Interim Consolidated Financial Statements of

ROCKY MOUNTAIN RESOURCES CORP.

For the six months ended August 31, 2009

Management's Comments On Unaudited Financial Statements

The accompanying unaudited interim consolidated financial statements of Rocky Mountain Resources Corp. (the "Company") for the six months ended August 31, 2009 have been prepared by management and approved by the Board of Directors of the Company.

These unaudited interim consolidated financial statements have not been reviewed by the Company's external auditors.

Rocky Mountain Resources Corp.

Interim Consolidated Balance Sheets

(Unaudited - Prepared by Management)

	August 31 2009	February 29 2009
ASSETS		
Current assets:		
Cash	$ 64,695	231,532
Amounts receivable	9,872	9,420
Prepaid expenses	3,848	6,746
	78,415	247,698
Equipment (Note 3)	39,314	55,674
Reclamation bond	46,118	53,060
Mineral properties (Note 4)	838,210	757,025
	$ 1,002,057	1,113,457
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	$ 32,285	219,529
Loans payable (Note 6)	75,051	-
	107,336	219,529
Shareholders' equity:		
Share capital (Note 5)	4,995,974	4,416,820
Subscriptions received	-	240,000
Contributed surplus	489,268	436,273
Deficit	(4,590,521)	(4,199,165)
	894,721	893,928
	$ 1,002,057	1,113,457

See accompanying notes to consolidated financial statements.

Approved on behalf of the Board:

Signed: "Brian J. McAlister" Director

Signed: "Brian E. Bayley" Director

Rocky Mountain Resources Corp.

Interim Consolidated Statements of Loss and Deficit

(Unaudited - Prepared by Management)

	Three months ended August 31 2009	Three months ended August 31 2008	Six months ended August 31 2009	Six months ended August 31 2008
Mineral property expenditures (Note 4(b))	$ 29,686	277,026	61,415	515,060
Expenses:				
Audit and legal	798	16,162	15,331	49,033
Consulting	-	4,653	-	7,267
Depreciation	5,080	2,861	10,225	3,862
Investor relations	750	20,745	750	20,745
Office and sundry	5,352	9,953	11,824	21,307
Office facilities and administrative services	19,478	15,846	39,103	28,901
Salaries and benefits	62,137	69,407	159,489	213,520
Shareholder information	793	1,718	2,060	3,750
Stock-based compensation	29,238	35,023	52,995	64,023
Transfer agent, listing and filing fees	5,026	3,988	11,525	15,515
Travel	8,504	8,978	12,912	35,272
	137,156	189,334	316,214	463,195
Other (income) expenses:				
Interest income	(136)	(7,603)	(269)	(20,394)
Foreign exchange	(2,106)	(43,581)	9,195	(56,018)
Property review costs	-	4,915	700	6,092
Loss on sale of equipment	4,101	-	4,101	-
Mineral properties abandoned	-	64,467	-	64,467
	1,859	18,198	13,727	(5,853)
Net loss and comprehensive loss for the period	168,701	484,558	391,356	972,402
Deficit, beginning of period	4,421,820	2,392,931	4,199,165	1,905,087
Deficit, end of period	$ 4,590,521	2,877,489	4,590,521	2,877,489
Basic and diluted loss per share	$ 0.01	0.03	0.02	0.07
Weighted average number of common shares outstanding	16,738,816	14,565,936	16,360,813	14,557,943

See accompanying notes to consolidated financial statements.

Rocky Mountain Resources Corp.

Interim Consolidated Statements of Cash Flow

(Unaudited - Prepared by Management)

		Three months ended August 31		Six months ended August 31	
		2009	2008	2009	2008
Cash provided by (used for):					
Operating activities:					
Loss for the period	$	(168,701)	(484,558)	(391,356)	(972,402)
Items not involving cash					
Depreciation		5,080	2,861	10,225	3,862
Loan interest accrued		51	-	51	-
Mineral properties abandoned		-	64,467	-	64,467
Stock-based compensation		29,238	35,023	52,995	64,023
Loss on sale of equipment		4,101	-	4,101	-
Changes in non-cash working capital balances:					
Amounts receivable		6,297	2,701	3,063	19,509
Prepaid expenses		(12)	(1,913)	2,898	(8,365)
Accounts payable and accrued liabilities		(16,674)	(84,712)	(191,814)	72,774
		(140,620)	(466,131)	(509,837)	(756,132)
Investing activities:					
Reclamation bonds		(590)	(32,668)	6,942	(32,769)
Purchase of equipment		(2,977)	(30,711)	(2,977)	(39,725)
Sale of equipment		1,443	-	1,444	-
Mineral property expenditures		-	-	(84,702)	-
Mineral property recovery of costs		-	(257,574)	3,517	(302,645)
		(2,124)	(320,953)	(75,776)	(375,139)
Financing activities:					
Exercise of warrants		-	24,350	-	24,350
Loans payable		75,000	-	75,000	-
Shares issued for cash, net of costs		(10,564)	-	343,776	-
		64,436	24,350	418,776	24,350
Decrease in cash		(78,308)	(762,734)	(166,837)	(1,106,921)
Cash, beginning of period		143,003	1,870,913	231,532	2,215,100
Cash, end of period	$	64,695	1,108,179	64,695	1,108,179
Supplementary cash flow information:					
Cash amount of payments received (made):					
Interest received	$	136	7,603	269	20,394
Non-cash financing and investing activities:					
Fair value of warrants transferred to share capital from contributed surplus on exercise of warrants		-	8,347	-	8,347

