AMERICAN VANADIUM CORP.
(formerly Rocky Mountain Resources Corp.)
MANAGEMENT'S DISCUSSION AND ANALYSIS
NOVEMBER 30, 2010

Background

This discussion and analysis of financial position and results of operation for American Vanadium Corp. (the "Company" or "American Vanadium") is prepared as at January 21, 2011 and should be read in conjunction with the unaudited consolidated financial statements and the notes thereto for the nine months ended November 30, 2010 and in conjunction with the Company's audited consolidated financial statements and the notes thereto for the year ended February 28, 2010 where necessary. 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 junior mining company whose main focus is the development of its Gibellini Project, located in Eureka County, Nevada. The Company's head office is located in Vancouver, Canada. On December 24, 2010, the Company changed its name to American Vanadium Corp. The Company's shares are listed on the TSX Venture Exchange ("TSX-V") under the symbol "AVC".

Gibellini Project, Eureka County, Nevada

In June, 2010, the Company initiated a bulk sampling program, comprised of the collection of samples from both oxide, and transition vanadium zones from four different trenches on the project, and a diamond drill program which was two-phased. In July, 2010, the Company completed the first phase of diamond drilling which obtained samples from 500 feet of core from each metallurgical types across six holes for a comprehensive metallurgical testing program. The second phase of diamond drilling, completed in August, 2010, obtained geotechnical data that will provide information for design of the open pit, waste dump and access road designs.

The samples from the trenching and drilling programs are being used in a metallurgical testing program that is building on historical metallurgical data and the AMEC Scoping Study to optimize

the leaching process. This program will optimize sulfuric acid leach recovery/consumption, develop a custom bottle roll procedure and further improve recovery of vanadium extraction at the Gibellini Hill deposit. Column tests are being performed to test composite samples taken from the new trenches. The metallurgical program will directly support the feasibility study by further verifying ore body data, optimizing the vanadium pentoxide production process, and determining the degree of crushing required.

On September 9, 2010, the Company announced that it initiated a Feasibility Study of its Gibellini Project. AMEC of Sparks, Nevada has been engaged by the Company to complete the study. The Feasibility Study will build on the positive Scoping Study and Preliminary Economic Assessment prepared for the Company by AMEC in 2008. The unique disseminated, sedimentary deposit at Gibellini Hill allows for simple, sulfuric acid heap leach processing that present an opportunity for the development of one of the lowest cost primary vanadium operations in the world. The Scoping Study proposed an open pit operation with a strip ratio of 0.2 (1 waste: 5 ore). The deposit consists of a NI 43-101 Compliant Resource (NI 43-101 Technical Report, Gibellini Vanadium Project, Nevada, USA by Hanson, Wakefield, Orbock, and Rust, October 8, 2008) of 18 million tons Indicated at a grade of 0.339% vanadium pentoxide and an additional 2.8 million tons Inferred grading 0.282% vanadium pentoxide.

In the period from September 1, 2010 to December 31, 2010, the Company completed a number of projects aimed at collecting information to be used for the Feasibility Study:

- reverse circulation drilling campaign aimed at twinning historic drilling to provide further information for the ore resource/reserve estimation
- reverse circulation drilling for pit limit definition
- reverse circulation condemnation drilling
- a geotechnical program to collect data for the design of waste rock dumps, access roads, the open pit and the leach pad

Enviroscientists, Inc. of Reno, Nevada has collected, or is collecting, the data for the environmental permitting process. This includes field studies and laboratory work for cultural, biological, spring/riparian and waste rock characterization.

On September 29, 2010 the Company announced the acquisition of the Del Rio Property, a new vanadium project located approximately eight miles south of the Gibellini Project. The Company discovered the extensive, vanadium-bearing shale exposure and now holds 100% ownership in the property with no royalty burden by staking 120 unpatented lode claims (2,400 acres) on BLM administered lands. The work program to the end of 2010 at the Del Rio Property is to complete geologic mapping and conduct geologic sampling on the four square mile claim block to delineate all surface exposures of vanadium and geologic controls in preparation for trenching and drilling for enriched zones at depth.

