

ROME RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS

Report for the Third Quarter Ended

June 30, 2010

205 – 16055 Fraser Highway, Surrey, B.C. V4N 0G2
Telephone: (604) 507-2181
Fax: (604) 507-2187
Website: www.romeRMR.com

**ROME RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
QUARTERLY REPORT
FOR THE NINE AND THREE MONTHS ENDED JUNE 30, 2010**

The following discussion and analysis was prepared as of August 27, 2010 and should be read in conjunction with the Company's financial statements for the quarters end June 30, 2010 and 2009 and the annual audited consolidated financial statements and notes thereto for the years ended September 30, 2009 and 2008 both of which have been prepared in accordance with Canadian generally accepted accounting principles.

This Management Discussion and Analysis contains forward-looking statements in particular regarding the future price of certain commodities. Forward-looking statements are statements which relate to future events. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our industry, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Further information is available on the Company's website, www.RomeRMR.com, or on the SEDAR website, www.sedar.com.

DESCRIPTION OF BUSINESS

Rome Resources Ltd. was incorporated in British Columbia, continued its incorporation into Yukon on August 27, 2001, and continued back into British Columbia on August 25, 2005. The Company has three wholly owned subsidiaries, Minera Jackman, S.A. de C.V., and Roma Recursos S.A. de C.V., both incorporated in Mexico; and Rome Nevada Inc., a company incorporated in Nevada, USA. The Company currently holds a 100% interest in mineral rights in Argentina, and concessions in the states of Michoacan and Sonora, Mexico. The Company is a reporting issuer in British Columbia and Alberta, and trades on the TSX Venture Exchange under the symbol RMR and on the Frankfurt Stock Exchange short No. 33R.

During 2003, the Company dissolved its Argentinean subsidiary, Rome Resources S.A. All of Rome Resources S.A.'s assets and liabilities were transferred to the parent. The parent Company is registered to do business in Argentina itself and holds four properties there.

Financial Analysis

The loss for the three months ended June 30, 2010 was \$77,996 or \$0.004 per share compared to \$49,999 or \$0.005 per share for same three months of 2009. In the nine months, the loss was \$381,730 or \$0.028 per share, compared to \$195,937 or \$0.019 per share in the same nine months of 2009. Stock-based compensation amounted to \$Nil in the current quarter, and \$103,717 in the nine months, compared to \$Nil in the three and nine months of last year.

The following is an analysis of major components of expenses for the quarter:

Administration and general expenses were \$18,159 in the 2010 quarter, compared to \$5,975 in the June 30, 2009 quarter. In the nine months, the expenses were \$60,391 compared to \$51,764 in the 2009 nine months. A breakdown of these expenses is as follows:

Expense	Three Months Ended June 30		Nine Months Ended June 30	
	2010	2009	2010	2009
Filing fees	\$ 4,584	201	23,047	8,814
Travel	9,785	1,481	25,574	24,612
Transfer Agent	1,452	1,008	3,449	2,592
Office and other	2,338	3,285	8,321	15,746
Total	\$ 18,159	\$ 5,975	\$ 60,391	\$ 51,764

Filing fees increased in the 2010 quarter and nine months due to fees for private placements in the 2010 quarter and nine months. Travel expense increased in the 2010 quarter due to an adjustment to expenses relating to the prior quarter. Office and other expense decreased in the 2010 nine months due to a refund of an overpayment relating to the 2009 periods.

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Financial Analysis, continued

Quarterly Results, continued

Accounting, audit and legal fees for the current three and nine months are as follows:

Expense	Three Months Ended June 30,		Nine Months Ended June 30	
	2010	2009	2010	2009
Legal	\$ 14,424	\$ 5,135	\$ 40,893	\$ 19,790
Accounting & Audit	17,925	19,497	55,440	55,204
Total	\$ 32,349	\$ 24,632	\$ 96,333	\$ 74,994

Legal fees were higher in 2010 due to private placements, granting of stock options, and other additional legal work in the periods.

Consulting fees were \$14,647 in the current quarter compared to \$14,131 in the 2009 quarter, and \$93,808 in the 2010 nine months, compared to \$49,512 in the 2009 nine months. The Company paid \$7,000 as a retainer and fees to a financing consultant, and also paid \$23,900 to a European consultant to complete listing on the Frankfurt Stock Exchange. A foreign exchange loss of \$11,775 was incurred in the 2010 quarter, compared to \$1,226 in the 2009 quarter. In the nine months, the foreign exchange loss was \$22,922 compared to \$7,252 in 2009. The Company operates in Mexico and Argentina, and is subject to fluctuations in value of those currencies against the Canadian dollar.

