ROCKY MOUNTAIN RESOURCES CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
AUGUST 31, 2008

Background

This discussion and analysis of financial position and results of operation for Rocky Mountain Resources Corp. (the "Company" or "Rocky Mountain") is prepared as at October 22, 2008 and should be read in conjunction with the August 31, 2008 unaudited and February 29, 2008 audited consolidated financial statements and related notes. Those financial statements have been prepared in accordance with Canadian generally accepted accounting principles. Except as otherwise disclosed, all dollar figures included therein and in the following Management's Discussion and Analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Company Overview

The Company is a mineral exploration and development company. The Company's primary mineral properties are: the Gibellini property, located in Nevada and the Paris Foothills property, located in Idaho. The Company's head office is located in Vancouver, Canada and its U.S. operations are conducted from an office in Reno, Nevada. The Company's shares are listed on the TSX Venture Exchange ("TSX-V") under the symbol "RKY".

Gibellini Project, Eureka County, Nevada

- During the three months ended August 31, the Company performed additional drilling at the Gibellini property in Eureka County, Nevada. Seven core holes were drilled, one on the Vanadium Hill deposit and six on the Rich Hill deposit, a discovery 1500 feet south of the Vanadium Hill resource. .

  Assays were received for the six holes drilled at Rich Hill and the results confirmed the presence of vanadium mineralization. . Results of the Rich Hill drilling included 66 feet of 0.776 V_2O_5 in hole RHC-6, and were announced in a press release dated August 25, 2008.

- Metallurgical testing was concluded on samples from the Vanadium Hill Property, including the one hole mentioned above, by Dawson Labs, in Salt Lake City, Utah. The work focused on testing the oxide, mixed, and reduced vanadium mineralization types for heap leach design. The results confirmed that vanadium extraction by heap leaching is feasible.

- A scoping study by AMEC of Sparks, Nevada was concluded on the Vanadium Hill Property. Results of the scoping study were announced in a press release dated October 21, 2008.

Good Springs Project, Clark County, Nevada

- During the quarter ended August 31, the Company performed additional reconnaissance fieldwork and staked an additional 140 claims surrounding prospective targets in the area. At the end of the quarter, the Company decided to drop all interests in the Goodsprings area to focus on other properties with greater merit.

Paris Hills Project, Bear Lake County Idaho

- On September 3, 2008, the Company announced that it had acquired more than 2,100 acres of mineral property near the towns of Paris and Bloomington in southeastern Idaho. The property was the subject of substantial work in the 1970s by a company named Earth Sciences, Inc. (ESI), and hosts historic resources of phosphate rock and vanadium.

- A drill rig was mobilized to Paris Hills with the intent of drilling up to 12 holes to provide data to test the accuracy of the historic results reported by ESI. Six holes have been completed and assays of samples are pending.

- The present work is expected to lead to a 43-101 compliant Technical Report on the property. AMEC has been contracted to do the necessary work to complete the report in December 2008.

Other Regional

- The Company is in the process of reviewing other property prospects in the western United States.

The above information has been reviewed and approved by Thomas J. DeMull, (Registered PE Mining NV and AZ), a “qualified person” as that term is defined in National Instrument 43-101.

Results of Operations

The following table sets forth selected data for the periods indicated:

	Three Months Ended August 31		Six Months Ended August 31	
	2008	2007	2008	2007
Exploration expenditures	$277,026	$356,713	$515,060	$480,203
General expenses:				
Depreciation	2,861	330	3,862	683
Investor relations	20,745	1,420	20,745	1,420
Office facilities and administrative services	15,846	8,920	28,901	16,733
Professional fees	16,162	9,707	49,033	24,331
Salaries and benefits	69,407	10,621	213,520	22,926
Stock-based compensation	35,023	-	64,023	-
Transfer agent, listing and filing fees	3,988	1,050	15,515	3,435
Travel	8,978	1,238	35,272	1,295
Other	16,324	3,311	32,324	4,661
	189,334	36,597	463,195	75,484
Interest income	(7,603)	(6,262)	(20,394)	(16,723)
Foreign exchange	(43,581)	20,513	(56,018)	18,110
Property review costs	4,915	28,279	6,092	52,323
Mineral properties abandoned	64,467	-	64,467	-
Loss for the period	$ 484,558	$ 435,840	$ 972,402	$609,397
Loss per share	$0.03	$0.04	$0.07	$0.05

The Company incurred a loss of $484,558 and $972,402 for the three months and six months ended August 31, 2008 respectively; compared to a loss of $435,840 and $609,397 for the comparable period of the prior year. As the Company has no operating revenues, the increased loss is due to increased expenditures.