The vanadium bearing shale exposed at surface on the Del Rio Property is mineralized over 1800 feet (550m) of strike and 1200 feet (360 m) of width. Five trenches were sampled in this target area. All zones were oxidized suggesting this target has potential for an enriched transition zone at depth.

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.

Results of Operations

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

	Three Months Ended November 30		Nine Months Ended November 30	
	2010	2009	2010	2009
Exploration expenditures	$858,870	$6,013	$1,464,842	$67,428
General expenses:				
Depreciation	1,849	1,496	5,130	11,721
Investor relations	46,585	-	119,554	750
Consulting	36,006	-	39,322	-
Office facilities and administrative services	26,996	15,550	76,900	54,653
Professional fees	14,470	14,465	42,189	29,796
Salaries and benefits	53,814	488	126,690	159,977
Stock-based compensation	41,418	(42,464)	103,986	10,531
Transfer agent, listing and filing fees	1,962	1,644	12,079	13,169
Travel	30,494	2,456	70,566	15,368
Other	23,239	7,883	44,589	21,767
	276,833	1,518	641,005	317,732
Loss before other items	(1,135,703)	(7,531)	(2,105,847)	(385,160)
Other items:				
Interest income	2,580	9	3,875	278
Foreign exchange (gain) loss	(65,624)	2,762	(23,156)	(6,433)
Property review costs	-	(106)	-	(806)
Gain on sale of short-term investments	-	-	888,009	-
Loss on sale of equipment	-	(16,427)	-	(20,528)
Gain on sale of mineral properties	-	3,698,630	-	3,698,630
Income (loss) for the period	$ (1,198,747)	$ 3,677,337	$(1,237,119)	$ 3,285,981
Basic and diluted income (loss) per share	$ (0.06)	$0.19	$ (0.07)	$0.17

The Company incurred losses of $1,198,747 and $1,237,119 for the three months and nine months ended November 30, 2010 respectively; compared to income of $3,677,337 and $3,285,981 for the comparable periods of the prior year.

During the prior year the Company was short of working capital and it was necessary for the directors to advance funds to permit the Company to continue operations. Exploration activity was cut back

drastically and all discretionary corporate costs were cut back as well. Ultimately the Reno office was closed, staff were laid off and the previous president left the Company to pursue other work.

In November 2009, the Company sold its interest in the Paris Hills mineral property to Stonegate Agricom Ltd ("Stonegate") for $1,000,000 cash and 6 million shares of Stonegate. Proceeds from this sale were used to finance the expansion of activities in the current year. In the second quarter of the current year, American Vanadium sold all of its shares of Stonegate and recorded a gain on sale of $888,009. Year to date spending on exploration activities has increased significantly, rising from $67,428 for the nine months ended November 30, 2009 to $1,464,872 for the current year, as the Company concentrates on developing its Gibellini property. Due to the increase in corporate activity, administrative spending has increased as well, notably in the areas of investor relations and travel.

Financial Position, including Cash Flows, Liquidity and Capital Resources

During the nine months ended November 30, 2010 American Vanadium sold its shares of Stonegate for cash proceeds of $3,888,009 and also received $790,267 from the exercise of warrants which were scheduled to expire on October 3, 2010. Major expenditures were for: exploration activity and feasibility studies, primarily for the Gibellini property ($1,464,842); income taxes arising from the gain on sale of the Paris Hills mineral property ($499,938); and general administrative costs ($531,889).

At November 30, 2010,the Company had working capital of $2,968,363 compared with working capital of $3,515,200 at February 28, 2010. Cash at the end of the current quarter was $3,136,748.

American Vanadium plans to use its existing working capital to fund corporate activities and to cover option payments and exploration, development and feasibility study costs on the Gibellini property. Funding requirements for the 12 months to the end of November 2011 for corporate and administrative costs, option payments and exploration, development and feasibility study costs on the Gibellini property are expected to be approximately $5,000,000. Depending on feasibility study results, these funding requirements might have to be revised.