See accompanying notes to consolidated financial statements.

1. Nature of operations and ability to continue as a going concern:

Rocky Mountain Resources Corp. is a public company whose shares trade on the TSX Venture Exchange ("TSX-V"). The Company is engaged principally in the acquisition, exploration and development of resource properties. The recovery of the Company's investment in resource properties and attainment of profitable operations is principally dependent upon financing being arranged by the Company to continue operations, explore and develop the resource properties and the discovery, development and sale of ore reserves. The outcome of these matters cannot presently be determined because they are contingent on future events.

These consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. Management is actively targeting sources of additional financing which would assure continuation of the Company's operations and exploration programs. The Company is currently dependent upon loans from directors to meet its liabilities as they come due and to continue its operations.

There can be no assurance that the Company will be able to continue to raise funds in which case the Company may be unable to meet its obligations. Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the balance sheets. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

The current market conditions and volatility increase the uncertainty of the Company's ability to continue as a going concern given the need to both curtail expenditures and to raise additional funds. The Company is experiencing, and has experienced, negative operating cash flows. The Company will continue to search for new or alternate sources of financing but anticipates that the current market conditions may impact the ability to source such funds.

	August 31, 2009	February 29, 2009
Working capital (deficiency)	$ (28,921)	$ 28,169
Deficit	(4,590,521)	(4,199,165)

2. Basis of presentation:

These unaudited interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles for interim financial statements. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, the accompanying financial information reflects all adjustments, consisting primarily of normal and recurring adjustments considered necessary for fair presentation of the results for the interim period. Operating results for the six months ended August 31, 2009 are not necessarily indicative of the results that may be expected for the year ending February 28, 2010. These interim consolidated financial statements follow the same accounting policies as set out in Note 3 to the audited consolidated financial statements of the Company for the year ended February 29, 2009.

New Accounting Policies:

Adoption of New Accounting Pronouncements

CICA 3064 "Goodwill and intangible assets"

In February 2008, the CICA issued Handbook Section 3064, "Goodwill and Intangible Assets", which replaces Section 3062, "Goodwill and Intangible Assets", and Section 3450, "Research and Development Costs". Section 3064 establishes standards for the recognition, measurement and disclosure of goodwill and intangible assets. The Company does not hold any such assets at this time.

Future pronouncements

International financial reporting standards ("IFRS")

In February 2008, The Canadian Accounting Standards Board confirmed that convergence to International Financial Reporting Standards ("IFRS") will be required in Canada. The Company will be required to report using IFRS beginning March 1, 2011 for interim and annual financial statements with appropriate comparative data from the prior year. The Company has begun the process of evaluating the impact of the change to IFRS.

Business combinations, consolidated financial statements and non-controlling interest

In January 2009, the CICA issued CICA Handbook Section 1582, "Business Combinations", Section 1601, "Consolidations", and Section 1602, "Non-Controlling Interests". These sections replace the former Section 1581, "Business Combinations", and Section 1600, "Consolidated Financial Statements, and establish a new section for accounting for a non-controlling interest in a subsidiary. Section 1582 establishes standards for the accounting for a business combination, and states that all assets and liabilities of an acquired business will be recorded at fair value. Obligations for contingent considerations and contingencies will also be recorded at fair value at the acquisition date. The standard also states that acquisition-related costs will be expensed as incurred and that restructuring charges will be expensed in the periods after the acquisition date. It provides the Canadian equivalent to IFRS 3, Business Combinations (January 2008). The section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011.

Section 1601 establishes standards for the preparation of consolidated financial statements.

Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in the preparation of consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of IFRS International Accounting Standards ("IAS") 27, Consolidated and Separate Financial Statements (January 2008).

Sections 1601 and 1602 apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption of these sections is permitted as of the beginning of a fiscal year. All three sections must be adopted concurrently. The Company is currently evaluating the impact of the adoption of these sections.

3. Equipment:

	February 29, 2009	Additions	Disposals	August 31, 2009
Field equipment				
Cost	$30,955	-	-	$30,955
Depreciation	(7,446)	(3,876)	-	(11,322)
Office equipment				
Cost	45,771	2,977	(19,920)	28,828
Depreciation	(13,606)	(6,349)	10,808	(9,147)
Total	$55,674	(7,248)	(9,112)	$39,314

4. Mineral properties:

(a) The summary of mineral property acquisition costs is as follows:

	February 29, 2009	Additions	Recovery of costs	August 31, 2009
Gibellini, Nevada, USA	$495,799	$84,702	-	$580,501
Paris Foothills, Idaho, USA	$257,709	-	-	$257,709
Other Regional	$3,517	-	$(3,517)	-
Total	$757,025	$84,702	$(3,517)	$838,210

During the three months ended August 31, 2009, the Company was obligated, but due to lack of funds, was unable to pay the following advance royalties on the Paris Hills Property:

- August 9, 2009 - US$85,000;
- August 12, 2009 - US$60,000

Default notices have been issued by the property owners obligating the Company to make the above payments totaling US$145,000 by November 1, 2009. This payment deadline has been extended to December 1, 2009.

(b) The details of exploration expenditures incurred and expensed on the Company's mineral properties during the six month period ended August 31, 2009 are as follows:

	Gibellini $	Paris Foothills $	Total $
Exploration expenditures:			
Assays and analysis	789	-	789
Engineering and consulting	-	15,860	15,860
Field office and supplies	15,073	7,332	22,405
Property maintenance and taxes	13,102	-	13,102
Reproduction and drafting	-	551	551
Travel and accommodation	1,776	6,932	8,708
	30,740	30,675	61,415

The details of exploration expenditures incurred and expensed on the Company's mineral properties during the six month period ended August 31, 2008 are as follows:

	Gibellini $	Goodsprings $	Paris Foothills $	Other Regional $	Total $
Exploration expenditures:					
Assays and analysis	16,421	6,403	-	-	22,824
Drilling	121,207	-	-	-	121,207
Engineering and consulting	33,917	10,240	50,925	-	95,082
Equipment rental	9,867	3,221	3,217	-	16,305
Field office and supplies	6,743	388	3,786	-	10,917
Insurance	5,070	-	5,070	-	10,140
Metallurgy	34,204	-	-	-	34,204
Property maintenance and taxes	20,093	1,798	6,540	392	28,823
Reclamation	16,157	-	-	-	16,157
Reproduction and drafting	5,732	-	696	-	6,428
Scoping study	114,662	-	-	-	114,662
Travel and accommodation	12,910	1,941	21,569	1,891	38,311
	396,983	23,991	91,803	2,283	515,060

5. Share capital:

(a) Authorized:

Unlimited number of common shares without par value.

(b) Issued:

	Number of Shares	Stated Amount
Balance, February 29, 2009	14,693,150	$4,416,820
Issued on private placement	2,045,666	613,700
Less: share issue costs	-	(34,546)
Balance, August 31, 2009	16,738,816	$4,995,974

(c) Share purchase options:

The continuity of share purchase options is as follows:

Expiry Date	Exercise price	Balance, February 28, 2009	Granted	Exercised/ Cancelled	Balance, August 31, 2009
February 12, 2013	$1.30	690,000	-	-	690,000
October 16, 2013	$1.00	100,000	-	(100,000)	-
December 17, 2013	$0.40	25,000	-	-	25,000
		815,000	-	(100,000)	715,000
Stock options exercisable					425,000
Weighted average exercise price		$1.24	-	$1.00	$1.27

On February 12, 2008, the Company granted 690,000 options exercisable on or before February 12, 2013 at a price of $1.30 per share. Of these options, 650,000 were subject to vesting provisions: 40% vesting on the grant date and 20% vesting on each anniversary for three years from the date of grant. The Company recorded an associated stock-based compensation expense of $29,239 during the current period.

On October 16, 2008, the Company granted 100,000 options exercisable on or before October 16, 2013 at a price of $1.00 per share. These options were subject to vesting provisions: 40% vesting on the grant date and 20% vesting on each anniversary for three years from the date of grant. On April 15, 2009, the Company cancelled 60,000 options and reversed $5,482 of stock-based compensation expense during the current quarter.

