ROCKY MOUNTAIN RESOURCES CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FEBRUARY 28, 2010

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 June 4, 2010 and should be read in conjunction with the February 28, 2010 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.

Forward-Looking Statements

Certain statements contained in the following MD&A constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

Company Overview

The Company is a mineral exploration and development company. The Company's primary mineral property is the Gibellini property, located in Nevada. The Company's head office is located in Vancouver, Canada. The Company's shares are listed on the TSX Venture Exchange ("TSX-V") under the symbol "RKY".

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. This letter of intent was terminated later by joint consent.

During November 2009, the Company completed the sale of its interest in the Paris Hills Phosphate/Vanadium Property, located in Bear Lake County in Idaho, USA for $4,000,000. As consideration for the sale, the Company received $1,000,000 in cash and 6,000,000 common shares of Stonegate Agricom Ltd. ("Stonegate") valued at $3,000,000. At the time, Stonegate was a private Canadian company. In April 2010, Stonegate listed its shares for trading on the Toronto Stock Exchange.

On January 21, 2010 the Company announced the appointment of Mr. Bill Radvak as President, CEO and a member of the Board of Directors and also announced the appointment of Mr. Robert Cross to the Company's Advisory Committee. Mr. Brian McAlister, the interim CEO who stepped down to make way for Mr. Radvak, is a member of the Board of Directors.

Gibellini Project, Eureka County, Nevada

AMEC of Sparks, Nevada, produced a Scoping Study in October 2008 covering the Vanadium Hill deposit on the Gibellini Project. The economic projections for the preferred scenarios for the production of 9.37 million pounds of V205 were an IRR of 27% for the mining and processing of 2 million tons per year, and an IRR of 40% for mining and processing 3 million tons per year.

Subject to arranging the necessary financing, the two preferred cases are being advanced into the feasibility phase of the project for technical and economic evaluation.

Pursuant to a meeting with the Bureau of Land Management in Q1, 2010, Rocky Mountain has decided to prepare an Environmental Assessment to satisfy the BLM requirements of the National Environmental Policy Act. On April 14, 2010, the Company announced that it had engaged Enviroscientists, Inc. of Reno, Nevada to obtain various permits required for the development and operation of the Gibellini Vanadium Project located in Eureka County, Nevada. Enviroscientists will undertake biological, cultural and spring/riparian studies as well as ground water characterization and waste rock and ore characterization.

The above information has been reviewed and approved by Alan Branham, is a member of the American Institute of Professional Geologists, is a Certified Professional Geologist, and is a "qualified person" as that term is defined in National Instrument 43-101.

Financial Review

Rocky Mountain is a mineral exploration company. It does not have any operating revenues. It is the Company's accounting policy to expense exploration and development expenditures incurred prior to the determination of the feasibility of mining operations. Mineral property acquisition costs, which include option payments, are capitalized to the property.

Financial Data for Past Three Years
($, except per share data)

	Fiscal Year Ended		
	February 28, 2010	**February 28, 2009**	**February 29, 2008**
	$	**$**	**$**
Balance Sheet:			
Total assets	4,845,945	1,113,457	2,705,532
Total long-term liabilities	-	-	-
Operations:			
Exploration expenditures	75,808	1,300,610	852,161
Administrative costs			
General	392,548	875,446	250,690
Stock-based compensation	263,298	164,858	267,696
(Gain) loss on disposal of mineral properties	(3,698,631)	64,467	-
Interest income	(290)	(24,088)	(56,104)
Other items	15,985	(87,215)	115,621
Income taxes	521,117	-	--
(Income) loss for the year	(2,430,165)	2,294,078	1,430,064
Basic and diluted (earnings)loss per share	(0.15)	0.16	0.11
Dividends per share	-	-	-

The Company was incorporated on March 2, 2006.

Fiscal year ended February 29, 2008: In September 2007 the Company completed its initial public offering ("IPO") of 2,500,000 shares for net proceeds of $2,236,364. These proceeds were used in part to fund exploration programs on the Gibellini property and the Lake Owen property. Associated with the public listing were new and increased costs for such items as stock exchange listing fees, transfer agent fees, filing fees and legal and accounting fees.