The Comprehensive loss amounted to \$155,573 in the quarter and \$1,080,870 in the nine months of 2010, compared to \$725,672 in the three months and \$913,770 in the nine months of 2009. These book losses are the result of a substantial drop in the market price of the Company's investment portfolio, principally the shares of Uranio AG.

Liquidity and Capital Resources

Cash and Solvency

As at June 30, 2010 the Company had cash and short term investments of \$269,083, compared to \$92,389 at September 30, 2009. Working capital amounted to \$151,016 as at June 30, 2010 compared to \$687,537 as at September 30, 2009. As the Company has no sources of revenue other than minor amounts of interest income, it will have to rely upon the sale of equity securities, including private placements, exercise of warrants, and exercise of options, to provide funding for exploration and development of its mineral interest, and for administrative expenses.

Operating Activities

Cash flow from operating activities was a use of funds of \$441,545 for the three month period and \$368,474 in the nine months ended June 30, 2010 compared to a use of funds of \$62,210 in the same three months and \$148,183 in the nine months of 2009.

Financing Activities

Financing activities in the 2010 three month period were \$264,325, made up of \$913,075 from the issuance of shares from the exercise of stock options and share subscriptions received of \$648,750. In the nine months of 2010 the total was \$1,043,195 which was made up of cash proceeds from options exercised and private placements during the period. In 2009, the financing activities in the quarter and nine months were \$Nil.

The Company has been investing surplus funds in Government of Canada T-Bills, in order maximize interest income, and has been drawing funds from the investments as required primarily to fund exploration of its exploration properties, and to meet administration expenses as required.

Investing Activities

During 2010, investing activities for the quarter amounted to \$43,636 of mineral interest acquisition and exploration costs, and \$498,027 in the nine months, consisting of mineral interest acquisition and exploration costs of \$499,964 and proceeds from the sale of marketable securities of \$1,937. In the 2009 quarter, the company incurred \$132,383 of mineral interest acquisition and exploration costs and \$236,939 in the nine months.

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Related Party Transactions

During the period ended June 30, 2010 the Company paid or accrued to James L. Harris, a Law Corporation \$23,421 for legal services; paid or accrued to a company which employs Sheryl Jones, chief financial officer, and Peter Rook-Green, treasurer, \$31,500 for accounting services; paid Colin Godwin, director and president, \$110,850 for administration and geological consulting fees; and Jesus Bojorquez, director of the Company's Mexican subsidiary a total of \$28,490 for administration and geological consulting fees. At June 30, 2010, \$40,787 is included in accounts payable as owing to related parties; and \$6,957 is included in accounts and advances receivable as due from related parties for expense advances.

Outstanding Share Data

As at August 27, 2010, there were 17,602,001 common shares outstanding; of which 209,452 shares are held in escrow; of which the release of the balance of these shares is subject to the approval of the regulatory authorities having jurisdiction. There were also 3,135,000 share purchase warrants outstanding to purchase common shares of which 600,000 are exercisable at a price of \$0.32 per share expiring September 2, 2014; and 500,000 are exercisable at \$0.26 per share expiring December 11, 2011 and 2,035,000 are exercisable at \$0.30 expiring April 1, 2012. There are also 1,161,000 stock options outstanding to purchase shares exercisable at \$0.32 per share, of which 646,000 expire May 5, 2011 and 515,000 expire July 23, 2014.

Changes in Accounting Policies and Recent Accounting Pronouncements

New Accounting Standards Not Yet Adopted

International Financial Reporting Standards

The Canadian Accounting Standards Board ("AcSB") in 2006 published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with International Financial Reporting Standards ("IFRS") over a five-year transitional period. In February 2008 the AcSB announced that 2011 is the changeover date for publicly-accountable enterprises to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. For the Company, the transition date will be effective October 1, 2011 and the restatement for comparative purposes of amounts reported by the Company for the year ended September 30, 2011 will be required. Accordingly, as part of the Company's transition plan management has been reviewing IFRS information; attending seminars and webinars related to the changeover; and will prepare additional data and internal reports during 2010 for comparative purposes in 2011. Also as part of its plan, the Company will be providing training to its staff and consulting with its auditors on appropriate changes and disclosures that may be required for the Company and its subsidiaries.

