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

For the Quarter Ended January 31, 2011

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 March 21, 2011 and covers the results of operations for the quarter ended January 31, 2011. This discussion should be read in conjunction with the audited Financial Statements for the year ended 31 July 2010 and notes thereto. These consolidated financial 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. The presentation currency is Canadian dollars. This is a change from previous MD&As which were presented in United Kingdom pounds sterling (GB pounds). Amounts previously reported in GB pounds have been translated at the closing exchange rate for balance sheet items and the average rate for income statement and cash flow items. These statements together with the following MD&A are intended to provide investors with a reasonable basis for assessing the potential future performance.*

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GROUP OVERVIEW

The principal activity of the Group is the development and exploration of the Ming Copper-Gold Mine located on Newfoundland and Labrador's Baie Verte Peninsula.

The parent company's Ordinary Shares trade on the London AIM market under the symbol "RMM" and the TSX Venture Exchange under the symbol "RAB".

The Group has established the following priorities:

1) Safety and Environmental – including Loss Control, Security, and Closure activities.
2) Expediting construction and development at both the Nugget Pond Mill, Ming Mine and Port sites.
3) Driving forward our exploration program.
4) Achieve sustainable production during calendar 2H 2011.
5) Continue to evaluate and seek toll milling opportunities for the Hydromet facility at the Nugget Pond Mill.
6) Develop a sound business plan for development of Ming Mine Lower Footwall Zone.

The Group's directors and management believe that focussing on these priorities will provide the Group with the best opportunity to build a successful and long term mining operation.

HIGHLIGHTS OF THE SECOND QUARTER

➔ On December 20, 2010 the Group officially submitted the environmental registration for the mining of the Nugget Pond Crown Pillar located less than 150 metres away from its gold hydromet processing facility. The Group plans on mining the crown pillar in calendar Q2, 2011.

➔ On January 6, 2011 the Group announced it had received further approval for the construction of its Office/Dry facility and fresh water source at the Ming Mine. The receipt of these permits allowed for the drawdown of US$7 million from Sandstorm Gold Ltd. ('Sandstorm'). The final tranche of US$6 million is due once the final construction permit is approved. This is expected before 31 March 2011.

➔ Successfully negotiated Net Smelter Royalty (NSR) terms with Metals Creek Resources Corp. ('MEK') to process surface material remaining at the MEK's East Mine Dump in Tilt Cove, Newfoundland and Labrador, located 23 kilometres from Group's Nugget Pond Mill.

➔ Nugget Pond Mill foundation work, site construction and the new office and dry facility continued at pace and on schedule.

➔ Completed the installation of the second means of egress via the mine shaft.

- ➔ The Group continued to work with the Department of Natural Resources on the final construction permit for the Ming Copper-Gold Mine.
- ➔ Terms for all major underground equipment, components for the new concentrator negotiated and purchased orders issued. The majority of this equipment has arrived on site with additional deliveries scheduled throughout the coming months ahead of the start up of production.
- ➔ Restarted the exploration program at the Ming Mine through the development of an exploration drift to the top of the 1807 zone resulting in the intersection of high grade copper and gold mineralization. Further exploration development is scheduled for the 1700 level historical wire gold zone.
- ➔ Completed toll milling contract for the Crosshair Exploration and Mining Corp. confirming the Group's belief that the Nugget Pond Mill is amendable to a wide range of ore types and will allow access to further business opportunities on the Baie Verte peninsula.
- ➔ At quarter end a total of 62 employees were employed on the Ming Mine project. During the early part of Q2 2011, a further 23 offers were accepted by miners, tradesmen and other support staff to help bring the Ming Mine back into operation.

FINANCIAL RESULTS

- ➔ During the quarter the Group generated gross profit of $68,000 from the completion of its first toll milling agreement compared with a gross profit of $374,000 in Q1/11. The net loss for the quarter ended January 31, 2011 was $555,000 or $0.006 per share which compares to a net loss of $268,000 for Q1/11 and $591,000 for Q2/10.
- ➔ Cash flows utilized for operating activities were $979,000 in Q2/11 compared to $483,000 in Q1/11 and $676,000 in Q2/10. The increase in the cash utilized is due to increased operating losses following the completion of toll processing. The major components of the working capital changes are an increase in inventory and accounts receivable changes offset by an increase in trade payables.
- ➔ Cash resources (including short-term investments) as at January 31, 2011 were $4.9 million and as of March 21, 2011 had increased to $7.6 million.