Property exploration expenditures are the largest component of expenses, with most of the spending being concentrated on the Gibellini property and focused on drilling and the scoping study.

After exploration activities, salaries and benefits comprised the next largest expense. In 2007, the Company paid a salary of US$3,000 per month plus benefits to a director for his part-time services as Vice-President of Exploration. This arrangement was terminated in April 2008 after the hiring of a full-time President for the Company. The Company paid a US$50,000 recruitment fee to an employment consultant in connection with the executive search and also paid a US$40,000 signing bonus to the new president. Effective March 15, 2008, the Company commenced paying a salary of US$12,500 per month plus benefits to the new president. These amounts were all expensed as salaries and benefits.

Stock-based compensation costs are a non-cash cost and are computed using the Black-Scholes option pricing model to estimate the fair value of stock options granted. During the six months ended August 31, 2008, a $64,023 expense was recorded with respect to the vesting of certain options granted in February 2008. No options were granted and none vested during the corresponding period of 2007.

The increases for all other categories of expenses are a reflection of increased corporate activity. During the first quarter ended May 31, 2008, the Company hired a new president, re-located its US corporate office to Reno Nevada, expanded the work program and started a scoping study on the Gibellini property and continued the search for new mineral projects. During the current quarter, the Company acquired additional rights to explore certain mineral properties for the Paris Foothills project and retained a media company to feature the Company in its publication.

The Company's only source of income is interest earned from funds on deposit.

Financial Position, including Cash Flows, Liquidity and Capital Resources

At August 31, 2008, cash was $1,108,179, down from $2,215,100 at February 29, 2008. Working capital at August 31, 2008 was $994,523. During the six months ended August 31, 2008, the Company received $24,350 from the exercise of agent's warrants. The Company's cash resources are on deposit with a major Canadian chartered bank. The Company does not invest in asset-backed commercial paper.

Administrative costs (excluding stock-based compensation, a non-cash expense) were $399,172 for the six months ending August 31, 2008, but the largest use of funds was related to mineral property activity. During the six months ending August 31, 2008, the Company spent $302,645 on property acquisition costs (advance royalty payments, option payments and staking costs) and $515,060 on mineral property exploration expenditures.

With the work programs and studies underway on the Paris Hills and Gibellini projects and factoring in the office costs for Vancouver and Reno, and the costs of maintaining a publically listed company, it is anticipated that Rocky Mountain will require additional funding in early 2009. Such funding would probably take the form of an equity financing, either public or private The Company is in early stage discussion with potential investors. Although the Company has been successful with its equity financings in the past, there is no assurance they will be successful in the future.

Summary of Quarterly Results:

	Mineral Exploration ($)	General Expenses ($)	Stock-based Compensation ($)	Interest Income ($)	Net Loss ($)	Basic & Diluted Loss Per Share ($)
Q2 – August 31, 2008	277,026	154,311	35,023	(7,603)	484,558	0.03
Q1 – May 31, 2008	238,034	244,861	29,000	(12,791)	487,844	0.03
Q4 – February 29, 2008	85,787	62,594	267,696	(19,081)	503,548	0.03
Q3 – November 30, 2007	286,171	32,056	-	(20,300)	317,118	0.02
Q2 – August 31, 2007	356,713	36,597	-	(6,262)	435,840	0.04
Q1 – May 31, 2007	123,490	38,887	-	(10,461)	173,557	0.01
Q4 – February 28, 2007	64,419	49,752	-	(5,584)	111,383	0.01
Q3 – November 30, 2006	119,822	25,703	-	(2,773)	139,382	0.01

Explanatory Notes:

1. The Company was incorporated on March 2, 2006 and earns interest income but has no operating revenue. Interest income is dependant upon the amount of funds on deposit and interest rates paid. The Company completed an initial private placement for approximately $820,000 during May and June of 2006, an additional private placement for approximately $1,120,000 during January 2007 and its IPO for approximately $2,236,000 (net) during September 2007. Between the beginning of January 2008 and the end of August 2008, interest rates paid by the bank dropped by approximately 40%.