Business combinations, consolidated financial statements and non-controlling interest

In January 2009, the CICA issued CICA Handbook Section 1582, "Business Combinations", Section 1601, "Consolidations", and Section 1602, "Non-Controlling Interests". These sections replace the former Section 1581, "Business Combinations", and Section 1600, "Consolidated Financial Statements", and establish a new section for accounting for a non-controlling interest in a subsidiary. Section 1582 establishes standards for the accounting for a business combination, and states that all assets and liabilities of an acquired business will be recorded at fair value. Obligations for contingent considerations and contingencies will also be recorded at fair value at the acquisition date. The standard also states that acquisition-related costs will be expensed as incurred and that restructuring charges will be expensed in the periods after the acquisition date. It provides the Canadian equivalent to IFRS 3, Business Combinations (January 2008). The section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011.

Section 1601 establishes standards for the preparation of consolidated financial statements.

Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in the preparation of consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of IFRS International Accounting Standards ("IAS") 27, Consolidated and Separate Financial Statements (January 2008).

Sections 1601 and 1602 apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption of these sections is permitted as of the beginning of a fiscal year. All three sections must be adopted concurrently. The Company is currently evaluating the impact of the adoption of these sections.

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MINERAL PROPERTIES

Introduction

Rome Resources Ltd. concentrates its exploration activities in Argentina and Mexico. Emphasis is on acquisition and development of gold, silver, copper and tungsten properties.

Rome's exploration in Argentina is on the **Varvarco Gold Vein and Gold Porphyry Project** in the northwestern corner of the Province of Neuquen. Properties related to this project total about 8,3650 hectares.

Rome's operations in Mexico are by its wholly owned subsidiary *Roma Recursos de Mexico, S.A. de C.V.* Exploration is mainly in the states of Michoacan and Sonora. Focus in Michoacan is on the **Inguaran Valley Copper-Silver-Gold-Tungsten Porphyry Project** (6,245 hectares), which is 25 kilometers east of La Huacana and 50 kilometers east of the capital city of Morelia. Porphyry copper prospects in the San Isidro area of Michoacan are also held. Exploration in Sonora includes the (i) **Don Luis Bulk Silver-Gold-Tungsten Gräsen-Porphyry Project** (30,300 hectares), approximately 40 to 60 kilometers north-northeast of Hermosillo, that received 2,000 meters of first stage diamond drilling this year, (ii) **La Colorada Bulk Gold Project** (21,700 hectares), about 40 kilometers east of the capital city Hermosillo, and (iii) **Los Muertos Bulk Silver-Gold Project** (2,661 hectares), about 80 kilometers southeast of Hermosillo.

Drill targets for a second stage drilling program, probably reverse circulation, are being established on the **Don Luis Bulk Silver-Gold-Tungsten Gräsen-Porphyry Project**. The recently drilled West Zone and Central Zone, as well as the undrilled East Zone will be drilled.

Drill targets also have been established on the following properties: (i) the Santos Gold Vein and Auque Breccia-Porphyry prospects in the **Varvarco Gold Vein and Gold Porphyry Project** in Neuquen, Argentina, (ii) the Esmeralda Grid and the LCL-5 Grid on the **La Colorada Bulk Gold Project**, Sonora, Mexico, (iii) the Nosit Grid on the **Los Muertos Bulk Silver-Gold Project** in Sonora, Mexico, and (iv) the Anali and Dos Cerritos areas in the **Inguaran Valley Copper-Gold-Tungsten Porphyry Project** in Michoacan, Mexico.

General information on exploration of these projects is available in News Releases and Annual Reports. These are available on SEDAR and at www.RomeResources.com. Specifically, the web site, in English and German, gives detailed geological descriptions and assays from the main properties. The reader is referred to this for summaries of the geological setting, exploration activities and diamond drill targets on these and ongoing projects.

Argentina in the Province of Neuquen: The Varvarco Gold Vein and Porphyry Project

The Varvarco Gold Vein and Porphyry Project covering about 8,365 hectares is drill ready. Proposed drilling targets include: (i) VLF geophysical anomalies with coincident geochemical anomalies over the Santos Gold Vein System, (ii) silicified bodies of hydrothermal breccias at Auque Breccia that are associated with gold geochemical anomalies and induced polarization chargeability anomalies, and (iii) intense alteration associated with breccias and unconformities at Auque Cap. The exploration targets are gold-sulfide veins and bulk-mineable gold \pm copper \pm molybdenum \pm silver mineralization of the porphyry style.

