RAMBLER
METALS & MINING PLC

Management's Discussion & Analysis ('MD&A')

For the Quarter Ended 31 January 2013

This MD&A, including appendices, is intended to help the reader understand Rambler Metals and Mining plc ('the parent company') and its subsidiaries (the 'Group' or 'Rambler'), our operations and our present business environment. It has been prepared as of 27 March 2013 and covers the results of operations for the quarter ended 31 January 2013. This discussion should be read in conjunction with the audited Financial Statements for the year ended 31 July 2012 and notes thereto. This consolidated financial information has been prepared in accordance with International *Financial Reporting Standards ("IFRS") and their interpretations issued by the International Accounting Standards Board ("IASB"), as adopted by the European Union and with IFRS and their interpretations issued by the IASB. The presentation currency is Canadian dollars. These statements together with the following MD&A are intended to provide investors with a reasonable basis for assessing the potential future performance.*

Rambler Metals and Mining plc
Salatin House
19 Cedar Road
Sutton
Surrey
SM2 5DA

CONTENTS

GROUP OVERVIEW

The principal activity of the Group is the development, mining and exploration of the Ming Copper-Gold Mine (‘Ming Mine’) located on Newfoundland and Labrador’s Baie Verte Peninsula. See Appendix 1. On 29 October 2012 the Group announced a significant milestone with the Ming Mine reaching commercial production being 85% of designed production for a period of 60 continuous days with 1 November 2012 as the official start of commercial production. During the second quarter of the 2013 fiscal year, the first quarter as a commercial producer, the Group reported revenue of $11.4 million from the sale of 5,353 wet metric tonnes (‘wmt’) of copper concentrate containing 1,285 tonnes of accountable copper metal and 878 ounces of accountable gold, generated cash from operations of $5 million and net profit of $2 million.

The parent Company’s Ordinary Shares trade on the London AIM market under the symbol “RMM”, the TSX Venture Exchange under the symbol “RAB”.

The Group has established the following four strategic goals:

1. Continue as a profitable copper and gold producer by maximizing the use of the Nugget Pond processing facility.
2. Increase available resources and reserves through further exploration both within the Ming mine and current land holdings.
3. Continue to investigate, through various optimization studies, development of the Lower Footwall Zone creating organic growth.
4. Selectively pursue growth opportunities within Atlantic Canada including joint ventures, acquisitions, strategic alliances and equity positions.

The Group’s directors and management believe that focussing on these priorities will instil a solid foundation for Rambler, while providing the best opportunity to build a successful and long term mining company.

HIGHLIGHTS OF THE SECOND QUARTER

The second quarter ("three months ended 31 January 2013", "Q2/13", "Q2'13") was a significant period for the Group, being the first quarter following the official declaration of commercial production on 1 November 2012.

Highlights of the second quarter of the 2013 fiscal year included:

Capital Development and Production

- ➔ Produced a total of 4,350 wmt (Q1'13 – 4,955 wmt) of concentrate for a total of 11,579 wmt since the start of copper production in May 2012. Concentrate produced during the second quarter averaged 28% copper with 7 g/t gold and 51 g/t silver (Q1'13: 27% copper with 6 g/t gold and 49 g/t silver) with milling recoveries for copper and gold averaging 88% and 62% respectively (Q1'13: 90% and 65% respectively). Copper recoveries averaged 85% in November however improved to 91% over December and January 2013 more in line with anticipated recoveries.

- ➔ Experienced an unplanned 6-day shutdown in January when an electrical component failed in the motor control centre that was part of the original gold hydromet mill built in 1996. The Company was able to procure a replacement part and now has a critical spare in inventory to avoid any similar downtime in the future.

- ➔ During the second quarter daily tonnage through the mill decreased from 632 wmt in November to 597 wmt in December and 561 wmt in January. This decrease was primarily due to an increase in fine grained material as more of the higher grade 1807 zone was fed to the mill. With the advent of winter and below zero degree temperatures the fines have a tendency to freeze in the coarse ore bin in turn slowing concentrate production at Nugget Pond. As a short term solution the Group has installed an air canon inside the course ore bin and vibrators on the outside of the bin to ensure a steady flow of material through the system. The temporary fix has increased production back to the planned 630 wmt per day however further modifications may be required. The problem was not seen last winter as the 1806 zone had a different mineralogy with coarser grained material. In the longer term the coarse ore bin which was part of the original gold hydromet built in 1996, may have to be further modified. Management is considering various options.

HIGHLIGHTS OF THE SECOND QUARTER (Continued)

Capital development and production (continued)

- ➔ Development into the high grade 1807 copper zone continued with ore being stockpiled as development progressed. With the majority of tonnes for the 2013 fiscal year coming from this zone, ore access on multiple levels was the main focus for underground development crews.

- ➔ In September (Q1/13) the Company took a 10-day shutdown in the mill to install additional pumps and piping that would allow the pumping of concentrator tailings to the gold hydromet plant. The intention was to determine if additional gold could be recovered through the gold hydromet prior to disposal into the tailings impound. The pilot test was initiated on 21 November 2012 and was concluded on 25 January 2013. Final clean out of the refinery is yet to be completed however initial results for overall gold recovery are in line with previous lab testing which showed a gold recovery of 85%. With gold in the feed grade anticipated to increase throughout the remainder of the fiscal year this process will be reinitiated at a later date.

