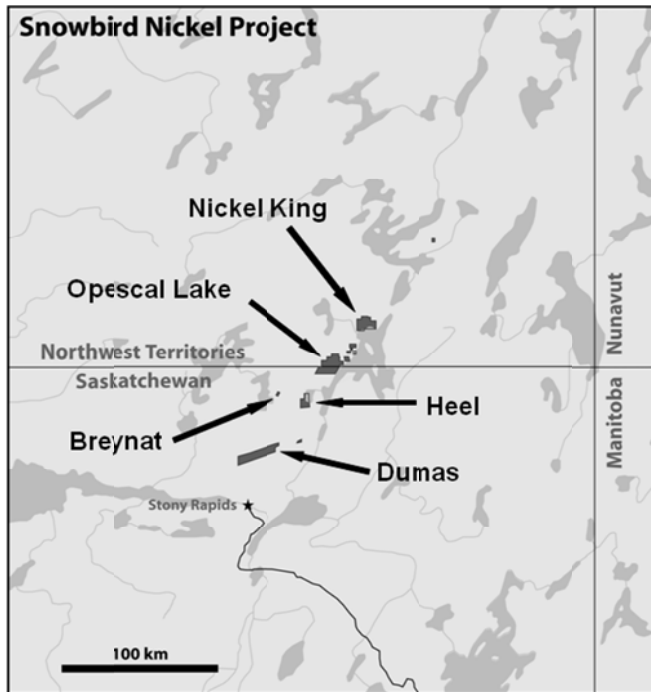
**Exploration Update**

Unless otherwise stated below, the Company's gold and base metal exploration activities are conducted under the supervision of David Gale, P.Geol.(BC), P.Geol.(NT/NU), Vice-President of Exploration for the Company and a "Qualified Person" under NI 43-101.

During the six months ended July 31, 2010, the Company focused its efforts and resources on i) updating its technical disclosure on the Snowbird Nickel project, including the Nickel King Ni-Cu-Co deposit, and ii) generative opportunities for acquiring gold exploration properties in North America. The Company also continued its evaluation of the Chilcotin and Shovelnose gold properties, British Columbia.

## Snowbird Nickel Project 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 three 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** project, 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.

The Company's Snowbird nickel project incorporates approximately 40,000 ha of mineral claims and mining leases located along a 185 km strike length of the southern STZ, straddling the Saskatchewan-Northwest Territories border. These properties include the Nickel King project area, as well as the Dumas, Heel, Breynat and Opescal Lake project areas. The Company maintains a 100% interest in each of the properties.

### Nickel King Project - Northwest Territories

The Company's principal exploration project is the 7,642 ha Nickel King project located in the STZ in the southeastern corner of the Northwest Territories, approximately 135 km northeast of Stony Rapids, Saskatchewan. The project hosts the Nickel King Main Zone Ni-Cu-Co sulphide deposit where mineralization is hosted within two stacked, south dipping norite sills and has been traced over a strike length exceeding 2,600 m. The deposit hosts a NI 43-101 compliant resource of 11.11 million tonnes grading 0.4% Ni, 0.10% Cu and 0.018% Co in the indicated category and 33.06 million tonnes grading 0.36% Ni, 0.09% Cu and 0.018% Co in the inferred category. Initial metallurgical studies indicate the deposit is amenable to traditional processing techniques and capable of producing a final concentrate with grades of 16.5% Ni, 4.2% Cu and 0.74% Co at recoveries of 78.4% (Ni), 89.1% (Cu) and 63.5% (Co).

Company management believes the Nickel King deposit is significantly larger than the current resource estimate and could be increased in each of three ways:

1. Through infill drilling within the extent of the current NI 43-101 resource estimate,
2. By expanding the size of the deposit through step out drilling along strike and up dip from the current NI 43-101 resource estimate, and
3. Discovering new Ni-Cu deposits within the Nickel King area and further to the south within the Snowbird project area.