(d) Share purchase warrants:

Warrants outstanding at August 31, 2009 are as follows:

Expiry Date	Exercise price	Balance, February 29, 2008	Granted	Exercised	Balance, August 31, 2009
October 3, 2010	$0.40	-	2,045,666	-	2,045,666
Weighted average exercise price		-	$0.40	-	$0.40

(e) Contributed surplus:

The continuity of contributed surplus is as follows:

	Number of		Amounts		
	Options	Warrants	Options	Warrants	Total
Balance, February 29, 2009	815,000	-	$ 432,554	$ 3,719	$ 436,273
Granted during the period	-	2,045,666	-	-	-
Amortized during the period	-	-	58,477	-	58,477
Cancelled during the period	(100,000)	-	(5,482)	-	(5,482)
Balance, August 31, 2009	715,000	2,045,666	$485,549	3,719	$489,268

6. Related party transactions:

Related party transactions not otherwise disclosed on these financial statements consist of:

(a) Office facilities and administrative services of $24,000 and consulting fees of $2,500 related to a private placement, to a company with a director and two officers in common;

(b) Accounts payable to a company with a director and two officers in common of $8,481.

(c) Loans payable due to three directors, bear interest at 5% per annum, are unsecured and payable on demand.

The above transactions were in the normal course of business and were measured at the exchange amount which is the amount agreed to by the related parties.

7. Segment disclosures:

The Company considers itself to operate in a single segment, being mineral exploration and development. Geographic information is as follows:

	Canada $	United States $	Total $
August 31, 2009:			
Loss from operations	113,803	277,553	391,356
Identifiable assets	59,613	942,444	1,002,057
August 31, 2008:			
Loss from operations	99,646	872,756	972,402
Identifiable assets	942,276	952,001	1,894,277

8. Management of financial risk:

The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk, interest risk and price risk.

(a) Currency risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada and United States. A significant change in the currency exchange rates between the Canadian dollar relative to the U.S. dollar could have an effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations. The net exposure in financial instruments as at August 31, 2009 is not material.

(b) Credit risk

Credit risk is the risk of an unexpected loss if a third party to a financial instrument fails to meet its contractual obligations.

The Company's cash and cash equivalents are held through a large Canadian financial institution. These instruments mature at various dates over the current operating period and are normally for periods three months or less.

(c) Liquidity risk

The Company manages liquidity risk by maintaining adequate cash balances in order to meet short and long term business requirements. The Company's cash is invested in liquid investments with quality financial institutions and is available on demand for the Company's programs and is not invested in any asset backed commercial paper.

(d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The risk that the Company will realize a loss as a result of a decline in the fair market value of the short-term investments included in cash and cash equivalents is limited because these investments are generally held to maturity.

(e) Price risk

Although the Company is not in production, the nature of the project potentially exposes the Company to price risk with respect to commodity prices. The Company monitors commodity prices to determine the appropriate course of action to be taken by the Company.

9. Capital management:

The Company's objective when managing capital is to maintain adequate levels of funding to support exploration and development of its mineral exploration projects, and to maintain corporate and administrative functions.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through the issuance of common shares, the issue of debt or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended February 29, 2009.

10. Subsequent events:

On October 9, 2009 the Company announced that it had entered into an agreement with Stonegate Agricom Ltd. ("Stonegate") to sell its interest in the Paris Hills Phosphate/Vanadium Property, located in Bear Lake County in Idaho, USA. As consideration for the acquisition, Stonegate is to pay $1,000,000 in cash and issue 6,000,000 common shares of Stonegate valued at $0.50 per common share. Closing of the transaction, which is expected to occur in November 2009, is subject to regulatory approval.

On October 23, 2009, the Company announced it had entered into a non-binding letter of intent with Western Lithium Canada Corporation ("Western Lithium") pursuant to which Western Lithium proposed to acquire all of the outstanding shares of Rocky Mountain. The letter of intent contemplates that the transaction will be completed by way of a Plan of Arrangement (the Arrangement"). At closing, all Rocky Mountain common shares will be automatically exchanged for Western Lithium shares on the basis of 0.4032 Western Lithium shares for each Rocky Mountain share. All warrants of Rocky Mountain will be exchanged for similar warrants of Western Lithium, based on the same exchange ratio. Completion of the transaction is conditional upon satisfactory completion of due diligence, the negotiation and execution of a definitive agreement and receipt of Rocky Mountain shareholder approval as well as other customary conditions and regulatory approvals.