- ➔ Shipped first copper concentrate, totalling approximately 8,873 wmt via the Group's port facility at Goodyear's Cove, Newfoundland and Labrador. Subsequently, on 23 February 2013, at the request of the Group's off-taker partner, shipped a further 3,150 wmt.

Financing

- ➔ During the second quarter a repayment of US$390,027(project to date US$8,624,569) was made on the Group's gold loan from the delivery of 234 ounces (project to date 5,222 ounces) of gold representing the payable portion of gold contained within the concentrate provisionally invoiced to Transamine.

- ➔ Initiated payback of the Group's $7.5 million credit facility with a $500,000 payment on 30 November 2012. Subsequent to the quarter end, the Group agreed terms for the extension of its $10 million credit facility to 31 March 2014. Under the amendment agreement the Group will pay Sprott, in shares, a 4% extension fee. Interest will continue to accrue at 9.25% and any drawdown on the facility will be subject to the 4% drawdown fee as per the original agreement. $3.0 million has been made available under the amended credit facility and is available until 30 September 2013.

HIGHLIGHTS OF THE SECOND QUARTER (Continued)

Exploration and evaluation

- ➔ Development into the gold zone through the 107 level was put on hold to focus development attention towards completing the new 1807 ramp access down to the 481 level. Breakthrough will be completed in February whereupon exploration will continue.

- ➔ In January an up-dip extension of the 1807 zone, above the current mining reserve, was discovered. The Company is evaluating the potential of new economically viable stoping blocks further up-plunge. The 1807 zone remains unexplored down-plunge and has new access planned during Q3'13. The 1807 Zone is the highest grade copper zone currently in the mine with the next 12 months of production exclusively from this area.

Staffing

- ➔ At the end of the second quarter a total of 143 full time employees were employed at the Ming Mine compared to 135 full time employees at 31 October 2012.

- ➔ Announced the appointment of Mr. Robert McGuire, P.Eng., as the Group's new General Manager at the Ming Copper-Gold Mine. Mr. McGuire has over 35 years' experience in underground mining with a diverse background in supervisory and managerial positions. Mr. Tim Sanford, P.Eng., the Group's previous General Manager was promoted to Vice President Technical Services, a new executive position that will oversee the preparation of Rambler's expansion plans of the Ming Mine and external growth opportunities.

FINANCIAL RESULTS

Revenue

- ➔ A total of 5,353 wmt of concentrate were provisionally invoiced during the period at an average price of $3.55 per pound copper, $1,688 gold per ounce gold and $31.86 per ounce silver, generating $11.7 million in revenue before final assay and weights were agreed.

- ➔ Revenue associated with the sale of copper concentrate is recognised when significant risks and rewards of ownership of the asset sold are transferred to the Group's off-taker, which is when the group receives provisional payment for each lot of concentrate invoiced. Where a provisional invoice is not raised, risks and rewards of ownership transfer when the concentrate passes over the rail of the shipping vessel. Adjustments arising due to differences in assays, from the time of provisional invoicing to the time of final settlement, are adjusted to revenue. Adjustments arising due to differences in commodity prices, from the time of provisional invoicing to the time of final settlement, are adjusted to Gain or loss on Derivative Financial Assets.

- ➔ During the quarter the Group agreed final weights and assays on the first concentrate shipment with its off-take partner resulting in a $333,155 reduction in revenue bringing net revenue for the period to $11.4 million. Following the shipment of concentrate in November 2012, and in-line with a provision in the off-take agreement, the Group fixed a portion of its copper, gold and silver content resulting in a realized gain on derivative financial assets of $492,914 being the difference in the commodity prices at time of provisional invoicing, and actual commodity prices realized on the fixed portion of the shipment. The following summarizes provisional commodity prices versus actual commodity prices realized on price fixing:

	Average provisional commodity price	Actual commodity price fixed
Copper - $/lb	$3.52	$3.62
Gold - $/oz	$1,685	$1,709
Silver - $oz	$31	$33

- ➔ Revenue realized in Q1/13 during the testing and commissioning of the Ming Mine was credited against the mineral property asset.

FINANCIAL RESULTS (continued)

➔ **Profit**

The net profit for Q2/13 was $1,958,000 or $0.014 per share which compares with a loss of $1,039,000 or $0.008 per share for Q2/12. The increase in net profit during Q2/13 arose from the declaration of commercial production on 1 November 2012 resulting in revenue and operating expenditures being report on the unaudited consolidated income statement. Prior to 1 November 2012 revenue and operating expenditures were credited to the Mineral Property asset. Earnings before interest, taxes, depreciation, amortisation ("EBITDA") were $3,684,000 and $2,944,000 for the three and six months ended 31 January 2013.

➔ **Cash flow and cash resources**

Cash flows generated from operating activities for Q2/13 were $4,978,000 compared with cash utilized of $1,157,000 in Q1/13 and cash utilized of $530,000 in Q2/12. The generation of cash from operations reflects the commencement of commercial production and a change in accounts receivable, inventory and account payable balances.

Cash resources (including short-term investments) as at 31 January 2013 were $7.3 million and as of 27 March 2013 had decreased to $5.0 million. Operating cash flows are anticipated to continue to build throughout the balance of the fiscal year in line with the move to commercial production at the beginning of Q2/13.