In an effort to quantify the potential to increase the Nickel King resource within the extent of the NI 43-101 resource model, during the three months ended April 30, 2010 the Company reported that it estimates between 10 and 27 million tonnes (Mt) of 'potential mineral deposits' ('PMD') lie within areas of the geological resource model. The PMD occupy gaps within the NI 43-101 compliant resource estimate where there is insufficient drilling to classify an inferred resource. Modeled resource blocks falling within these gaps have instead been classified as potential mineralization. The Company's estimate of the tonnage of this potential mineralization was determined by modeling

the pierce points of 23 proposed drill holes through the geological resource model. The modeled drill holes represent approximately 5,200 m of drilling. PMD were estimated by adding model blocks that i) fall within a 75 m area of influence around each proposed drill hole, and ii) were classified as potential mineralization at a 0.2% Ni cut-off within the geological resource model. The 27 Mt maximum PMD includes every resource block that satisfies the two criteria above. The lower 10 Mt PMD was determined by making a reasonable estimate of the minimum extent of mineralization expected within the areas tested by these model drill holes. The reader is cautioned that this estimate of PMD is conceptual in nature, that there has been insufficient exploration to define a resource in these areas of the Nickel King deposit and that it is uncertain whether additional exploration drilling will be successful in delineating a mineral resource in these areas.

Company management also believes significant potential remains to increase the size of the Nickel King deposit outside of the current resource model. Geophysical and structural modeling conducted during the six months ended July 31, 2010 suggests that Nickel King mineralization may extend a further 600-700 m along strike to the southwest of the current limit of drilling. The deposit also remains open up dip and along strike to the east, where geophysical surveys suggest mineralization could extend a further 250 m.

During the period ending July 31, 2010, the Company filed an updated NI 43-101 technical report on the Nickel King project. The report reiterates the current resource estimate for the deposit, reports results of the 2009 metallurgical study and provides details on the PMD estimate. This updated report, dated June 2, 2010, is available for viewing under the Company's profile at [www.sedar.ca](http://www.sedar.ca) or can be downloaded from the Company's website at [www.strongbowexploration.com](http://www.strongbowexploration.com).

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 the Company made both purchases, two of the mineral claims that comprise the property would remain subject to a 1% royalty.

#### Opescal Lake, Heel, Breynat and Dumas Projects – Saskatchewan/Northwest Territories

The Opescal Lake, Heel, Breynat and Dumas projects comprise the remainder of the Company's Snowbird nickel project properties. Mapping and prospecting surveys of the properties have identified a number of mafic and ultramafic intrusions (norite, pyroxenite, peridotite and gabbro) in close proximity to identified geophysical and geochemical anomalies. Important nickel-copper sulphide mineralization has been discovered on the Opescal, Heel and Dumas properties, supporting the Company's belief that the southern STZ could host a series of magmatic nickel-copper-PGE sulphide deposits.

During the period ending July 31, 2010, the Company filed a NI 43-101 compliant technical report on the Snowbird project. The report summarizes the exploration work completed to date on the properties (excluding Nickel King) and highlights the priority nickel-copper showings and targets that have been identified in the Opescal Lake, Heel and Dumas project areas. This technical report, dated June 2, 2010, is available for viewing under the Company's profile at [www.sedar.ca](http://www.sedar.ca) or can be downloaded from the Company's website at [www.strongbowexploration.com](http://www.strongbowexploration.com).

#### **British Columbia Gold and Gold-Copper Properties**

##### Shovelnose Property

The Company's wholly owned 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. The property covers prospective stratigraphy in the southern portion of the Spences Bridge Gold Belt.

The Company has identified a series of massive to colloform banded quartz veins and local vein breccia zones within the property. The best gold mineralization has been identified at the Line 6 and Mik showings, where the veins are hosted within moderately to strongly altered felsic volcanic rocks. Priority targets to be evaluated at the Line 6 showing include areas along strike to the north and south of several quartz veins identified in trench L6-XT-04 which previously returned 5.1 g/t Au over 6.0 m. The highest priority target at the Mik showing is an overburden filled, north trending lineament located adjacent and sub-parallel to a series of quartz veins that have been traced over a 50 m strike length. The veins typically range from one to 20 cm thick and have consistently returned elevated

gold values ranging from 2.9 g/t to 66.4 g/t with three highest assays of 22.1 g/t, 46.2 g/t and 66.4 g/t. Further exploration work is also planned for the Anomaly B area located 550 m to the south of the Mik showing where a high grade prospecting float sample (119 g/t Au and 271 g/t Ag) was discovered coincident with a secondary soil geochemical anomaly.