2. General expenses have been trending upward since incorporation reflecting increased levels of activity. Costs for Q4 – February 29, 2008 were elevated primarily due to higher professional fees, including an accrual for the year end-audit and legal costs associated with documents for proposed property lease acquisitions.

3. Mineral exploration expenses tend to have a seasonal trend as exploration activity is easier during the late spring, summer and early fall. Although there is year round access to the Gibellini property, the Lake Owen property, the option for which was dropped in February 2008, was at elevation and was inaccessible from mid-fall to late spring.

4. Stock-based compensation costs are a non-cash expense and represent an estimate of the fair value of stock options granted. During the quarter ended Q4 - February 29, 2008, the Company granted to certain consultants a total of 690,000 options, of which 650,000 were subject to vesting provisions.

5. During Q1 – May 31, 2008, the Company hired a full-time president and commenced paying US$12,500 per month plus benefits. In connection with this placement, the Company paid a US$40,000 signing bonus and a US$50,000 placement fee to the recruitment consultant who conducted the executive search. In addition, the Company moved its U.S. operations from East Helena, Montana to expanded facilities in Reno, Nevada and costs increased accordingly.

Transactions with Related Parties

The Company paid Ionic Management Corp. (“Ionic”), a company related by virtue of one director and two officers in common, a fee of $24,000 ($4,000 per month) for accounting and various administrative office services provided in Canada. In addition, the Company reimburses

Ionic for out of pocket direct costs incurred on behalf of the Company. Such costs include travel, postage, courier charges, printing and long distance telephone charges.

The Company paid US$400 rent (US$200 per month) for its Montana office to Mr. Alan Branham, a director. This arrangement was terminated on April 30, 2008.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Changes in Accounting Policy Including Initial Adoption

Financial Instruments

Effective March 1, 2008, the Company implemented the new CICA accounting sections: 3862 (Financial Instruments – Disclosure), 3863 (Financial Instruments – Presentation), which replaced section 3861 Financial Instruments – Disclosures and Presentation. These new standards revise and enhance the disclosure requirements, and carry forward, substantially unchanged, the presentation requirements. Sections 3862 and 3863 emphasize the significance of financial instruments for the entity's financial position and performance, the nature and extent of the risks arising from financial instruments, how these risks are managed. These new standards are applicable to interim and annual periods relating to fiscal years beginning on or after October 1, 2007. These new Sections relate to disclosure and presentation only and will not have an impact on the Company's financial results.

Capital Disclosures

Effective March 1, 2008, the Company implemented the new CICA accounting section 1535 (Capital Disclosures). Section 1535 specifies the disclosure of (i) an entity's objectives, policies, and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance. This new Section relates to disclosure and will not have an impact on the Company's financial results.

Assessing Going Concern

Effective March 1, 2008, the Company implemented accounting section 1400, which requires management to assess and disclose an entity's ability to continue as a going concern. This section applies to interim and annual financial statements relating to fiscal years beginning on or after January 1, 2008.

International Financial Reporting Standards ("IFRS")

In January 2006 the AcSB announced that accounting standards in Canada are to converge with IFRS. The AcSB has indicated that Canadian entities will need to begin reporting under IFRS by the first quarter of 2011 with appropriate comparative data from the prior year. Under IFRS, the primary audience is capital markets and as a result, there is significantly more disclosure required, specifically for quarterly reporting. Further, while IFRS uses a conceptual framework similar to Canadian GAAP, there are significant differences in accounting policy which must be addressed. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Outstanding Share Data

The following securities are outstanding at October 22, 2008:

Common shares issued and outstanding	14,693,150
Shares issuable on the exercise of outstanding stock options	690,000

Risks and Uncertainties

Exploration of mineral properties involves a high degree of risk and the successful achievement of a profitable operation cannot be assured. Costs of finding and evaluating an ore body are substantial, and may take several years to complete. The Company must overcome many risks associated with an early stage exploration property. Outstanding items to be completed include, but are not limited to, identification and quantification of a commercially viable ore body, confirmation of the Company's interest in the underlying claims and leases, completion of a feasibility study, funding of all costs related to a commercial operating venture, completion of the permitting process, detailed engineering and the procurement of a processing plant, and constructing a facility to support the property. Construction and operational risks including, but not limited to, equipment and plant performance, metallurgical, environmental, cost estimation accuracy, and workforce performance and dependability will all affect the profitability of an operating property.

External financing, primarily through the issuance of common shares will be required to fund its activities. There can be no assurance that it will be able to do so in the future.