HEALTH AND SAFETY

➔ The Group completed the period with no lost time accidents and 4 medical aid injuries. The lost time accident frequency rate and medical aid frequency rate for the period and fiscal year to date was 0 and 6.3 respectively.

➔ The Health and Safety of the Group's employees continues to be a high priority with prevention and hazard recognition being key components of the Group's strategy.

OUTLOOK

Management continue to pursue the following objectives:

- ➔ Continue mining and milling the exposed 1807 workplaces for the generation of copper concentrate revenue from the Ming Mine. Place additional development focus into preparing this high grade zone for further exploration both up-dip and down-dip for inclusion in future resource and reserve estimates.
- ➔ Focus immediate exploration on the down-dip extension of the 1806 zone over the next quarter.
- ➔ Develop the main 1807 zone ramp down-plunge to access stoping blocks at depth and to eventually allow down-plunge exploration drilling of the 1807 zone.
- ➔ Optimize the mining and processing of ores from the Ming Mine in addition to continuing to evaluate Optimization Opportunities for a possible future expansion into the Lower Footwall Zone.
- ➔ Become a strategic long term low-cost producer on the Baie Verte Peninsula, and throughout Atlantic Canada, by selectively pursuing growth opportunities including joint ventures and acquisitions, including the Group's investment in Maritime Resources Corp.
- ➔ Increase exposure and liquidity on the Toronto Venture Exchange through an increased marketing and investor relations campaign in North America.

See 'Forward Looking Information' for a description of the factors that may cause actual results to differ from forecast.

CAPITAL PROJECTS UPDATE

During the second quarter the Group incurred expenditures of $2,145,000 on Mineral Property and $586,000 on property, plant and equipment. Prior to the mine being considered substantially complete and ready for its intended use, all direct operating costs, including costs associated with stockpile ores and concentrate, were capitalized within the Mineral Property asset and offset by revenue generated from on-going production. Following the declaration of commercial production on 1 November 2012 revenue and direct operating costs incurred at the Ming Mine are charge directly to the Group's Income Statement. Costs associated with stockpile ores and concentrate are charged to Inventory on a monthly basis. Expenditures incurred on underground capital development are charged to Mineral Property and offset by amortisation calculated on a unit of production basis.

Mineral Property

Mineral Property (capital development - Ming Mine)	**Q2/13 $,000**	**Q1/13 $,000**	**Q2/12 $,000**
Labour costs – capital	1,105	2,015	2,031
Contractors' and consultancy expenses	-	27	88
General materials and other costs	-	297	250
Surface development	-	210	171
Underground capital development	1,040	1,990	1,666
Processing and ore transportation	-	1,806	1,223
Concentrate transportation & other allowances	-	813	-
Sub-total	2,145	7,158	5,429
Other Charges			
Finance costs	-	1,123	1,408
Depreciation	-	1,045	1,056
Royalties	-	612	57
Reclamation and closure provision	-	23	23
Total	2,145	9,961	7,973
Revenue recognized from sale of concentrate	-	(9,477)	(2,479)
Transfer to inventory on commercial production	(2,130)	-	-
Mineral property - amortisation	(578)	-	-
Net	(563)	484	5,494

CAPITAL PROJECTS UPDATE (continued)

Mineral Property (capital development - Ming Mine by area, before other charges)	Q2/13	Q1/13	Q2/12
	$,000	$,000	$,000
Surface, including electrical & mechanical support staff	274	1,100	997
1806 ore zone	194	333	1,440
1807 ore zone	1,424	2,261	212
Lower Footwall ore zone	37	207	103
Ramp improvements & ongoing maintenance	-	282	1,288
Ventilation bulk head refurbishment/Shaft manway	63	-	8
Technical support staff	127	564	427
Port site	-	984	40
Nugget Pond Mill	-	1,427	914
Total before other charges & amortization	2,145	7,158	5,429

Total mineral property costs before other charges and amortisation decreased in Q2/13 compared to Q1/13 in line with the declaration of commercial production at 1 November 2012. Capital expenditures decreased over the previous quarter as operating expenditures were charged directly to the Group's income statement during the three months ended 31 January 2013. Both operating and capital costs were charged to mineral property costs during the three months ended 31 October 2013. The majority of capital expenditures incurred during Q2/13 related to the capital development in the 1807 zone including the 1807 decline ramp which will provide access to 1807 stoping and future access to lower levels of the Ming Mine ore body. Commencing at the start of commercial production accumulated mineral property costs will be amortised on a unit of production basis. Revenue recognized during the three months ended 31 January 2013 were charged directly to income compared to being offsetting against mineral property costs for the three months ended 31 October 2013.

CAPITAL PROJECTS UPDATE (continued)

Property, plant and equipment

	Q2/13	Q1/13	Q2/12
	$,000	$,000	$,000
Mill purchase and construction	12	105	1,671
Plant and equipment	515	689	2,089
Buildings	7	23	152
Other assets	52	1	80
Total	586	818	3,992

Plant and equipment decreased during Q2/13 compared to Q1/13 due to the purchase of less underground equipment at the Ming Mine. Mill purchase and construction decreased during Q2/13 in-line with final commissioning and a move to commercial production on 1 November 2012.