HEALTH AND SAFETY

- ➔ The Group completed the quarter without any lost time accidents or medical add injuries.
- ➔ The Health and Safety of the Group's employees continues to be a high priority.
- ➔ There were no environmental incidents.

OUTLOOK

In the near future management expects to:

- ➔ Continue work on the Nugget Pond Mill expansion, including finishing the foundation work and beginning steel erection.
- ➔ Following receipt of the Ming Mine final construction approval from the Department of Natural Resources, anticipated in calendar Q1, drawdown the final US$6M tranche of financing from Sandstorm.
- ➔ Continue an active recruitment drive for key management positions and underground personnel for the Ming Mine.
- ➔ Begin pre-production development in the Ming Mine to expose the 1807 ore zone and allow for updip and downdip exploration of the zone.
- ➔ Continue evaluating the potential of a bulk tonnage mining scenario for the Lower Footwall Zone.
- ➔ Further advancement of both the Nugget Pond Crown Pillar and the Tilt Cove East Mine projects into production.

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

CAPITAL PROJECTS UPDATE

During the quarter the Group incurred $4,212,000 on Mineral Property, $9,017,000 on property, plant and equipment and $16,000 on exploration and evaluation of the Ming Mine.

Mineral Property (capital development of Ming Mine)	**Q2/11**	**Q1/11**	**Q2/10**
	$,000	**$,000**	**$,000**
Labour costs	923	243	-
Consultancy expenses	1,076	744	-
Contractors' costs	9	22	-
General materials and other costs	289	144	-
Surface development	117	48	-
Underground development	1,141	293	-
Finance costs	220	120	-
Depreciation	386	187	-
Reclamation and closure provision	51	811	-
Total	4,212	2,612	-

Effective September 1, 2010, following acceptance of the Ming Mine feasibility study by Sandstorm, the Ming Mine project moved from pure Exploration & Evaluation into the Mine Development stage. Subsequently, all expenditures incurred in bringing the Ming Mine through the construction and development stage are now being capitalised to Mineral Properties. Mineral property costs increased in Q2/11 compared to Q1/11 as underground capital development was increased in line with the aim of bringing the mine into production during the second half of 2011.

Property, plant and equipment	**Q2/11**	**Q1/11**	**Q2/10**
	$,000	**$,000**	**$,000**
Mill purchase and construction	4,536	439	-
Plant and equipment	3,790	166	-
Buildings	674	2	5
Other assets	17	69	-
Total	9,017	676	5

Property, plant and equipment increased during Q2/11 compared to Q1/11 following the acquisition of a mine truck, scooptram, jumbo drill and bolter and commencement of work on the mine site office and dry building and concentrator building at the mill.

CAPITAL PROJECTS UPDATE (continued)

Exploration and evaluation costs (Ming Mine)	Q2/11	Q1/11	Q2/10
	$,000	$,000	$,000
Labour costs	1	126	282
Consultancy expenses	14	112	226
Operating costs	1	77	210
Finance costs	-	50	-
Depreciation	-	96	444
Total	16	461	1,162

Effective September 1, 2010, following acceptance of the Ming Mine feasibility study by Sandstorm, the Ming Mine project moved from pure Exploration & Evaluation into the Mine Development stage. As a consequence, all construction and development costs associated with the Ming Mine project is now capitalised to Mineral Properties which accounts for the large decrease in costs compared to Q1/11.