Mexico in the State of Michoacan: The Inguaran Valley Copper-Silver-Gold-Tungsten Porphyry Project

Rome's Inguaran Valley Copper-Silver-Gold-Tungsten Porphyry Project in the Inguaran Valley totals about 6,245 hectares. All concessions are wholly owned by *Rome* with the exceptions that the La Verdosa concession is subject to a 1.0% net smelter return payable to the Mexican government. Consideration is being given to the selling of the La Verdosa property because it is dominated by vein and breccias style mineralization without obvious bulk tonnage potential.

The following summarizes the significance of *Rome's Inguaran Valley Copper-Silver-Gold-Tungsten Porphyry Project*:

1. Central location within the Michoacan Copper Belt.
2. Several mined deposits, or showings with significant potential (e.g. Inguaran, La Verde and San Isidro) in the Michoacan Copper Belt.
3. Central location of the Inguaran Valley within the Inguaran batholiths—similar to the Valley Copper mine in south-central British Columbia.

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MINERAL PROPERTIES, continued

Mexico in the State of Michoacan: The Inguaran Valley Copper-Silver-Gold-Tungsten Porphyry Project, continued

4. Proximity of *Rome's* properties to an abyssal fault—comparable to the West Fissure in Chile—that passes through the center of the Inguaran batholiths and the porphyry.
5. Major copper occurrences (with significant tungsten) marked by geophysical, geochemical, alteration, and geological characteristics common to major porphyry deposits.
6. A central-valley induced polarization chargeability anomaly, with coincident anomalous soil copper geochemistry, that covers an area about seven kilometers long (northwest – southeast) by three kilometers wide (northeast – southwest).
7. Encouraging drill intersections of both porphyry copper style and vein mineralization (intense phyllic alteration associated with the copper minerals chalcopyrite and bornite—but minor pyrite).
8. Geophysical and geochemical anomalies that have not been drill tested.

The diamond drilling program in December 2004 of 12 holes, totaled 2,681 meters, and eleven trenches totaled 350 meters. The best hole in the Anali zone (ING04DD12) intersected 34.0 meters with a weighted average of 0.91% copper, and the best trench in the Anali zone intersected 58.0 meters of 0.91% copper and 58 meters of 0.73% copper. The best hole in the Dos Cerritos zone (ING04DD11) intersected 42.0 meters with a weighted average of 1.18% copper and the best trench in the Dos Cerritos zone (ING04TR12) intersected 20.0 meters (open at both ends) of 1.10% copper. Weighted average copper intersections and grades in diamond drill holes and trenches are 422.0 meters at 0.82% copper. Average of diamond drill hole check samples, mainly from the Anali and Dos Cerritos zones, above a cut-off of 0.4 percent copper was: 284 meters of copper mineralization averaging 0.83% copper, 0.0004 percent molybdenum, 0.113 g/t gold, 3.63 g/t silver and 3.73 g/t tungsten.

A 3,000 meter diamond drilling program from November 2006 to January 2007 also was completed. This program mainly tested geochemical and geophysical anomalies in the El Toro and Esmeralda areas in the northeastern portions of the area held by *Rome*. Results indicated mainly strong copper-zinc-lead veins in the El Toro area; these veins, significant for potential high-grade mining, are characteristic of mineralization peripheral to major porphyry mineralization. Although mineralized breccias were encountered on the Esmeralda property, it was dropped.

The Anali Zone was drilled in the program of 2004. This zone is characterized by intense phyllic alteration characteristic of porphyry style mineralization, which also is similar to the mineralization in the Dos Cerritos Zone. There are a number of important and significant copper intersections in a number of diamond drill holes in this zone.

The Dos Cerritos Zone was initially drilled in the program of 2004. One hole was drilled in 2006. The zone is characterized by intense phyllic alteration similar to the porphyry style mineralization and alteration in the Anali zone. Copper grades in several holes in this zone are significant.

Proposed diamond drilling on the Anali Zone and the Dos Cerritos Zone is being planned. Integrated analysis of geophysical, geochemical, geological and diamond drilling data, plus all available historical data, indicate that an extensive third-phase drill program on Anali and the Dos Cerritos Zones is justified.