As of the date of this MD&A, the following were "in the money": 1,166,666 warrants, exercisable into common shares at $0.40 and a total of 1,772,500 stock options exercisable into common shares at prices ranging from $0.35 to $1.30. If all these warrants and stock options were exercised, this would provide the Company with approximately $1,536,000. While it is likely that some of these warrants and options will be exercised, it is not possible to predict the extent or timing of any such exercise.

Based on the above projections, the Company anticipates it will require additional equity financing within the next 12 months. On January 20, 2011 the Company announced a $4.5 million private placement consisting of 3,335,000 units at a price of $1.35 per unit (the "Offering"). Each unit will consist of one common share and one-half non-transferrable common share purchase warrant. Each whole warrant will entitle the holder to purchase one common share at a price of CDN$1.95 per common share for a period of 18 months from the date of issuance. In addition, the Company will grant the Agents an over-allotment option, exercisable at any time up to 48 hours prior to the closing of the Offering, to purchase from the Company up to an additional 15% of the units issued through the Offering, at the same price as is applicable to the Offering. The securities issued under the Offering will be subject to a four-month hold period from the date of issuance. This financing is still subject to due diligence reviews and regulatory approvals. Although the Company has been

successful with its equity financings in the past, there is no assurance that this financing or future financings will be successful. Additional information about this financing may be found in the Company's January 20, 2011 news release which is available on SEDAR at www.sedar.com.

Summary of Quarterly Results:

	Mineral Exploration ($)	General Expenses ($)	Stock-based Compensation ($)	Interest Income ($)	Net (Income) Loss ($)	Basic & Diluted (Income) Loss Per Share ($)
Q3 – November 30, 2010	858,870	235,415	41,418	(2,580)	1,198,747	0.06
Q2 – August 31, 2010	518,620	185,958	32,119	(1,288)	827,129	0.05
Q1 – May 31, 2010	87,352	115,646	30,449	(7)	(788,757)	(0.04)
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

Explanatory Notes:

1. During Q1 – May 31, 2008, the Company hired a full-time president and commenced paying US$12,500 per month plus benefits. 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. Following the resignation of the former President in September 2009, this position was without compensation until January 2010 when Mr. Radvak, the new President was hired.

2. The Company reduced mineral exploration expenditures commencing Q1 – May 31, 2009 and kept these costs low for the following three quarters to preserve cash resources. Spending activity recommenced during Q1 – May 31, 2010 and escalated in subsequent quarters as the Company began feasibility study work on the Gibellini property.

3. 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 was due to termination of unvested stock options held by the former president of the Company.

4. 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. The Company recorded a $1,020,000 unrealized gain in value of these shares as at May 31, 2010 which was the major contributor to the earnings recorded in Q1 – May 31, 2010. These shares were sold during Q2-August 31, 2010 for an actual realized gain of $888,009.

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 $36,000 ($4,000 per month) for accounting and various administrative office services provided. 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.

New 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. The Company is currently evaluating these sections but does not anticipate that adoption will have any impact on results.

Transition to International financial reporting standards ("IFRS")

In February 2008, the Accounting Standards Board of the CICA confirmed that International Financial Reporting Standards ("IFRS") will replace Canadian GAAP for publicly accountable enterprises for the fiscal years beginning on or after January 1, 2011. As a result, the conversion from Canadian GAAP to IFRS will be applicable to the Company's reporting for the first quarter of fiscal 2011. The Company's transition date to IFRS is March 1, 2010, and all comparative information relating to subsequent dates will be prepared in accordance with IFRS.

The Company has developed an IFRS transition plan to ensure that its financial statements will comply with IFRS, and to assess the impact of IFRS on its internal controls and financial reporting systems. The transition plan incorporates two broad stages: assessing the impact of IFRS on

accounting policies and financial reporting, and assessing the impact on the Company's business processes.

1. Impact of IFRS on accounting policies and financial reporting

The adoption of IFRS could result in changes to the Company's accounting policies that are applied in the recognition, measurement and disclosure of balances and transactions in its financial statements. Throughout 2010, management has evaluated potential differences between Canadian GAAP and IFRS that could impact the Company's accounting policies and/or financial reporting.

