RAMBLER METALS AND MINING PLC

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE FIRST QUARTER

The following management's discussion and analysis ("MD&A") of Rambler Metals & Mining plc (the "parent Company") and its subsidiaries (the "Group" or "Rambler") contains forward-looking statements that involve numerous risks and uncertainties. Our actual results could differ materially from those discussed in such forward-looking statements as a result of these risks and uncertainties, including those set forth in this MD&A.

The following discussion provides information that management believes is relevant to an assessment and understanding of our consolidated results of operations and financial condition for the quarter ended 31 October 2009. This discussion should be read in conjunction with our audited financial statements for the year ended 31 July 2009 and the related notes thereto. These consolidated statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and their interpretations adopted by the International Accounting Standards Board ("IASB"), as adopted by the European Union and with IFRS and their interpretations adopted by the IASB.

This MD&A, which has been prepared as of 7 December 2009, is intended to supplement and complement our audited consolidated financial statements and notes thereto for the year ended 31 July 2009 prepared in accordance with IFRS. The presentation currency is British Pounds.

OUR BUSINESS & OPERATIONS REVIEW

The principal activity of the Group is the development and exploration of the Ming copper and gold property located on Newfoundland and Labrador's Baie Verte Peninsula.

The parent Company's Ordinary Shares were admitted to trading on the London AIM market on 8 April 2005 under the symbol "RMM" and were listed on the TSX Venture Exchange on 7 February 2007 under the symbol "RAB".

Operational highlights include:

- On 27 October 2009 the Group announced that the purchase of the Nugget Pond Facility from Crew Gold Corporation has been completed.
- The Group announced on 29 September the conditional placement of 27,500,000 Ordinary Shares at 20 pence each to raise approximately £5.5 million before expenses. Subsequently, on 20 October 2009, during an Extraordinary General Meeting, the shareholders granted authority to the directors to issue up to 59,385,000 Ordinary Shares in order to allow the directors to issue the shares for the private placement and to provide them with the flexibility to seek further finance. Some of the proceeds from this fundraising were used to complete the acquisition of the Nugget Pond Facility on 27 October 2009. The remainder of the proceeds will be used to finance ongoing engineering projects and fund working capital requirements. In addition to the private placing, and as a means of evaluating possible future funding alternatives for the project, the company hosted a number of potential third party investors as part of their due diligence procedures during the quarter.
- The company announced it has entered into an option agreement with Seaside Realty Ltd (Seaside) to earn up to a 50% undivided interest in the Corkscrew/Big Bear Property, also located on the Baie Verte Peninsula. As outlined in the agreement Rambler will assume project management of the property for two years, during which time Rambler will be responsible for all geologic compilation and exploration management while Seaside will be responsible for all diamond drilling related costs. Geological evaluation is currently underway.

- Throughout the first quarter, the mine operation continued in 'Care and Maintenance' status with minimal crews providing property security, pump watch and fire watch around the clock on a seven day coverage. Routine pump maintenance and repairs were carried out as required.
- Safety performance continued to be exemplary during the quarter with no accidents, injuries or incidents reported. There were no environmental incidents.

SELECTED FINANCIAL INFORMATION

The following selected financial information has been derived from the consolidated financial statements of the Group for the periods indicated and should be read in conjunction with such statements and notes thereto.

Selected Financial Information All amounts in £, except shares and per share figures	3 months ended 31 October 2009	3 months ended 31 October 2008
Revenue	-	-
Administrative Expenses	275,476	233,158
Exploration expenses	4,438	-
Bank Interest Receivable	406	29,209
Net (loss)	(289,246)	(212,542)
Loss per share in pence (basic and diluted)	(0.46p)	(0.36p)
Cash Flow (used) for operating activities	(251,152)	(297,550)
Cash Flow (used) for investing activities	(2,277,962)	(1,396,057)
Cash Flow from/(used for) financing activities	5,157,406	(32,349)
Net increase/(decrease) in cash	2,628,292	(1,725,956)
Cash & Cash Equivalents at end of period	3,747,965	3,454,608
Total Assets	26,195,012	19,897,224
Long term receivable	1,974,846	-
Total Liabilities	954,216	1,027,969
Working Capital	3,324,176	3,041,078
Weighted average number of shares outstanding	62,374,1311	59,385,000

Review of quarter ending 31 October 2009

The Group's only source of income since incorporation has been bank deposit interest.