FINANCIAL REVIEW

Q2/11 Results ($000's)	Commentary	Comparatives Q1/11	*B/ (W)**	Q2/10	B/ (W)
266	**Revenue** was generated by the group for the first time from toll processing at the Nugget Pond Mill. The current processing agreement was completed in November 2010.	985	*(73)%*	-	*N/a*
198	**Operating Costs** relate to labour, material, consultancy and power costs for operating the mill for processing the ore under the toll processing agreement.	611	*(68)%*	-	*N/a*
698	**General and administrative expenses** were higher than the previous quarter by $15,000. Employment costs reduced by $47,000 as a result of reduced share based payment expenses, legal and professional fees increased by $25,000 due to increased registrar charges and increased auditor review fees, travel and investor relation costs increased by $27,000 and general office expenses increased by $10,000. In comparison to Q2/10 administrative expenses increased by $140,000. Employment costs increased by $96,000 as a result of key management promotions and increases in employee related benefit obligations and share based payment expense, legal and professional fees reduced by $9,000 due to reduced AGM costs and travel and investor relations also rose by $43,000 due to increased marketing activities offset by a decrease in general office expenses of $10,000	683	*(2)%*	558	*(25%)*
81	**Foreign exchange gains** arising on the Gold Loan increased in Q2/11 as a result of the continued strengthening of the Canadian dollar against the US dollar during the quarter.	64	*26%*	-	*N/a*
31	**Exploration costs** increased compared to the previous quarters as a result of the review of various opportunities in the Ming Mine area.	28	*(10)%*	50	*38%*
4,212	**Mineral Properties.** The group incurred costs of $4.2 million in the quarter including labour costs of $0.9 million, consultancy costs of $1.1 million, contractor and material costs of $0.3 million, underground development costs of $1.1 million depreciation of $0.4 million, and finance costs of $0.2 million.	2,612	*61%*	-	*N/a*
9,017	**Capital spending on property, plant and equipment** increased during the quarter compared to the previous quarter reflecting the continued spending on equipment for the refurbishment of the mill, acquisition of underground mining equipment and office/dry building and other purchases related to the preparation of the Ming Mine for production. Underground mining equipment additions include $3.3 million financed through capital lease financing. The increase from Q2/10 is due to the reasons outlined above.	676	*1,233%*	5	*180,240%*
16	**Capital spending on exploration and evaluation costs** reduced during the quarter following the commencement of mine development on September 1, 2010.	461	*(97)%*	1,034	*(98)%*

***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 2011				
Revenue			266	985
Net Income/ (Loss)			(555)	(268)
Loss per Share (Basic & Diluted)			(0.006)	(0.003)
Fiscal 2010				
Revenue	-	-	-	-
Net Income/ (Loss)	(676)	(644)	(591)	(515)
Loss per Share (Basic & Diluted)	(0.008)	(0.008)	(0.007)	(0.006)
Fiscal 2009				
Revenue	-	-		
Net Income/ (Loss)	(470)	(520)		
Loss per Share (Basic & Diluted)	(0.008)	(0.009)		

Losses for the third and fourth quarters of 2009 started to fall as a result of a cost reduction programme. Losses for the first quarter of 2010 increased slightly mainly as a result of the weakening of the GB Pound against the Canadian Dollar. Losses for the second quarter of 2010 further increased as a result of increased legal and professional charges in connection with financing options and the AGM. The continued weakening of the GB Pound against the Canadian Dollar resulted in a further increase in losses in the third quarter of 2010. Losses in the fourth quarter of 2010 increased as a result of an unrealised exchange loss offset by reductions in legal and professional charges and staff costs. 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 toll processing in November 2010.

LIQUIDITY, CAPITAL RESOURCES AND FINANCIAL POSITION

The Group's holding of cash balances is kept under constant review and surplus funds are held on deposit. Given the current climate, the Group has taken 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	**At January 31,**	
	2011 $'000	**2010 $'000**
Cash $CDN	903	95
Cash $US	1,688	-
Cash GBP	52	39
Short-term Investments $CDN	2,024	4,175
Short-term Investments GBP	198	727
Total	4,865	5,036

Interest received on Canadian dollar deposits ranged from 1.06 – 1.10% during the quarter.

Net proceeds from financing activities during the quarter amounted to $6.6 million from the partial draw down received from the Gold loan of $6.7 million net of financing fees offset by finance lease repayments of $0.1 million.

Cash flows used in investing activities amounted to $8.2 million for the quarter. Investments included $0.1 million in a bearer deposit note, $3.9 million in mine development, $3 million on the Nugget Pond Mill and $1.2 million on property, plant and equipment. The group is required to hold a Letter 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 quarter end the Group holds bearer deposit notes totalling $1.96 million.

Subsequent to the quarter end, the final US$6M available under the Gold Loan agreement was received following approval of the final construction permits for the Ming Mine. Management continue to evaluate possible sources of finance to provide sufficient working capital for the forthcoming 12 months and are confident that such funds will be raised. At 21 March 2011 the Group has $7.6 million in cash and cash equivalents with a proportion invested in short dated term deposits and bankers acceptances.

Financial Instruments

The Group’s financial instruments as at January 31, 2011 comprised of financial assets of 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.

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 10 of the consolidated financial information for the six months ended January 31, 2011. There were no derivative instruments outstanding at January 31, 2011.