While not a complete list of potential differences between Canadian GAAP and IFRS, management considers the following areas to be of most significance to the Company:

i) Exploration and evaluation expenditures

IFRS currently allows an entity to retain its existing accounting policies related to the exploration for and evaluation of mineral properties, subject to some restrictions. The Company expects to retain its current policy of expensing exploration and evaluation expenditures as incurred. Therefore the Company does not expect that the adoption of IFRS will result in any significant change to the related line items within the consolidated financial statements.

ii) Impairment of (non-financial) assets

If indicators of impairment of a tangible non-financial asset have been identified, IFRS requires an impairment loss to be recorded for any excess of the carrying value of the assets over the higher of its fair market value and its value in use. Value in use is determined using discounted estimated future cash flows. For certain intangible assets (e.g. capitalized property acquisition costs) the Company must compare, annually, carrying values to fair market values and values in use to determine whether any impairment is required, regardless of whether any indicators of impairment exist.

Under IFRS, the assessment of impairment for tangible and intangible non-financial assets should be done for each individual asset; if it is not practicable to perform this assessment for individual assets, then the assessment is performed for a group of assets within the smallest cash-generating unit identified.

Current Canadian GAAP requires a write-down of a non-financial asset to the fair value only if indicators of impairment exist and the undiscounted estimated future cash flows of a group of assets are less than its carrying value.

The Company's accounting policies related to impairment of assets will be changed to reflect these differences. The Company, however, does not expect this change will have an immediate impact to the carrying value of its assets. The Company will perform impairment assessments as at the Transition Date in accordance with IFRS.

iii) Stock-based compensation

The fair value measurement of stock-based compensation under IFRS is similar Canadian GAAP. However, for stock options that vest over a period of time, the recognition of the related stock-based compensation expense over the vesting period is different under IFRS than Canadian GAAP.

Management expects that a greater portion of the overall fair value of stock-based compensation will have been recorded under IFRS than was previously recorded under Canadian GAAP. Consequently, the deficit as at the IFRS transition date will be higher under IFRS than under Canadian GAAP.

iv) Income taxes

In certain circumstances, IFRS contains different requirements related to recognition and measurement of future (deferred) income taxes. The Company does not expect any changes to its accounting policies related to income taxes that would result in a significant change to line items within its financial statements.

v) Use of estimates

Changes to estimates used for Canadian GAAP reporting are not permitted when determining the measurement and recognition of accounts and transactions under IFRS. Accordingly, estimates used in the preparation of the Company's opening IFRS statement of financial position as at the Transition Date will be consistent with those made under current Canadian GAAP. If necessary, estimates will be adjusted to reflect any difference in accounting policy.

2. Impact of IFRS on the Company's business processes

As part of its analysis of potential changes to significant accounting policies, management has assessed whether changes may be required to its accounting systems and business processes. Management believes that the accounting policy and financial reporting changes identified to date will not impact the Company's systems, processes or internal controls.

Management has also assessed whether the adoption of IFRS will impact any contractual arrangements or relationships with external stakeholders. To date, no impacts on contractual arrangements or stakeholder relations arising from IFRS adoption have been identified.

The Company's personnel involved in the preparation of financial statements are being trained on the relevant aspects of IFRS and the anticipated changes to accounting policies. Employees of the Company that will be affected by a change to business processes as a result of the conversion to IFRS will also be trained as necessary. The Board of Directors and Audit Committee have been regularly updated on the progress of the IFRS conversion plan, and made aware of the evaluation to date of the key aspects of IFRS affecting the Company.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Outstanding Share Data

The following securities are outstanding at January 21, 2011:

Common shares issued and outstanding	20,182,814
Shares issuable on the exercise of outstanding stock options	1,772,500
Shares issuable on the exercise of share purchase warrants	1,166,666

Risks and Uncertainties

Exploration and development of mineral properties involves a high degree of risk and the successful achievement of a profitable operation cannot be assured. Costs of evaluating an ore body are substantial, and may take several years to complete. 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.

The ability of the Company to meet option payments on its mineral properties is dependent upon there being sufficient financial resources. 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.