During the period ended July 31, 2010, the Company conducted a month long exploration program at Shovelnose. Exploration work included 23 line kilometres of detailed ground magnetic surveys at the Line 6 and Mik showings, as well as additional geochemical sampling. The geochemical surveys included traditional soil sampling, as well as the use of a power auger to test overburden covered areas proximal to the Mik and Line 6 gold showings. A total of 366 soil and 43 rock samples were collected. Results of the soil geochemical surveys are pending. This program also evaluated the recently acquired southeastern Shovelnose claims in an attempt to explain elevated arsenic values identified in regional silt sampling surveys.

#### Piltz Mountain, Mons Creek and Raven Properties

During the six months ended July 31, 2010, the Company commenced its initial evaluation of the Piltz Mountain, Mons Creek and Raven exploration properties in the Chilcotin region of south central British Columbia (collectively referred to as the “Chilcotin properties”). The Chilcotin properties are situated 90 km southwest of the regional centre of Williams Lake and have excellent access that benefits from a network of logging roads. Each of the properties was acquired based on the coincidence of multi-element stream sediment geochemical anomalies and prospective underlying geology. A brief prospecting and stream silt sampling program was completed during the period, including the collection of 48 stream silt, 26 soil geochemical samples and 13 rock samples.

The work at the Piltz Mountain property focused on evaluating a BC government regional stream sediment anomaly that returned 920 ppb gold. This anomaly was confirmed by a silt sample that returned 106 ppb Au from a separate creek draining the same area of the property. Feldspar porphyry intrusions, considered a prospective host rock to mineralization in the Chilcotin region, were identified on the property. Rock sampling tested an area of concentrated quartz veining within a quartz diorite and returned results ranging from 6.2 to 7498 ppm Cu.

Sampling of the Mons Creek property, located 5 km to the north of Piltz Mountain, returned a number of anomalous copper and gold silt anomalies which will help focus additional exploration efforts on the property.

No anomalous results were returned from the exploration work completed at the Raven property.

Company management considers the properties to be highly prospective for a number of mineralization styles including porphyry copper-gold mineralization (similar to the Prosperity Cu-Au porphyry deposit located 50 km to the southwest), low sulphidation epithermal gold mineralization (similar to the historic Blackdome mine located 40 km to the southeast) or transitional porphyry to epithermal style mineralization similar to the newly discovered Mt. Newton prospect located 50 km to the northwest. The 1 billion tonne Prosperity deposit (Taseko Mines Ltd. (TKO-TSX)) is one of the largest known porphyry Cu-Au deposits in British Columbia and contains 5.3 billion pounds of copper and 13.3 million ounces of gold in proven and probable reserves. The Blackdome mine was in operation for five years, from 1986 to 1991, and produced seven million grams (225,000 ounces) of gold and 17 million grams (547,000 ounces) of silver (Sona Resources Corp. (SYS-TSXV)). Recent drilling results reported by Amarc Resources (AHR-TSXV) at the Mt. Newton property (DDH09-04 intersected 141.0 metres grading 2.01 g/t Au and 10 g/t Ag) highlight the potential to make new discoveries in this highly prospective area of British Columbia.

#### Other Exploration Properties

##### Midway Project – South Carolina, USA (Au)

Subsequent to the six months ended July 31, 2010 the Company announced the acquisition of the Midway gold project, South Carolina, USA. The project was acquired as a result of a generative program designed to identify high potential, low cost gold exploration opportunities in North America.

The project consists of fifteen option agreements with private land owners within the Haile-Brewer gold trend in South Carolina. The Haile-Brewer trend extends for over 15 kilometres between the past-producing Haile and Brewer gold mines located within the volcanic and sedimentary rocks of the Carolina slate belt (CSB). The CSB is host to a number of additional past producing mines including Rio Tinto’s Ridgeway mine which had total gold

production of approximately 1.5 million ounces. The Company's Midway gold project encompasses approximately 1,900 acres of prospective geology located between and along strike from Romarco Mineral's (R: TSXV) Haile gold mine and Buzzard exploration properties. Current measured and indicated resources reported by Romarco for the Haile gold mine consist of 2.2 million ounces gold with additional inferred resources of 2.0 million ounces gold.