Compared to the quarter ending 31 October 2008, net losses increased £76,704 to £289,246 and the loss per share increased from 0.36p to 0.46p. Losses were higher as administration expenses increased £42,318 to £275,476. Administrative staff costs increased by £14,539 to £149,991 including an increase of £7,458 related to share-based payment charges mainly as a result of the strengthening of the Canadian Dollar against the GB Pound. Legal and professional fees increased by £9,583 to £48,827 mainly as a result of costs incurred in connection with the acquisition of the Nugget Pond Facility. Depreciation charges increased by £19,811 to £21,730 due to an increase in the value of fixed assets following the implementation of the new ERP system. Interest income was £28,803 lower at £406 as a result of lower cash balances and interest rates.

Cash flows used for operating activities reduced by £46,398 substantially as a result of the decision to settle accounts payable balances early during the quarter ended 31 October 2008 to facilitate the implementation of a new ERP system. Cash flows used for investing activities increased by £881,905 primarily as a result of the acquisition of the Nugget Pond Facility for £1,974,846 offset by a reduction in exploration expenditure (on the Ming Mine) of £873,137, expenditure on tangible fixed assets of £250,376 and bank interest received of £30,572. The reduction in exploration expenditure comprised of a reduction in underground drilling costs of £175,071, reduced labour costs of £184,936, reduced consultancy costs of £111,407 and a reduction of £401,723 in general operating costs. This reduction is consistent with prior quarters and aimed at conserving cash balances. Cash flows from financing activities were £5,157,406 compared with £32,349 of cash utilised reflecting net proceeds of £5,171,877 received from the placement of 27,500,000 ordinary shares during the quarter,

The long term receivable of £1,974,846 (CAD $3,500,000 equivalent) relates to the payment for the acquisition of the Nugget Pond Facility which was acquired subject to a lease back to its former owners until 30 June 2010. At the point of entering into a contract with Crew Gold (Canada) Ltd. ('Crew') there was no transfer of the risk and rewards of ownership to the Company since Crew will continue using the asset with minimum impact on their operations until the expiry of the lease. This long term receivable will be capitalized under plant and equipment upon expiry of the lease when the Company takes full control of the Nugget Pond Facility. During the lease period no depreciation will be charged to the Statement of Comprehensive Income.

Total assets which include accumulated deferred exploration expenditures and mine rehabilitation costs increased £5,083,851 to £26,195,012 during the quarter. This increase was due mainly to net proceeds of the share issue of £5,157,877 offset by the loss for the quarter.

The reasons or explanations for movements in costs, balance sheet accounts or cash flows compared to the fourth quarter of fiscal 2008 are consistent with explanations given above.

SUMMARY OF QUARTERLY RESULTS

Quarterly Results for the most recent eight reporting periods are shown below. (All amounts in British Pounds except per share figures).

Fiscal 2010	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
Revenue				-
Net Loss				(289,246)
Loss per share Basic & diluted (in pence)				(0.46)
Fiscal 2009				
Revenue	-	-	-	-
Net loss	(255,360)	(273,148)	(332,879)	(212,542)
Loss per share basic & diluted (in pence)	(0.43)	(0.45)	(0.56)	(0.36)
Fiscal 2008				
Revenue	-	-	-	
Net Loss	(131,375)	(229,757)	(238,377)	
Loss per share basic & diluted (in pence)	(0.23)	(0.45)	(0.48)	

In the second quarter of Fiscal 2008 administrative expenses increased as a result of a share based payment charge associated with the grant of share options. The reduction in losses for the fourth quarter of 2008 is due to a deferred tax credit of £70,303 and the increase in losses in the second quarter of 2009 is due to a reduction in bank interest received and an increase in administrative salaries together with the issue of additional share options. Losses for the third and fourth quarters of 2009 started to reduce as a result of a cost reduction programme implemented by the Company. Losses for the first quarter of 2010 increased slightly mainly as a result of the strengthening of the Canadian Dollar against the GB Pound.

OUTLOOK

The Group will continue to pursue an aggressive exploration programme while continuing to delineate near term, high grade underground resources. Additionally, in the near future management will continue to support third party due diligence processes on the Ming project and start procuring long lead items of mill equipment required to equip the Nugget Pond Facility to produce copper concentrates.

By the end of the third quarter of fiscal 2010, management also expect to:

- Complete metallurgical testing on start-up ore primarily focusing on the Ming Mine 1807 Zone.
- Complete the Feasibility Study on Surface Engineering including Mill Expansion and Tailings Impoundment Area; Mine Surface Facilities; and Port Infrastructure.
- Complete the application for the Environmental Licensing.