Exploration and evaluation costs (Ming Mine)

	Q2/13	Q1/13	Q2/12
	$,000	$,000	$,000
Consultancy & Contractor expenses	-	58	248
Total	-	58	248

Exploration expenditures in Q1/13 were incurred during exploration drilling on the Group's Lower Footwall Zone aimed at identifying higher grade ore within the zone to serve as potential blend feed for the Nugget Pond Mill. The exploration drilling may also assist in upgrading the reserve and resource for this zone at a later stage. No expenditures were incurred during the current period as capital development first had to be undertaken before the drilling platforms could be made available. Several drilling platforms are now available with diamond drilling resuming in Q3.

FINANCIAL REVIEW

Q2/13 Results ($000's)	Commentary	Comparatives			
		Q1/13	*B/ (W)**	Q2/12	B/ (W)
11,407	**Revenue** in Q2/13 was generated through the sale of 5,353 wmt of copper concentrate containing 1,285 tonnes of accountable copper metal and 878 ounces of accountable gold compared with $9.5 million from the sale of 4,797wmt of copper concentrate in Q1/13. Revenues realized in Q1/13 during the testing and commissioning of the Ming Mine have been credited against Mineral Property and will continue until commercial production is achieved (see 'Ming Mine Revenue' below).	-	*N/a*	-	*N/a*
7,328	**Production Costs** relate to the processing and mining costs associated with Group's Ming Mine production and include processing and mining costs of $1.9 million and $5.4 million respectively. Operating costs associated with mining and processing of Ming Mine ores were capitalized to Mineral Property prior to commercial production being achieved.	-	*N/a*	-	*N/a*
925	**General and administrative expenses** were higher than the previous quarter by $109,000. The increase is substantially due to an increase in administrative salaries. In comparison to Q2/12 administrative expenses increased by $142,000. Administrative salaries increased by $109,000 as explained above and utility costs increased by $19,000.	817	*(13)%*	783	*(18)%*
(11)	**Foreign exchange differences** arising on the Gold Loan resulted in a loss in Q2/13 as a result of the weakening of the Canadian dollar against the US dollar during the quarter.	36	*(130)%*	(267)	*104%*
2,145	**Mineral Properties.** The group incurred costs of $2.1 million in the quarter. The cost includes labour costs of $1.1 million and development costs of $1 million mainly related to underground capital development in the 1807 ramp. Net mineral properties expenditures increase in Q2/13 reflecting the commencement of commercial production and the recognition of revenue in the income statement.	484	*(343)%*	5,494	*(61)%*
586	**Capital spending on property, plant and equipment** reduced during the quarter compared to Q1/13. The main expenditure in the quarter was on additional underground mobile equipment. The decrease from Q2/12 is due to the substantial completion of the copper concentrator at the Nugget Pond gold and base metal milling facility, fewer capital lease acquisitions for plant and equipment and the overall movement from capital development into production.	818	*28%*	3,992	*85%*
-	**Capital spending on exploration and evaluation costs** was put on hold in Q2/13 as the Group concentrated on the commencement of commercial production.	58	*(100)%*	248	*(100)%*

***B / (W) = Better / (Worse)**

SUMMARY OF QUARTERLY RESULTS

The quarterly results for the Group for the last eight fiscal quarters are set out in the following table.

Quarterly Results *(All amounts in 000s of Canadian Dollars, except Loss per share figures)*	**4th Quarter**	**3rd Quarter**	**2nd Quarter**	**1st Quarter**
Fiscal 2013				
Revenue			11,407	-*
Net Income/ (loss)			1,958	(718)
Earnings/(loss) per Share (Basic)			0.014	(0.005)
Fiscal 2012				
Revenue	-*	-*	-*	1,219
Net Income/ (loss)	(1,202)	(281)	(1,039)	(845)
Earnings/(loss) per Share (Basic & Diluted)	(0.009)	(0.002)	(0.008)	(0.007)
Fiscal 2011				
Revenue	2,089	183		
Net Income/ (loss)	577	193		
Earnings/(loss) per Share (Basic & Diluted)	0.008	0.002		

**gold and copper sales resulting from the testing and commissioning of the Ming Mine are credited to Mineral Properties until commercial production is achieved*

Losses in the first quarter of 2011 reduced as a result of revenue from toll processing and rose again in the second quarter of 2011 following the completion of a toll processing agreement in November 2010. The profit arising in Q3 2011 included an exchange gain of $0.8 million arising on the retranslation of the Gold Loan following the weakening of the US Dollar against the Canadian Dollar during the quarter. The profit arising in Q4 2011 arose from the profits realised on the sale of gold from the Group’s satellite deposits. Losses increased in first quarter of 2012 and further increased in the second quarter of 2012 as a result of an exchange loss of $0.7 million and $0.30 million respectively and reduced sales activity due to the processing of the Group’s satellite deposits completed in the first quarter of 2012. The fluctuation in losses in the third and fourth quarters of 2012 and the first quarter of 2013 reflects exchange gains and losses on the retranslation of the Gold Loan. The profit in the second quarter of 2013 reflects the successful move into commercial production on 1 November 2012.

LIQUIDITY, CAPITAL RESOURCES AND FINANCIAL POSITION

Following the commencement of commercial production the Group has generated cash flows to finance its operational and development requirements. Prior to Q2/13 the Group has relied on private placement financings of equity securities, a Gold Loan facility, capital leases and a credit facility (see 'Commitments and Loans' section) to finance its development requirements. Positive cash flows are expected to continue following commercial production at the Ming Mine; however, there is no guarantee that expenses will not exceed income particularly during the start-up phase. If this is the case, the liquidity risk could be material, even with current cash resources.