The Midway project includes over 1,450 contiguous acres covering a 2.5 kilometre strike length of the Haile-Brewer gold trend. Despite its location along strike from and in close proximity to the Haile and Buzzard properties, extensive coastal plain sand deposits cover these Midway properties, and as a result comparably little past exploration work has been conducted in this area. Importantly, at the Haile gold mine, Romarco has recently reported the discovery of significant gold mineralization outside of existing resources and beneath the coastal plain sands, including intercepts of 60.7 metres (m) grading 11.9 grams per tonne (g/t) gold and 148.3 m grading 3.6 g/t gold at the newly discovered Horseshoe zone. Discovery of the Horseshoe zone confirms the potential of the CSB to host additional high grade gold mineralization along strike from the Haile gold mine beneath the sands of the coastal plain cover sequence.

In the Midway project area, the unconsolidated coastal plain sands are estimated to be <10 m thick and government mapping along a local creek bed has identified a volcanic-sediment contact considered to be an important local control on gold mineralization. Initial prospecting of the Midway properties by the Company has identified clay alteration within CSB rocks exposed along streambeds at two separate locations. A series of narrow quartz veins were noted at one of the locations. PIMA analyses of samples from this altered bedrock have confirmed the presence of kaolinite and possible sericite clays. The presence of these clay minerals is significant, as kaolinite/sericite/quartz alteration has been described in close spatial relationship to gold mineralization at the Haile gold mine.

The Midway project also includes two land parcels that directly adjoin Romarco's Buzzard property. Reported results from exploration in the Buzzard area during the 1990's included highlight drill results of 129 feet (39.3 m) grading 0.259 ounce per ton (opt) gold (7.3 g/t) and 275 feet (83.8 m) grading 0.025 opt gold (0.7 g/t).

The terms of the option agreements covering the Midway project include certain annual cash payments to the landowners and, subject to regulatory approval, the issuance of 100,000 common shares to Mr. Thomas Thompson. Upon exercising each of the options, the Company will either purchase each subject property or enter into a long term mining lease. The properties will be subject to a gross overriding royalty to the current land owners.

### **Investment in North Arrow Minerals Inc.**

North Arrow is a Canadian exploration company focused on exploring for and defining diamond and lithium resources in North America. North Arrow and the Company have two directors in common. As of July 31, 2010, the Company continues to hold 4,819,609 shares of North Arrow resulting from a Plan of Arrangement completed by the Company and North Arrow on May 9, 2007. This amount presently represents approximately 9.9% of the outstanding shares of North Arrow as at September 24, 2010.

### **Investor Relations**

In September 2010, the Company retained the services of the Windward Agency to provide assistance with the Company's Investor Relations and Public Relations efforts, at a rate of \$4,000 US per month. The agreement may be terminated by either party with two weeks written notice, and is subject to regulatory approval.

### **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 six months ended July 31, 2010 (the "**Current Period**"), the Company recorded a net loss of \$271,902 (\$0.00 loss per share) as compared to a net income of \$867,962 (\$0.01 earnings per share) for the six months ended July 31, 2009 (the "**Comparative Period**"). The main reason for the Company's net loss in the Current Period, as compared to net income in the Comparative Period, is due to a future income tax recovery of \$1,292,647, which was recognized in the Comparative Period, but was not repeated in the Current Period. Administrative expenses decreased in the Current Period to \$282,945 from \$363,983 in the Comparative Period.

The decrease in administrative expenses in the Current Period 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. The Company's administrative expenses of \$282,945 decreased from \$363,983 in the Comparative Period. Salaries and benefits had the largest impact on this decrease (Current Period - \$62,715; Comparative Period - \$119,757) as less time was required to manage the Company's business; followed by decreases in office, miscellaneous and rent (Current Period - \$48,332; Comparative Period - \$75,242) due to a significant reduction in the size of the Company's leased premises, and stock-based compensation (Current Period - \$59,683; Comparative Period - \$68,574). Amortization (Current Period - \$8,257; Comparative Period - \$11,619), and insurance (Current Period - \$11,038; Comparative Period - \$13,191) all decreased slightly from the Comparative Period. In contrast, the Company spent more on regulatory and filing fees (Current Period - \$11,673; Comparative Period - \$9,882), advertising and promotion (Current Period - \$33,130; Comparative Period - \$30,190) and professional fees (Current Period - \$48,117; Comparative Period - \$35,528).