LIQUIDITY, CAPITAL RESOURCES AND FINANCIAL POSITION

To date, the Group has relied on shareholder funding to finance its operations. With finite cash resources and no material income, the liquidity risk is significant and is managed by controls over expenditure. Success will depend largely upon the outcome of ongoing and future exploration and evaluation programmes. Given the nature of the Group's current activities the entity will remain dependent on a mixture of debt and equity funding in the short to medium term until such a time as the Group becomes self-financing from the commercial production of mineral resources.

The majority of the Group's expenses are incurred in the Canadian dollar. The Group's principal exchange rate exposure is therefore related to movements between the Canadian Dollar and Sterling.

The Group's cash resources are held in Sterling and Canadian Dollars. The Group has a downside exposure to any strengthening of the Canadian Dollar as this would increase expenses in Sterling terms. This risk is mitigated by reviewing the holding of cash balances in Canadian Dollars. Any weakening of the Canadian Dollar would however result in the reduction of the expenses in Sterling terms and preserve the Group's cash resources. In addition, any such movements would affect the Consolidated Balance Sheet when the net assets of the Canadian Subsidiary are translated into Sterling.

As a result of the Group's main assets and its subsidiary being held in Canada which has a functional currency different to the presentational currency, the Group's balance sheet may be affected significantly by movements in the GB pound to the Canadian Dollar. The Group does not hedge its exposure of foreign investments held in foreign currencies. There is no significant impact on profit or loss from foreign currency movements associated with the Canadian subsidiary's assets and liabilities as the foreign currency gains or losses are recorded in the translation reserve.

Exchange rate fluctuations may adversely affect the Group`s financial position and results. The following table details the Group`s sensitivity to a 10% strengthening and weakening in the Canadian Dollar against the GB Pound. 10% represents management's assessment of the reasonable possible exposure.

	Equity	
	31 October 2009	31 July 2009

	£	£
10% weakening of Canadian Dollar	(2,043,759)	(2,029,441)
10% strengthening of Canadian Dollar	2,248,135	2,254,933

Credit risk

With effect from July 2007, the Group has held the majority of its cash resources in Canadian Dollars given that the majority of the Group's outgoings are denominated in this currency. Given the current climate, the Group has taken a very risk averse approach to management of cash resources and closely monitors events and associated risks on a continuous basis. There is little perceived credit risk in respect of trade and other receivables. The Group's maximum exposure to credit risk at 31 October 2009 was represented by receivables and cash resources.

Interest rate risk

The Group's policy is to retain its surplus funds on the most advantageous term of deposit available up to twelve month's maximum duration. If the interest rate on deposits were to fluctuate by 1% there would be no material effect on the Group's reported result.

Cash and short terms deposits (expressed in British Pounds) were as follows:

At 31 October 2009 Currency	Fixed Rate Assets	Floating Rate Assets	Total
British Pound	-	2,849,793	2,849,793
Canadian Dollars	422,329	475,843	898,172
Total	422,329	3,325,636	3,747,965

At 31 July 2009 Currency	Fixed Rate Assets	Floating Rate Assets	Total
British Pound	-	22,746	22,746
Canadian Dollars	951,171	194,810	1,145,981
Total	951,171	217,556	1,168,727

At 31 October 2009, the Group had outstanding obligations, including interest, relating to bank loans and leases of £595,748.

Management believes that the Group has sufficient flexibility to manage expenditure to fund operations for the next 12 months.

At 7 December 2009, the Group has £3.5 million in cash and cash equivalents with the proportion invested in short term deposits remaining consistent with year end.

COMMITMENTS

As at 31 October 2009 commitments included:

All commitments in Canadian Dollars		$
Pumps		23,000
TOTAL		23,000

In addition the Group has a commitment of CAD$1.364 million and will inherit an environmental bond with the Government of Newfoundland and Labrador in connection with the acquisition of the Nugget Pond Facility no later than 30 June 2010.

Financial Instruments

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 exchange risk, interest rate risk, credit risk and liquidity risk. With effect from July 2007, the Group has held the majority of its cash resources in Canadian Dollars given that the majority of the Group's outgoings are denominated in this currency. The directors take a very risk averse approach to management of cash resources and continue to closely monitoring events and associated risks. There were no derivative instruments outstanding at 31 October 2009.

Related Party Transactions

The parent company has a related party relationship with its subsidiary, and with its Directors and executive officers. Brian Dalton and John Baker, directors of the Group are also directors of Altius Resources Inc ("Altius"), a 14% shareholder in the parent company.

A total of £59,947 (2008: £64,393) was payable to key management personnel during the quarter including share-based payments of £10,034 (2008: £12,014).