Fiscal year ended February 29, 2009: There was a significant increase in administrative costs. Much of this was due to increased salary costs but also included increased office and administrative costs, and generally higher costs related to increased corporate activity. In March 2008, the Company hired a full time President and opened an office in Reno Nevada. Previously, the position of President was unpaid and the only individual collecting a salary was a director of the Company who charged a modest amount for his part-time duties to manage exploration activities. In October 2008 a second individual was hired to manage business development. Exploration activity concentrated on the Paris Hills property and the Gibellini property.

Fiscal year ended February 29, 2010: The collapse of the equity markets during the fall of 2008 and extending into the spring and summer of 2009 made it difficult for the Company to arrange equity funding for its planned activities for the fiscal period ending February 28, 2010. The Company completed a small private placement for $613,700 in March 2009, which covered essential costs but it was necessary to significantly cut back on exploration and administrative expenditures. In November 2009, the Company completed the sale of its Paris Hill phosphate

property in exchange for $1,000,000 cash and 6 million shares of Stonegate Agricom Ltd. In February 2010, the Company completed a second private placement for $360,000.

Results of Operations including Fourth Quarter Results

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

	Three Months Ended February 28,		Year Ended February 28,	
	2010	2009	2010	2009
Exploration expenditures	$ 8,380	$ 306,832	$ 75,808	$ 1,300,610
General expenses:				
Consulting	1,393	733	1,393	33,756
Investor relations and shareholder information	941	5,989	4,618	70,658
Office facilities and administrative services	25,604	19,170	80,257	66,300
Professional fees	36,520	30,235	66,316	95,365
Salaries and benefits	9,138	114,019	169,115	424,615
Stock-based compensation	252,767	40,713	263,298	164,858
Transfer agent, listing and filing fees	5,932	7,060	19,101	24,409
Travel	1,471	5,917	16,839	91,202
Other	3,540	21,097	34,909	69,141
	337,306	244,933	655,846	1,040,304
Loss before other items	(345,686)	(551,765)	(731,654)	(2,340,914)
Interest income	12	540	290	24,088
Foreign exchange	10,572	(2,505)	4,139	87,215
Gain (loss) on disposal of mineral property	-		3,698,631	(64,467)
Loss on disposal of equipment	403		(20,124)	-
Income (loss) before income taxes	(334,699)	(553,730)	2,951,282	(2,294,078)
Current income taxes	(86,117)	-	(521,117)	-
Income (loss) for the period	$ (420,816)	$ (553,730)	$ 2,430,165	$ (2,294,078)

The Company recorded net income for the year ended February 28, 2010 of $2,430,165 compared to a loss of $2,294,078 for the year ended February 28, 2009. The reason for this large shift in results was largely due to the $3,698,631 gain recorded on the sale of the Paris Hill mineral property in November 2009. Also, a shortage of cash in the earlier part of the year caused the Company to drastically cut back on exploration expenditures (year to year reduction of $1,224,802) and administrative costs for the 2010 fiscal year. The Reno office was closed in

September 2009 and various employees were either laid off or left the Company for other employment opportunities (salary expense dropped by $255,500).

Fourth Quarter Results: There was a significant decrease in cash based expenditures for the three months ended February 28, 2010 compared with the prior year. The Company recorded a loss of $420,816 for the three months ended February 28, 2010 compared with a loss of $553,730 for the same period in 2009. The major items were lower exploration expenditures and lower salary costs. Stock-based compensation costs, a non-cash expense, were up and related to stock options granted in January 2010 to the new president and other officers, directors and employees. The income tax amount is an adjustment to the provision recorded in the third quarter and relates to the gain on sale of the Paris Hills property.

Financial Condition, Liquidity and Capital Resources

As at February 28, 2010, the Company's working capital was $3,515,200 (including cash of $1,076,988) compared to working capital of $28,169 as at February 28, 2009. The improvement in working capital is attributable to the proceeds received from the sale of the Paris Hills property in November 2009.