During the Current Period, the Company wrote-off accumulated acquisition and exploration expenses of \$17,552, related mostly to the Company's generative program, as compared to a write-off of \$132,418 in the Comparative Period, primarily for the Pale One claim on the Silvertip property in the NWT. Several other factors affected the Company's loss before taxes in the Current Period, including interest income (Current Period - \$687; Comparative Period - \$69,595) and a gain on the sale of marketable securities (Current Period - \$27,908; Comparative Period - \$22,570). Interest income in the Comparative Period includes a one-time payment of \$60,600 for interest earned on an income tax refund and B.C. mineral exploration tax refunds (both received during the fiscal year ended January 31, 2010). This payment is not expected to re-occur in the future.

Total assets increased to \$13,766,495 as at July 31, 2010 as compared to total assets of \$14,227,221 as at January 31, 2010. Mineral property costs, capitalized as assets, increased to \$12,103,287 as at July 31, 2010 from \$11,784,512 as at January 31, 2010. The Company reduced its capitalized exploration costs by \$17,792 (Comparative Period - \$510,008) to record B.C. mineral exploration tax credits received.

### Summary of Exploration Expense

	January 31, 2010	Expended During The Period	Write-off of Costs and Recoveries	July 31, 2010
<b>Gold and Base Metal Properties,</b>				
<b>British Columbia</b>				
Exploration costs	\$ 331,346	\$ 28,229	\$ (18,970)	\$ 340,605
Acquisition costs	90,068	386	-	90,454
Geological and assays	120,051	2,238	(200)	122,089
Office and salaries	<u>528,768</u>	<u>74,317</u>	<u>(3,307)</u>	<u>599,778</u>
	<u>1,070,233</u>	<u>105,170</u>	<u>(22,477)</u>	<u>1,152,926</u>
<b>Gold and Base Metal Properties, NWT&amp; NU</b>				
Exploration costs	7,679,405	16,092	-	7,695,497
Acquisition costs	77,194	1,961	-	79,155
Geological and assays	271,495	5,694	-	277,189
Office and salaries	<u>1,184,782</u>	<u>35,987</u>	<u>-</u>	<u>1,220,769</u>
	<u>9,212,876</u>	<u>59,734</u>	<u>-</u>	<u>9,272,610</u>
<b>Gold and Base Metal Properties, Saskatchewan</b>				
Exploration costs	1,132,540	2,951	-	1,135,491
Acquisition costs	84,276	111	-	84,387
Geological and assays	20,094	66	-	20,160
Office and salaries	<u>215,110</u>	<u>16,956</u>	<u>-</u>	<u>232,066</u>
	<u>1,452,020</u>	<u>20,084</u>	<u>-</u>	<u>1,472,104</u>
<b>Other Exploration and Generative Exploration</b>				
Exploration costs	(3,152)	33,336	(3,242)	26,942
Acquisition costs	10,190	80,252	(1,902)	88,540
Geological and assays	2,032	2,137	(1,864)	2,305
Office and salaries	<u>40,313</u>	<u>55,308</u>	<u>(7,761)</u>	<u>87,860</u>
	<u>49,383</u>	<u>171,033</u>	<u>(14,769)</u>	<u>205,647</u>
<b>TOTAL</b>	<b>\$ 11,784,512</b>	<b>\$ 356,021</b>	<b>\$ (37,246)</b>	<b>\$ 12,103,287</b>

During the six months ended July 31, 2010, the Company wrote-off \$17,552 (July 31, 2009 - \$132,418) relating to certain properties, recorded recoveries for B.C. mineral exploration tax credits of \$17,792 (July 31, 2009 - \$510,008), and recorded other recoveries of \$1,902 (July 31, 2009 - \$76,500).

Title to mineral properties 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 mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties is in good standing.

### **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 <sup>(1)</sup> from Continued Operation and Net Income (Loss)	Fully Diluted Earnings (Loss) per share <sup>(1)</sup> - from Continued Operation and Net Income (Loss)
July 31, 2010	\$ 239	\$ (94,095)	\$ (0.00)	\$ (0.00)
April 30, 2010	\$ 448	\$ (177,807)	\$ (0.00)	\$ (0.00)
January 31, 2010	\$ 2,129	\$ (158,957)	\$ (0.00)	\$ (0.00)
October 31, 2009	\$ (6,345)	\$ (250,631)	\$ (0.00)	\$ (0.00)
July 31, 2009	\$ 5,221	\$ (52,184)	\$ (0.00)	\$ (0.00)
April 30, 2009	\$ 64,374	\$ 920,146*	\$ 0.01	\$ 0.01
January 31, 2009	\$ 5,037	\$ (529,157)	\$ (0.02)	\$ (0.02)
October 31, 2008	\$ 18,357	\$ (2,774,071)	\$ (0.04)	\$ (0.04)