The Group's holding of cash balances is kept under constant review. Given the current climate, the Group takes a very risk averse approach to management of cash resources and Management and Directors monitor events and associated risks on a continuous basis. Cash and short-term investment resources (cash, cash equivalents and short-term investments) were as follows:

Resource	31 January 2013 $'000	31 October 2012 $'000	31 July 2012 $'000
Cash $CDN	4,981	4,442	7,394
Cash GBP	195	85	77
Cash $USD	2,149	205	-
Short-term Investments GBP	-	161	355
Total	7,325	4,893	7,826

Sales of copper concentrate are in US dollars and the majority of the Group's expenses are incurred in Canadian dollars. The Group's principal exchange rate risk relates to movements between the Canadian and US dollar. The Gold Loan is repayable in US dollars from future sales of gold mitigating the exchange risk. Management will closely monitor exchange fluctuation and consider the use of forward exchange contracts as required.

Interest rates on the capital leases and short term borrowings are fixed, eliminating interest rate risk.

Cash flows utilised in investing activities amounted to $1.2 million in the quarter. Cash of $1.0 million was spent on the Group's Mineral Property and $0.1 million was spent on property, plant and equipment.

LIQUIDITY, CAPITAL RESOURCES AND FINANCIAL POSITION (continued)

Cash flows utilized in financing activities during the quarter amounted to $1.4 million reflecting gold loan repayments of $0.4 million, payment of $0.5 million against the credit facility and finance lease repayments of $0.5 million.

The group is required to hold Letters of Credit in favour of the Government of Newfoundland and Labrador in respect of the reclamation and closure liability at the existing Nugget Pond Mill and Ming Mine. At period end the Group holds bearer deposit notes totalling $3.27 million.

The Group's ability to continue as a going concern, and the recoverability of its mineral properties, is dependent on future trends in copper and gold prices, and its ability to continue generating positive cash flows from current operations. Through the use of current cash reserves and continued production management is satisfied that the Group has sufficient working capital for the forthcoming 12 months. However, there are risks associated with the commencement of a new mining and processing operation, which may give rise to the possibility that additional working capital may be required to fund unanticipated delays at the copper concentrator and continued mine production and the repayment of loans falling due for repayment in March 2014. Should additional working capital be required, the Directors consider that further sources of finance could be secured in the required timescale; however, there is no certainty that these funds will be forthcoming. On this basis, the Directors have concluded that the Group is a going concern. These financial statements do not reflect the adjustments to carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary should the going concern assumption be inappropriate, and these adjustments could be material.

At 27 March 2013 the Group had $5.0 million in cash and cash equivalents.

Financial Instruments

The Group’s financial instruments as at 31 January 2013 comprised of financial assets, comprising available for sale investments, cash and cash equivalents and trade and other receivables and financial liabilities comprised of trade payables, other payables, accrued expenses and interest bearing loans and borrowings.

All of the Group’s financial liabilities are measured at amortised cost.

LIQUIDITY, CAPITAL RESOURCES AND FINANCIAL POSITION (continued)

The Board of Directors determines, as required, the degree to which it is appropriate to use financial instruments and hedging techniques to mitigate risks. The main risks for which such instruments may be appropriate are foreign currency risk, liquidity risk, credit risk, interest rate risk and commodity price risk each of which is discussed in note 13 of the financial statements for the quarter ended 31 January 2013.

COMMITMENTS AND LOANS

At 31 January 2013 there were no capital commitments made to third parties.

Gold Loan

In March 2010, the Group entered into an agreement ("Gold Loan") with Sandstorm to sell a portion of the life-of-mine gold production from its Ming Mine. Under the terms of the agreement Sandstorm made staged upfront cash payments for the gold to the Group totalling US$20 million.

For this, in each production year following the first year of production, until 175,000oz of payable gold has been produced, the Group has agreed to sell a percentage equal to 25% x (85% divided by the actual percentage of metallurgical recovery of gold realized in the immediately preceding production year) provided that, if the payable gold production in any production year after the third production year is less than 15,000 ounces, then in each such production year, Sandstorm payable gold shall not be less than 25% of the payable gold. In each production year following the first year of production, after 175,000oz of payable gold has been produced, the Group has agreed to sell a percentage equal to 12% x (85% divided by the actual percentage of metallurgical recovery of gold realized in the immediately preceding production year) provided that, if the payable gold production in any production year after the third production year is less than 15,000 ounces, then in each such production year, Sandstorm payable gold shall not be less than 12% of the payable gold for the remainder of the period ending 40 years after the date of the agreement. After the expiry of the 40 year term, the agreement is renewable in 10 year terms at the option of Sandstorm.

COMMITMENTS AND LOANS (Continued)

The remaining circumstances in which the Gold Loan may be repaid earlier than by the delivery of payable gold are as follows:

(i) If within 24 months of the date that gold is first produced (28 November 2011), the Ming Mine has not produced and sold a minimum of 24,000oz of payable gold (16,628 oz produced to 31 January 2013) then a portion of the US$20 million will be repayable based on the shortfall of payable gold, and/or;

(ii) Within the first 36 months of production of gold any shortfall in the value of payable gold below the following amounts will be required to be paid in cash:

- within the first 12 months – US$3.6 million
- within the second 12 months – US$3.6 million
- within the third 12 months – US$3.1 million

During the first fourteen months of production, repayments of US$8,624,569 were made from the delivery of 5,222 ounces of gold thereby satisfying the requirement to repay a minimum of US$3.6 million cash during the first and second 12 month periods and partially meeting the requirements for the third 12 months.