On April 3, 2009 the Company completed a private placement of 2,045,666 units at $0.30 per share for total gross proceeds of $613,700. However, this amount was insufficient to meet the Company's financial requirements and it was necessary to reduce spending significantly and it was also necessary to make arrangements with certain property owners to defer option payments. In the fall of 2009, the decision was made to sell the Paris Hill phosphate prospect to an interested group with the intention of using the proceeds to help the Company survive and to concentrate on advancing work on the Gibellini property. In February 2010 a second private placement was completed for total gross proceeds of $360,000.

The Company has sufficient cash resources to cover administrative costs and property option payments for the coming year. However Rocky Mountain will require additional funds to cover exploration, development and a proposed feasibility study on the Gibellini property. Possible funding sources include exercise of warrants and stock options, sale of Stonegate shares and equity financing.

As of the date of this MD&A, there are 3,045,665 outstanding warrants, exercisable into common shares at $0.40, which are currently "in the money". If all these warrants were to be exercised, this would provide the Company with approximately $1,218,000. Approximately 60% of these warrants expire on October 3, 2010 and the balance expire on August 26, 2011. In addition, there are currently 1,490,000 stock options outstanding of which 950,000 are currently vested and "in the money". If all these options were exercised, this would provide the Company with $333,750. While it is likely that some of these warrants and options will be exercised, it is not possible to predict the extent or the timing of any exercise.

As at February 28, 2009, the Company held 6 million shares of Stonegate Agricom Ltd. Stonegate completed its initial public offering and listed on the Toronto Stock Exchange in April 2010. Since initial listing, the shares of Stonegate have traded as high as $1.14, as low as $0.61

and at the close of business on June 3, 2009, traded at $0.65. Rocky Mountain is in the process of selling a portion of this share position to raise working capital.

Depending on market conditions, the Company may also seek equity financing. Although the Company has been successful with its equity financings in the past, there is no assurance that future financings will be successful.

Summary of Quarterly Results:

	Mineral Exploration ($)	General Expenses ($)	Stock-based Compensation ($)	Interest Income ($)	Net (Income) Loss ($)	Basic & Diluted (Income) Loss Per Share ($)
Q4 – February 28, 2010	8,380	84,539	252,767	(12)	420,816	0.03
Q3 – November 30, 2009	6,013	43,982	(42,464)	(9)	(3,677,337)	(0.19)
Q2 – August 31, 2009	29,686	107,918	29,238	(136)	168,701	0.01
Q1 – May 31, 2009	31,729	155,301	23,757	(133)	222,655	0.01
Q4 – February 28, 2009	306,832	204,148	40,713	(540)	553,730	0.04
Q3 – November 28, 2008	478,718	264,491	60,122	(3,154)	767,946	0.05
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

Explanatory Notes:

1. The Company earns interest income on funds on deposit but has no operating revenue. Interest income is dependent upon the amount of funds on deposit and interest rates paid. Interest income continues to drop due to consumption of funds and declining interest rates.

2. 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. During Q3 – November 30, 2008, the Company hired a part-time VP – Business Development and as a result, salary costs increased by US$8,333 per month. This position was eliminated during Q1 – May 31, 2009 as part of a number of cost saving measures. Cost savings measures continued throughout fiscal 2010.

3. The Company reduced mineral exploration expenses commencing Q1 – May 31, 2009 and for the succeeding quarters to preserve cash resources.

4. Stock-based compensation costs are a non-cash expense and represent an estimate of the fair value of stock options granted. The recovery of stock-based compensation costs in Q3 – November 30, 2009 is due to termination of unvested stock options held by the former president of the Company.

5. In November 2009, the Company sold its interest in the Paris Hills Phosphate/Vanadium Property, located in Bear Lake County in Idaho, USA for gross cash consideration of $1,000,000 and 6,000,000 shares of Stonegate Agricom Ltd. valued at $0.50 per share, resulting in a gain of $3,698,631.

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 $48,000 ($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.

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 POLICIES

The Company adopted the new standards announced by the Canadian Institute of Chartered Accountants (CICA):

Goodwill and Intangible Assets

The CICA issued Handbook Section 3064, "Goodwill and Intangible Assets", which will replace Section 3062, "Goodwill and Other Intangible Assets". The new standard establishes revised standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The new standard also provides guidance for the treatment of pre-production and start-up costs and requires that these costs be expensed as incurred. The new standard was adopted effective March 1, 2009. The application of this standard had no effect on the Company's financial statements.