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

\*The three months ended April 30, 2009 includes a future income tax recovery of \$1,216,157 due to the application of EIC-146, "Flow-through Shares". This is a non-cash item recorded in compliance with Canadian GAAP and it was not repeated in the Current Quarter.

### **Current Quarter**

During the three months ended July 31, 2010 (the "**Current Quarter**"), the Company's net loss totaled \$94,095, as compared to a net loss of \$128,674 in the three months ended July 31, 2009 (the "**Comparative Quarter**"), before a future income tax recovery of \$nil in the Current Quarter (\$76,490 - Comparative Quarter). Administrative expenses at \$138,544 in the Current Quarter were slightly higher than the Comparative Quarter expenses of \$131,333, with professional fees experiencing the largest increase (Current Quarter - \$30,825; Comparative Quarter - \$18,973), mostly due to additional legal expenses associated with the Company's corporate disclosure, including the filing of an Annual Information Form, during the Current Quarter. During the Current Quarter, the Company recognized a gain of \$15,138 from the sale of marketable securities, as compared to \$nil in the Comparative Quarter.

### **Liquidity and Capital Resources**

Working capital as at July 31, 2010 was \$1,521,598 as compared to \$2,268,155 at January 31, 2010. Cash and equivalents decreased by \$492,018 in the Current Period (Comparative Period - increased by \$235,716), to \$303,705 as at July 31, 2010 (Comparative Period - \$1,315,413). Cash flow used in operations during the Current Period was \$165,917 (Comparative Period -\$78,428). The most significant changes in non-cash working capital items during the Current Period included a decrease in receivables of \$30,079; a decrease in prepaid expenses of \$24,414 and a decrease of \$6,092 in accounts payable and accrued liabilities. During the Current and Comparative Periods, the Company had no cash flows from financing activities.

The Company's primary investing activity is the acquisition and exploration of mineral properties. During the Current Period, the Company spent \$377,266 to acquire and explore its mineral property interests and recorded a



recovery to its capitalized exploration costs totaling \$19,694, of which \$17,792 relates to the receipt of the B.C. mineral exploration tax credits refunds for the 2009 fiscal year. The Company's exploration activities during the Current Period focused on its gold properties in the US, and its nickel properties in the NWT and Saskatchewan. Also during the Current Period, the Company received proceeds of \$34,321 (Comparative Period - \$41,570) from the sale of marketable securities.

As at July 31, 2010, the Company had 4,855,500 outstanding stock options with exercise prices that range from \$0.17 to \$0.6636 and nil warrants outstanding. The exercise prices of the outstanding stock options are in excess of the Company's current share price, making it unlikely that additional funds will be generated in the short-term from the exercise of the stock options that are currently outstanding. Subsequent to the quarter-end, on September 23, 2010, the Company granted 1,760,000 stock options to directors, officers, employees and consultants. These options are exercisable at \$0.20 for a five-year period ending September 23, 2015 and vest in tranches over an eighteen-month period.

Although the Company presently has positive working capital of \$1,521,598, management expects that the Company will require additional financing to conduct further exploration programs on its properties and for corporate and administrative expenses. The Company's cash position totaled \$303,705 as at July 31, 2010. The fair value of the Company's marketable securities as at July 31<sup>st</sup> totaled \$1,245,603. However, the common shares that the Company owns in North Arrow, with a fair value of \$795,000 at July 31, 2010 represent approximately 64% of the total value of these marketable securities. The fair value of the marketable securities represents a significant component (82%) of the Company's working capital as at July 31, 2010 and there can be no assurance that the Company will be able to sell part or all of its marketable securities as an alternate means of financing its activities. Please see Notes 3 and 4 of the interim financial statements for more details.