Credit Facility

On 29 September 2011 the Group agreed a Credit Facility of up to $10 million with Sprott Resource Lending Partnership (‘Sprott’) for use as additional funding for the development of the Ming Mine. Subsequent to amending the agreement in December 2011 the facility is available in three instalments; the first instalment of $5 million was drawn on 29 October 2011, the second instalment of $2.5 million was drawn on 30 January 2012 and the final instalment for the balance up to $10 million was available until 31 August 2012. The Company did not draw on this $2.5 million final available instalment. Interest will accrue at a fixed rate of 9.25% per annum. On 26 March 2013 this agreement was amended such that the principal is repayable by 31 March 2014 and secured by a fixed and floating charge over the assets of the Group. In connection with the Credit Facility, a Structuring Fee of $100,000 and a 3% Commitment Fee of $300,000 were paid to Sprott in cash. Pursuant to the terms of the Credit Facility, the Company issued $300,000 of ordinary shares of 1p each in the capital of the Company to Sprott in exchange for the repayment of the previously paid cash Commitment Fee. In addition, a further 4% Drawdown Fee on all amounts drawn under the Credit Facility was satisfied by the issuance of ordinary shares by the Company.

COMMITMENTS AND LOANS (Continued)

Loan and lease balances

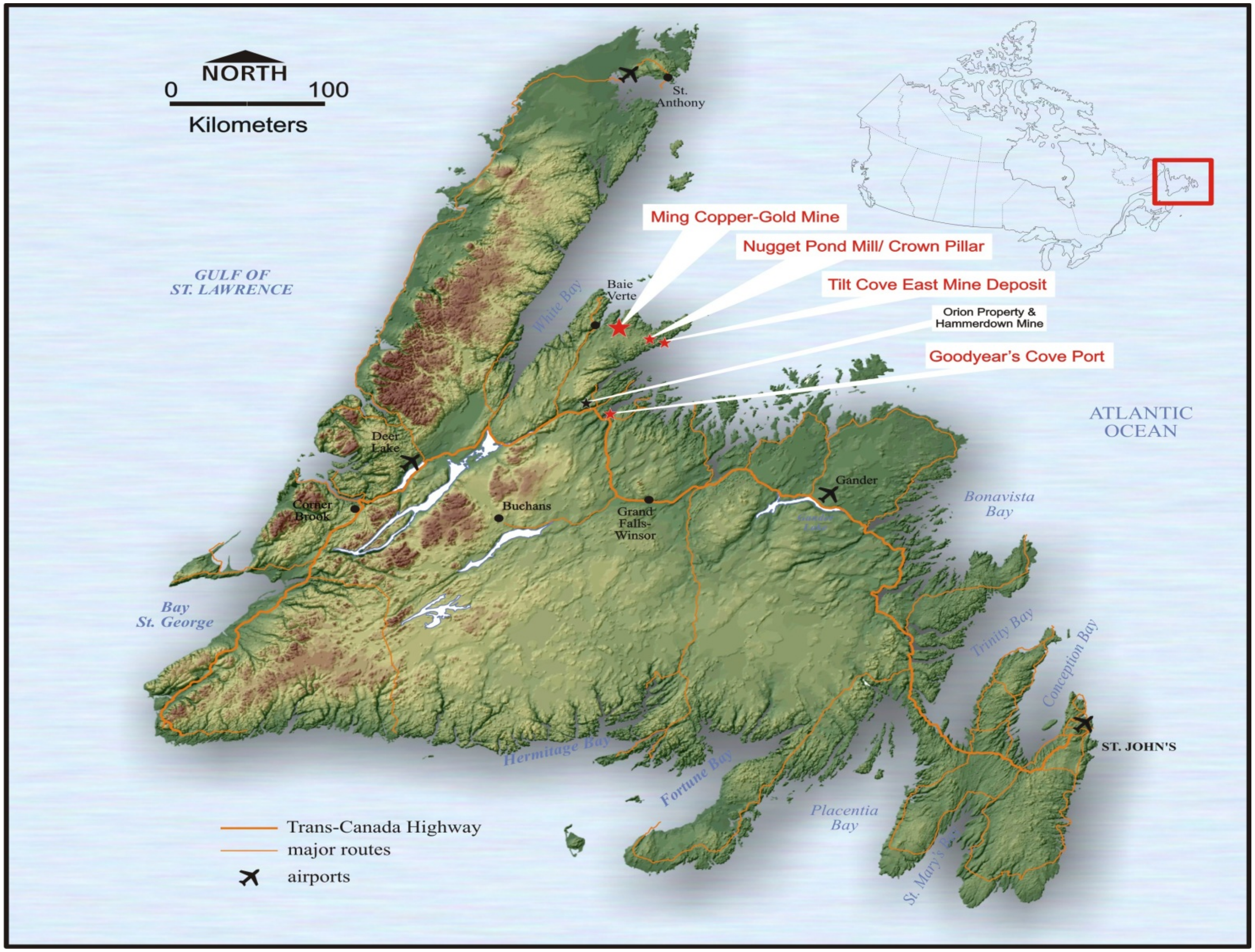
At 31 January 2013 interest bearing loans and borrowings comprised a Gold Loan of $19,915,000, finance lease commitments of $7,607,000, a Credit Facility of $7,000,000 and a bank loan of $24,000. During the quarter the Group entered into finance lease commitments of $233,000 to finance the acquisition of a front loader for the Goodyear's Cove facility.