Consultancy fees were payable to Altius Minerals Corporation for the three months ended 31 October 2009 for the consultancy services of J Baker & B Dalton amounting to £3,300 (31 October 2008: £3,300). At 31 October 2009 the company owed £20,900 (31 July 2009: £17,600) to Altius in respect of these fees.

Directors' fees of £38,467 remained outstanding at 31 October 2009 (31 July 2009: £29,767)

Going Concern

The Group's ability to continue as a going concern, and the recoverability of its mineral properties, is dependent on the copper and gold prices, its ability to fund its development and exploration programs, and to manage and generate positive cash flows from operations in the future. 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.

In common with many exploration companies, the Group raises finance for its exploration and appraisal activities in discrete tranches. The Directors and management are currently evaluating a number of debt financing proposals in order to finance the project through into production. The Directors are confident the Company has sufficient funds to maintain ongoing operations for the forthcoming 12 months and therefore have concluded that the Group is a going concern.

Impairment Assessments of Development Projects and Exploration Properties

The Directors have assessed whether the exploration and evaluation costs have suffered any impairment by considering the Group's business plan which includes resource estimates, future processing capacity, the forward market and longer term price estimates for copper and gold. Management's estimates of these factors are subject to risk and uncertainties affecting the recoverability of the Group's 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.

Stock Based Compensation

In the 2009 fiscal year, the parent company granted a number of individual's employee stock options (no employee stock options were issued in the three months ended 31 October 2009). The number of share options being granted is considered by the directors to be consistent with companies of a similar size and profile to Rambler. The parent company is likely to grant individuals employee stock options again in the future. 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.

CHANGES IN ACCOUNTING POLICIES

International Financial Reporting Standards that have recently been issued or amended have been adopted for the reporting period ended 31 October 2009:

IFRS /Amendment	**Title**	**Nature of change to accounting policy**	**Application date of standard**	**Application date for Group**
IAS 1 revised/amended	Presentation of financial statements	No change to accounting policy, therefore, no impact	1 January 2009	1 August 2009
IAS 16 amendment	Property, plant and equipment	No change to accounting policy, therefore, no impact	1 January 2009	1 August 2009
IAS 23 amendment	Borrowing costs	Finance costs directly related to non-current assets will be capitalised	1 January 2009	1 August 2009
IAS 27 amendment	Consolidated and separate financial statements	No change to accounting policy, therefore, no impact	1 January 2009	1 August 2009
IAS 32 amendment	Financial instruments: Presentation	No change to accounting policy, therefore, no impact	1 January 2009	1 August 2009
IAS 36 amendment	Impairment of assets	No change to accounting policy, therefore, no impact	1 January 2009	1 August 2009
IAS 39 amendment	Financial instruments	No change to accounting policy, therefore, no impact	1 January 2009	1 August 2009
IFRS 3/IAS 27 revised	Business combinations/ consolidated and separate financial statements	No change to accounting policy, therefore, no impact	1 July 2009	1 August 2009
IFRS 1 amended	First time adoption of IFRS	No change to accounting policy, therefore, no impact	1 January 2009	1 August 2009
IFRS 2 amended	Share-based payment	No change to accounting policy, therefore, no impact	1 January 2009	1 August 2009
IFRS 7 revised	Financial instruments: Disclosures	No change to accounting policy, therefore, no impact	1 January 2009	1 August 2009
IFRS 8	Operating segments	No change to accounting policy, therefore, no impact	Supersedes IAS 14 from 1 January 2009	1 August 2009
IFRIC 16	Hedges of a net investment in a foreign operation	No change to accounting policy, therefore, no impact	1 October 2008	1 August 2009
IFRIC 17	Distribution of non-cash assets to owners	No change to accounting policy, therefore, no impact	1 July 2009	1 August 2009
IFRIC 18	Transfers of assets from customers	No change to accounting policy, therefore, no impact	1 July 2009	1 August 2009

International Financial Reporting Standards that have recently been issued or amended but are not yet effective have not been adopted for the reporting period ended 31 October 2009:

IAS 17 amendment	Leases	No change to accounting policy, therefore, no impact	1 January 2010	1 August 2010
IAS 7 amendment	Statement of cash flows	No change to accounting policy, therefore, no impact	1 January 2010	1 August 2010
IFRS 9	Financial instruments – classification and 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 have concluded that they will not result in any material changes to reported results.

OUTSTANDING SHARE DATA

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

Ordinary Shares	86,885,000
Compensation options	478,200
Options	3,313,000
Total	90,676,200

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.