Actual funding requirements may vary from those planned due to a number of factors, including results from exploration activities 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. Despite an increase in commodity prices over the last year, fewer dollars are available for investment in the current equity markets for companies at the Company's stage of development. This may 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 has no credit facilities that can 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 or in Guaranteed Investment Certificates ("GICs") issued by a Chartered Bank and cashable without penalty after 30 days. 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 leased exploration equipment have been reduced from approximately \$165,000 per year to about \$77,000 for calendar 2010, due to a reduction in the Company's leased office space. The Company's current office lease expires January 31, 2011 – please see the "Commitments" section below for further details. The Company will arrange a new office lease arrangement agreement once the existing lease expires.

The Company has sufficient financial resources to keep its material landholdings and the majority of its non-material landholdings in good standing through to at least December 2011. With respect to the Company's Nickel King project, the current mining leases allow the Company to maintain the Nickel King Main Zone deposit for 21 years at an annual cost of \$3,744 per year. The Company's management actively manages its landholdings in an effort to keep 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 2010 are focused on the Company's US gold generative exploration program. In addition, the Company is conducting 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.

## **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 Company's current low 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 in companies at the Company's stage of development. The Company's marketable securities (common shares in several other publicly-traded exploration companies) are available to be sold as market conditions permit, however uncertainty exists as to the Company's ability to realize funds quickly from the sale of these common shares without causing downward pressure on the share price of these companies. There can be no certainty that the Company will be able to liquidate these common shares in a timeframe which allows the proceeds from the sale of the common shares to be used to finance the Company's operations.

Low current 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 GICs to minimize, to the extent possible, the Company's credit risk. The majority of the Company's receivables consist of sales tax receivables or mineral exploration tax credits due from the federal government, receivables from companies with which the Company has exploration agreements or options and receivables from related parties. 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 Company's management actively monitors its cash flows and is making decisions and plans for 2010 accordingly. 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 2011, even if limited or no exploration is conducted in 2010. 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 the Company's material exploration properties and for future corporate and administrative expenses. The Company's management is considering various alternatives, in addition to those implemented to-date, to continue to reduce its overhead expenditures until additional financing can be secured. The Company will need to consider some form of additional financing to continue exploration activities and 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 September 24, 2010, there were 66,123,463 common shares issued and outstanding.

As September 24, 2010, the Company had the following options outstanding:

	Number of Shares	Exercise Price	Number Vested	Expiry Date
<b>Options</b>	640,000	0.6636	640,000	March 16, 2011
	545,000	0.3696	545,000	September 15, 2011
	990,000	0.6552	990,000	March 29, 2012
	845,000	0.4600	845,000	December 21, 2012
	1,825,000	0.1700	1,368,750	July 26, 2014
	1,760,000	0.2000	440,000	September 23, 2015

As at September 24, 2010, the Company has no warrants outstanding.

### **Transactions with Related Parties**

During the six months ended July 31, 2010, the Company charged rent of \$12,000 (July 31, 2009 - \$9,000) to North Arrow, a company with two common directors.

Included in receivables are amounts due from Stornoway totaling \$5,974 (January 31, 2010 - \$4,714) for reimbursement of exploration, administrative costs paid by the Company on Stornoway's behalf.

Included in receivables are amounts due from North Arrow totaling \$28,675 (January 31, 2010 - \$65,288) for reimbursement of exploration expenditures and shared administrative expenses paid by the Company on North Arrow's behalf.

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.

### **Recent Accounting Pronouncements**

#### *Business combinations*

In January 2009, the CICA issued the new handbook Section 1582 - *Business Combinations* ("Section 1582"), 1601 - *Consolidated Financial Statements* ("Section 1601") and 1602 - *Non-controlling Interests* ("Section 1602"), which replaces CICA Handbook Section 1581 - *Business Combinations* and 1600 - *Consolidated Financial Statements*. Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under International Financial Reporting Standards ("IFRS"). Section 1582 is applicable for the Company's business combinations with acquisition dates on or after February 1, 2011. Early adoption of this Section is permitted. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. Section 1601 is applicable for the Company's interim and annual consolidated financial statements for its fiscal year beginning February 1, 2011. Early adoption of this Section is permitted. If the Company chooses to early adopt any one of these Sections, the other two sections must also be adopted at the same time.