SUBSEQUENT EVENTS

On 26 March 2013 the Group agreed terms for the extension of its $10 million credit facility to 31 March 2014. Under the amendment agreement the Group will pay Sprott, in shares, a 4% extension fee. Interest will continue to accrue at 9.25% and any drawdown on the facility will be subject to the 4% drawdown fee as per the original agreement. $3.0 million has been made available under the amended credit facility and is available until 30 September 2013. This extension, had it been agreed prior to 31 January 2013, would have resulted in a positive net working capital balance of $783,000.

On 20 February 2013 announced that Non-Executive Director Mr. Merfyn Roberts resigned as a Director with immediate. The Board will have eight (8) remaining Executive and Non-Executive Directors with significant mining, commercial, financing and investing experience.

APPENDIX 1 – LOCATION MAP



APPENDIX 2 - SELECTED FINANCIAL INFORMATION & REVIEW OF OVERALL PERFORMANCE

Financial Highlights *(All amounts in 000s of Canadian Dollars, except shares and per share figures)*	**Three months ended,**		
	31 January 2013	**31 October 2012**	**31 January 2012**
Gold sales (ounces)	-	-	1,459[2]
Average price (per ounce)	-	-	1,662
Concentrate sales (dmt)	4,899	4,331[1]	-
Average provisional price (per tonne Cu, Ag & Au concentrate)	2,378	2,185	-
Revenue	11,407	-	-
Production costs	7,328	-	-
Depreciation & amortisation	2,040	-	-
Administrative expenses	925	817	789
Net Income (loss)	1,958	(718)	(1,039)
Cash Flow generated from/(used in) operating activities	4,978	(1,157)	(530)
Cash Flow from (used in) investing activities	(1,158)	(1,005)	(4,983)
Cash Flow from (used in) financing activities	(1,413)	(789)	1,230
Net increase (decrease) in cash	2,407	(2,933)	(4,283)
Cash and cash equivalents at end of period	7,325	4,893	3,974
Total Assets	111,967	109,229	106,670
Total Liabilities	(42,734)	(42,335)	(46,010)
Working Capital	(6,072)	(8,820)	(4,005)
Weighted average number of shares outstanding	142,380	142,369	123,650
Earnings/(loss) per share	0.014	(0.005)	(0.008)

[1] *gold and copper concentrate sales relating to the testing and commissioning of the Ming Mine were credited to Mineral Properties until commercial production is achieved.*

[2] *includes 621 ounces from the Group's Tilt Cove East Mine satellite deposit and 74 ounces from further refining of slag materials from the Nugget Pond Crown Pillar satellite deposit generating $1.219 million in revenue.*

APPENDIX 3 - CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The details of the Group's accounting policies are presented in accordance with International Financial Reporting Standards as set out in Note 2 to the financial statements. The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year.

The following estimates are considered by management to be the most critical for investors to understand some of the processes and reasoning that go into the preparation of the Group's financial statements, providing some insight also to uncertainties that could impact the Group's financial results.

Going Concern

The Group's ability to continue as a going concern, and the recoverability of its mineral properties, is dependent on future trends in copper and gold prices, and its ability to continue generating positive cash flows from current operations. Through the use of current cash reserves and continued production management is satisfied that the Group has sufficient working capital for the forthcoming 12 months. However, there are risks associated with the commencement of a new mining and processing operation which may give rise to the possibility that additional working capital may be required to fund unanticipated delays at the copper concentrator and continued mine production and the repayment of loans falling due for repayment in March 2014. Should additional working capital be required, the Directors consider that further sources of finance could be secured in the required timescale; however, there is no certainty that these funds will be forthcoming. On this basis, the Directors have concluded that the Group is a going concern. These financial statements do not reflect the adjustments to carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary should the going concern assumption be inappropriate, and these adjustments could be material.

Share-based payments

The Group calculates the cost of share based payments using the Black-Scholes model. Inputs into the model in respect of the expected option life and the volatility are subject to management estimate and any changes to these estimates may have a significant effect on the cost. The assumptions used in calculating the cost of share based payments are explained in note 5 of the financial statements for the year ended 31 July 2012.

APPENDIX 3 - CRITICAL ACCOUNTING POLICIES AND ESTIMATES (continued)

Gold Loan

The Group calculates the balance outstanding on the Gold Loan based on estimates of future cash flows arising from the sale of payable gold (see note 19 of the financial statements for the year ended 31 July 2012). The cash flows will be dependent on the production of gold and its selling price at the time of delivery which have been estimated in line with the mine plan, future prices of gold and resource and reserve estimates. Management's estimates of these factors are subject to risk and uncertainties affecting the amount of the interest charge. Any changes to these estimates may result in a significantly different interest charge which would affect the carrying value of the mineral properties costs and the corresponding Gold Loan liability.