Amendments to Financial Instruments – Disclosures

During 2009, CICA Section 3862, Financial Instruments – Disclosures, was amended to require disclosures about the inputs to fair value measurements, including their classification within a hierarchy that prioritizes the inputs to fair value measurement. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The application of this standard had no effect on the Company's financial position and results from operations other than enhanced disclosure in the consolidated financial statements.

Future Accounting Pronouncements

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. Should the Company engage in a future business combination, it would consider early adiption to coincide with the adoption of International Financial Reporting Standards.

International Financial Reporting Standards ("IFRS")

In 2006, the Canadian Accounting Standards Board (AcSB) published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian generally accepted accounting principles (GAAP) with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011.

While IFRS uses a conceptual framework similar to Canadian GAAP, there are significant differences in recognition, measurement and disclosures. The Company's accounting staff has attended several training courses on the adoption and implementation of IFRS. Additionally, the Company, with the assistance of an independent consultant, is currently performing a review of major differences between Canadian GAAP and IFRS. The Company will implement a comprehensive IFRS conversion plan, which takes into account matters such as changes in

accounting policies, restatement of comparative periods, organizational and internal controls and any required changes to business processes.

The Company's conversion plan involves the following phases: 1 – scoping and planning, 2 – detailed assessment, 3 – implementation, and 4 – post-implementation.

Scoping and Planning

In the scoping and planning phase, the Company has commenced its review of accounting policies and the changes that may be required on conversion to IFRS. The following discussion highlights some of the initial findings of this exercise:

IFRS 1, "First Time Adoption of International Financial Reporting Standards", provides entities adopting IFRS for the first time with a number of optional exemptions and mandatory exceptions in certain areas, relating to the general requirement for full retrospective application of IFRS. The various accounting policy choices available are being assessed and those determined to be most appropriate will be implemented.

The Company has also identified, in broad terms, certain key areas of financial reporting which may be significantly affected by the adoption of IFRS. These initial findings are discussed in the table below:

Standards	Difference from Canadian GAAP	Potential Impact
Presentation and disclosure	IFRS requires significantly more disclosure than Canadian GAAP for certain standards.	The increased disclosure requirements will cause the Company to change financial reporting processes to ensure the appropriate data is collected.
Stock-based compensation	Under Canadian GAAP, vesting of employee stock options can be recognized on a straight-line basis whereas IFRS requires that each tranche of stock option vesting is treated as having a separate fair value.	The amount of the expense recognized under IFRS may be different to that under Canadian GAAP and is recognized more upfront.
Impairment of long-lived assets	IFRS requires the assessment of asset impairment to be based on discounted cash flows while Canadian GAAP only requires discounting if the carrying value of the assets exceeds the undiscounted cash flows. IFRS also requires the reversal of any previous asset impairment, excluding goodwill, where circumstances have changed. GAAP prohibits the reversal of impairment losses.	The differences in methodology may result in asset impairments upon transition to IFRS. The potential for asset impairments may increase in the future.

It should be note that at this time, the full impact of the transition of IFRS cannot be reasonably estimated. It is anticipated that there will not be a significant impact on the Company's internal and disclosure control processes with the adoption of IFRS.

Detailed Assessment

Phase 2, the detailed assessment phase, will involve further technical analysis of the potential impacts, quantification of alternatives where there are accounting policy choices, detailed analysis, and conclusions regarding IFRS 1 ("First Time Adoption of IFRS") exemptions and exceptions available to the Company.

Implementation

In Phase 3, the implementation phase, the Company will apply management's accounting choices under IFRS, prepare reconciliations, calculate the opening balance sheet at the transition date of March 1, 2010, develop disclosure requirements and develop sample financial statements.

Post-Implementation

Finally, in Phase 4, the post implementation phase, the Company will continuously monitor changes in IFRS and update its accounting policies and internal and disclosure controls as required.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Outstanding Share Data

The following securities are outstanding at June 4, 2010:

Common shares issued and outstanding	18,138,815
Shares issuable on the exercise of outstanding stock options	1,490,000
Shares issuable on the exercise of share purchase warrants	3,045,665

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.