COMMITMENTS AND LOANS

At January 31, 2011, capital commitments made to third parties included:

Capital Commitments	$000
Property, Plant and Equipment	2,570
TOTAL	2,570

These commitments together with the ongoing evaluation and development of the mine will be partially financed from existing cash reserves from earlier equity fund raisings and cash provided under the terms of the Gold Loan agreement with Sandstorm Resources Ltd.

Purchase orders included mill equipment, groundwork and foundations, as well as steel fabrication and erection.

At January 31, 2001, interest bearing loans and borrowings comprised a gold loan of $13,990,000, finance lease commitments of $3,758,000 and a bank loan of $31,000.

The Group received an advance of US$ 7 million from the Gold Loan during the quarter. Subsequent to the quarter end, the final US$6 million available was received following approval of the final construction permits for the Ming Mine. The Group will now be required to place an additional $1.33 million in Letters of Credit to cover the full reclamation and closure liabilities on the project.

The Group entered into new finance leases of $3.3 million during the quarter to finance underground mining equipment.

RELATED PARTY TRANSACTIONS

Details of related party transactions are included in note 8 of the unaudited consolidated financial information for the six months ended January 31, 2011 and note 22 of the financial statements for the year ended July 31, 2010.

SUBSEQUENT EVENTS

On March 8, 2011 the Group received the final permits from the Government of Newfoundland and Labrador for the Ming Copper-Gold Mine. Subsequently, on March 14, 2011 the final US$6 million from Sandstorm under the terms of the Gold Loan agreement was received.

APPENDIX 1

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,**		
	January 31, 2011	**October 31, 2010**	**January 31, 2010**
Revenue	266	985	-
Operating Expenses	(198)	(611)	-
Exploration Expenditure	(31)	(28)	(50)
Administrative expenses	(698)	(619)	(558)
Net Income (loss)	(555)	(268)	(591)
Per share (basic and diluted)	(0.006)	(0.000)	(0.007)
Cash Flow used in operating activities	(979)	(483)	(676)
Cash Flow used in investing activities	(8,248)	(1,941)	(716)
Cash Flow from (used in) financing activities	6,585	1,924	(103)
Net increase (decrease) in cash	(2,642)	(382)	(1,495)
Cash and cash equivalents at end of period	4,865	7,494	5,036
Total Assets	68,909	58,219	45,487
Total Liabilities	(22,758)	(11,555)	(1,431)
Working Capital	3,324	7,115	4,596
Weighted average number of shares outstanding	95,515	95,485	95,485
Loss per share	(0.006)	(0.003)	(0.007)

APPENDIX 2

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 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. In August 2010, the Group released its final NI43-101 Feasibility Study for the Ming Copper-Gold Mine. This enabled the Group to draw down the second instalment of the Gold Loan (see commitments and loan section above) of US$2 million. A further US$7 million of the final US$13 million was received in January 2011 and the final US$6 million was received subsequent to the quarter end. The Directors and management continue to evaluate possible sources of finance to provide sufficient project finance and working capital for the forthcoming 12 months. Whilst they are confident that such funds will be raised and have therefore concluded that the Group is a going concern, there is no certainty that such funds will be available when needed.

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 July 31, 2010.

Gold Loan

The Group calculates the effective interest rate on the Gold Loan based on estimates of future cash flows arising from the sale of payable gold (see note 6 to the Unaudited Consolidated Financial Information for the six months ended January 31, 2011).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 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 exploration and evaluation costs and the corresponding Gold Loan liability.

The financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

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. 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.

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 July 31, 2011:

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 2011
IAS 24 revised	Related Party Disclosures	No change to accounting policy, therefore, no impact	1 January 2011	1 August 2011
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 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 2010. Additional accounting policies have been applied in the current quarter are explained note 2 of the Unaudited Consolidated Financial Information for the six months ended January 31, 2011.

APPENDIX 3

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	95,515,000	--
Options	4,032,000*	$0.47

*if all options have fully vested

Effective 1 January 2011, in conjunction with the retirement of Mr. Leslie Little, Mr. Peter Mercer assumed the role of Corporate Secretary along with his other duties as VP Corporate Development. For future assistance please contact Mr. Mercer directly at +1-709-532-4990 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 future financial or operating performance of the Group, its subsidiaries 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, environmental risks, title disputes or claims and limitations of insurance coverage. 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 involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the parent company and/or its subsidiaries 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; fluctuations in the relative value of United States dollars, Canadian dollars and British Pounds; changes in planned parameters as plans continue to be refined; future prices of metals and 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 this MD&A. 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. Forward-looking statements contained herein are made as of the date of this MD&A and the Group 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. 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.