Mineral Property and Exploration and Evaluation Costs

The directors have assessed whether there are any indicators of impairment in respect of mineral property and exploration and evaluation costs. In making this assessment they have considered the Group's business plan which includes resource estimates, future processing capacity, the forward market and longer term price outlook for copper and gold. Resource estimates have been based on the most recently filed NI43-101 report and its opportunities economic model which includes resource estimates and conversion of its inferred resources. Management's estimates of these factors are subject to risk and uncertainties affecting the recoverability of the Group's mineral property and exploration and evaluation costs. Any changes to these estimates may result in the recognition of an impairment charge with a corresponding reduction in the carrying value of such assets. After consideration of the above factors, the directors do not consider that there are any indicators that mineral property and exploration and evaluation costs are impaired at the year end.

Closure Costs

The Group has an obligation to reclaim its properties after the minerals have been mined from the site, and has estimated the costs necessary to comply with existing reclamation standards. These estimates are recorded as a liability at their fair values in the periods in which they occur. If the estimate of reclamation costs proves to be inaccurate, the Group could be required to increase the provision for site closure and reclamation costs, which would increase the amount of future reclamation expense, resulting in a reduction in the Group's earnings and net assets.

APPENDIX 3 - CRITICAL ACCOUNTING POLICIES AND ESTIMATES (continued)

Revenue

Revenues are subject to variation after the date of sale due to assay, price and foreign exchange fluctuations. Management monitors these changes closely and at the end of the period the directors will consider whether the effect of these variations are material on the whole and determine whether an adjustment is therefore appropriate.

Available for sale investment

Management consider that they do not have significant influence over the financial and policy decisions of Maritime and therefore have included the investment as an available for sale investment.

Commercial production

The Group monitors the on-going testing and commissioning of its copper concentrate milling facility to assess when commercial production has been achieved. Commercial Production is the assessment that the mill is capable of operating in the manner intended and was defined by management at the onset of development to be 60 days of continuous production from both the mill and mine, being 85% of target rates envisaged in the Group's Feasibility Study. Prior to commercial production being declared, costs and revenues are offset to the Mineral Properties asset and post commercial production will be charged to the Group's income statement. Commercial production was achieved at 1 November 2012.

APPENDIX 3 - CRITICAL ACCOUNTING POLICIES AND ESTIMATES (continued)

CHANGES IN ACCOUNTING POLICIES

In the current quarter, new and revised standards which have been adopted have not affected the disclosures presented in these financial statements.

No standards issued but not yet effective have been adopted early.

International Financial Reporting Standards that have recently been issued or amended but are not yet effective have not been adopted for the annual reporting period ended 31 July 2013:

IFRS /Amendment	Title	Nature of change to accounting policy	Application date of standard	Application date for Group
Various	Annual Improvements to IFRSs	No change to accounting policy, therefore, no impact	Various	1 August 2013
IFRS 9	Financial instruments: Classification and Measurement	No change to accounting policy, therefore, no impact	1 January 2015	1 August 2015
IFRS 10	Consolidated Financial Statements	No change to accounting policy, therefore, no impact	1 January 2013	1 August 2013
IFRS 11	Joint Arrangements	No change to accounting policy, therefore, no impact	1 January 2013	1 August 2013
IFRS 12	Disclosure of Interests in Other Entities	No change to accounting policy, therefore, no impact	1 January 2013	1 August 2013
IFRS 13	Fair Value Measurement	No change to accounting policy, therefore, no impact	1 January 2013	1 August 2013

Management have reviewed the impact of the above standards and interpretations and have concluded that they will not result in any material changes to reported results.

Details of the main accounting policies of the Group are included in note 2 of the financial statements for the year ended 31 July 2012.

APPENDIX 4 – OTHER MATTERS

Outstanding Share & Option Data

As at the date of this MD&A the following securities are outstanding:

Security	Shares issued or Issuable	Weighted Average Exercise Price
Common Shares	142,432,240	--
Options	4,025,000*	$0.46

*if all options have fully vested

For further assistance Mr. Peter Mercer, Corporate Secretary can be reached directly at +1-709-800-1929 ext.500 or pmercer@ramblermines.com.

Forward Looking Information

This MD&A contains “forward-looking information” which may include, but is not limited to, statements with respect to the Group’s objectives and strategy, future financial or operating performance of the Group and its projects, exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation of mining exploration and development, environmental risks, title disputes or claims and limitations of insurance coverage. All statements, other than statements of historical fact, are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements are necessarily based on a number of estimates and assumptions that, while considered reasonably by the Company, involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Group to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; conclusions of economic evaluations; availability and cost of credit; fluctuations in Canadian dollar interest rates; fluctuations in the relative value of United States dollars, Canadian dollars and British Pounds; changes in planned parameters as plans continue to be refined; fluctuations in the market and

APPENDIX 4 – OTHER MATTERS (continued)

Forward Looking Information (continued)

forward prices of copper, gold, silver or certain other commodities; possible variations of ore grade or recovery rates; failure of equipment; accidents and other risks of the mining exploration industry; political instability, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the section entitled “Risk Factors” in the Report of Directors. Although the Group has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Unless stated otherwise, forward-looking statements contained herein are made as of the date of this MD&A. Other than as required by applicable securities law, the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. All of the forward-looking statements made in this MD&A are qualified by these cautionary statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Further information

Additional information relating to the Group is on SEDAR at www.sedar.com and on the Group’s web site at www.ramblermines.com.