#### *International financial reporting standards*

The Canadian Accounting Standards Board recently confirmed that International Financial Reporting Standards ("IFRS") will replace Canadian standards and interpretations on January 1, 2011. The process of changing from current Canadian GAAP to IFRS will be a significant undertaking that may materially affect reported financial position and results of operations, and also affect certain business functions. The Company will be required to prepare fully IFRS compliant financial statements for the year ended January 31, 2012, with the first interim financials prepared under IFRS for the period from February 1 to April 30, 2011.

The Company's conversion plan consists of four phases: scoping and planning, detailed assessment, implementation and post implementation. During the scoping and planning phase, management developed an implementation plan and completed an initial assessment of the key areas where the IFRS transition could have a significant impact on the Company's financial reporting processes. The scoping and planning phase is complete. Summarized below are the optional and mandatory exemptions under IFRS 1 that are expected to apply to the Company, as well as the standards that are expected to have the most significance for the Company upon transition to IFRS.

#### **Expected Areas of Significance between IFRS and Canadian GAAP applicable to the Company**

Standard	Description
Share based payments (IFRS 2)	The Company will need to apply the graded vesting method for all stock option grants. This is not expected to have a material change upon transition to IFRS.
Exploration for and evaluation of mineral resources (IFRS 6)	The Company currently capitalizes all acquisition, exploration and evaluation costs as assets therefore, there will be no change upon transition to IFRS.
Property, plant and	The Company will continue to record its property, plant and equipment assets at

equipment (IAS 16)	cost, less accumulated amortization assets therefore, there will be no change upon transition to IFRS.
Asset impairment (IAS 36)	The Company's exploration assets are the Company's most significant long-lived asset and must be reviewed for impairment when circumstances suggest that their carrying values may be impaired. The adoption of this standard is not expected to have a material change on the Company's financial reporting.
Income taxes (IAS 12)	Management is currently evaluating how the adoption of this standard will impact the Company.

As the detailed assessment phase is currently ongoing, the summary above should not be considered as a complete list of the standards or changes that will result from the Company's transition to IFRS. These summaries are intended to highlight the areas identified to-date by management where the conversion to IFRS is expected to have the most significant impact. It should be noted that management's assessment of the impact of certain differences between Canadian GAAP and IFRS is still in progress and there are a number of decisions remaining where choices of accounting policies are available. Quantification of the impact of transitioning to IFRS will form part of the detailed assessment phase, which is currently ongoing.

**Next Steps**

The detailed assessment phase is currently underway and requires management to undertake an in-depth technical analysis to develop an understanding of the potential impacts and to quantify those impacts resulting from the adoption of IFRS; to make recommendations for accounting policy choices and to then draft accounting policies under IFRS. In addition, this phase will result in the identification of additional resource and training requirements and the processes for preparing financial statements, establishing IT system requirements and preparing detailed transition plans. The Company is currently working on this phase and management expects that a detailed technical analysis should be finished before the end of calendar 2010.

During the implementation phase, IFRS compliant financial statements and notes will be drafted and an opening balance sheet as at February 1, 2010 will be prepared. In addition, management will continue its review and assessment of the impact of transition on the Company's existing internal controls over financial reporting, its disclosure controls and its information technology and data systems. The last phase of post-implementation will involve monitoring of changes in IFRS and assessing the impact of those changes on the Company's reporting. While the Company has begun the detailed assessment process, the financial reporting impact of the transition to IFRS remains to be quantified. IFRS education and reports to the Audit Committee commenced in 2009 and continue to be ongoing.

**Commitments**

The Company is committed to minimum future lease payments for exploration equipment through to January 31, 2013 as follows:

Fiscal year ending January 31, 2012	\$ 5,437
Fiscal year ending January 31, 2013	\$ 4,077

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. Cash and equivalents are carried at fair value using a level 1 fair value measurement. The carrying value of receivables, accounts payable and accrued liabilities approximate 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 in active markets at the balance sheet date, which is consistent with level 1 of the fair value hierarchy.

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. 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.

An analysis of the impact of these specific risks can be found in Note 3 to the interim unaudited financial statements for the three months ended July 31, 2010. Please see additional discussion under "Risks and Uncertainties" above.

### **Capital Management**

The capital of the Company consists of the items included in shareholders' 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 Note contained in its Interim unaudited Financial Statements for the six months ended July 31, 2010 and July 31, 2009. These statements are available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Additional Information**

Additional information relating to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com) and is available on the Company's website at [www.strongbowexploration.com](http://www.strongbowexploration.com).

### **Approval**

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