Mexico in the State of Sonora: The La Colorada Gold Project

Rome's La Colorada Bulk Gold Project targets large, bulk-tonnage, open-pit disseminated gold and/or silver mines of the Cadiz-type. Seven concessions totaling about 21,700 hectares have been obtained by direct staking by *Rome*. These claims, centered around the village of La Colorada and the core claims held in the dormant mine area, are about 40 kilometers southeast of Hemosillo, which is the capitol of Sonora. These concessions strategically surround the historically important but recently deactivated La Colorada Gold Mine. A number of significant gold showing are known on *Rome's* properties. Two grids, Esmeralda and Lcl-5 have been surveyed by detailed soil and silt geochemistry and by short induced polarization geophysical surveys. This exploration has identified significant areas that are ready to drill. Regional geochemical sampling has identified additional areas that merit follow-up.

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MINERAL PROPERTIES, continued

Mexico in the State of Sonora: The La Colorada Gold Project, continued

LCL-5 Grid is due west of the old La Colorada mine and that covers a flat pediment area between this mine and the Santo Nino area. Geochemical soil grid have defined a soil gold anomaly about 11 kilometers long east-west and one to two kilometer wide north-south. Values of gold in soil samples are consistently greater than 100 ppb and commonly greater than 500 ppb along this trend. Several areas have soil anomalies greater than 3 grams per tonne (>3,000 ppb). This gold anomaly is particularly significant because: (i) the anomaly trend is the same as, and an extension to, the gold mineralization at the La Colorada mine, (ii) the gold anomaly is coincident with, or peripheral to, copper-molybdenum soil geochemical anomalies that indicate a correlation between gold and porphyry style mineralization—as has been identified at the La Colorada mine, (iii) the axis of several geochemical highs coincides with a resistivity [structural] break defined by the induced polarization survey, and (iv) one areas of intense anomalies marked by ferricrete/caliche, markedly red soil, and phyllic (quartz, muscovite and pyrite boxwork) altered granitic rock. Thus, the area is striking because it is close to, and similar in mineralogical and structural style to the La Colorada mine. The depth of the pediment cover is not known. The geological substrate, not exposed anywhere at the surface, has been interpreted from chargeability, resistivity and magnetic responses. Drill targets have been established.

Esmeralda Grid occurs near the junction of *Rome's* concessions “La Colorada”, “La Colorada 1” and “La Colorada 2”. This area, immediately north of the old La Colorada mine concessions, is marked by numerous abandoned mines, many small pits and large areas of red soil. Panning indicates widespread visible gold in surface materials. The most significant areas are within quartz feldspar porphyry. More than 1,000 samples, mainly soil, have been analyzed. A reconnaissance induced polarization survey has been completed and has aided in establishing drill targets.

Mexico in the State of Sonora: The Los Muertos Silver-Gold Project

Rome's Los Muertos Silver-Gold Project is about 80 kilometers southeast of Hermosillo in central Sonora, Mexico. The concessions covering this property form two blocks held by *Rome*: (i) Los Muertos North, and (ii) Los Muertos South. Los Muertos North and Los Muertos South cover about 2,103 hectares and 558 hectares, respectively; they total about 2,661 hectares.

Based on definition of induced polarization and geochemical anomalies a drilling program has been designed. The holes are targeted to find, in addition to silver-gold veins, larger Carlin or disseminated and manto types of silver-gold mineralization.

Mexico in the State of Sonora: The Don Luis Silver-Gold-Tungsten Greisen-Porphyry Property

Rome Resources Ltd's Don Luis Silver-Gold-Tungsten Greisen-Porphyry Property is in central Sonora, Mexico, about 45 kilometers north of Hermosillo, the capital of Sonora. It is in the municipality of Ures. *Rome* holds a total of 30,300 hectares by: (i) option [300 hectares] from Sr. Luis Ayala Barragan and Sra. Agripina Ayala Guerrero, and (ii) concessions [3,000 hectares].

Positive features of the **Don Luis Silver-Gold-Tungsten Property** include: (i) a large area of abundant World War II dry-placers for tungsten, which was strategic during that time, (ii) unique greisen-hosted mineralization, (iii) association of greisen with quartz porphyry over an area about three kilometers east-west by one kilometer north-south, (iv) scheelite and wolframite tungsten mineralization associated with gold, (v) encouraging silver, gold and tungsten values in regional soils, trench and diamond drill core sampling, (vi) visible gold, wolframite and scheelite in panned concentrates, (vii) locally visible gold in veins, (viii) abundant localities of “brain” rock [UST texture] and pegmatitic quartz [stockscheiders] characteristic of major molybdenum porphyry and greisens deposits, (ix) two areas of spectacular induced polarization chargeability anomalies, both with a diameter of almost one kilometer and a depth of at least 500 meters, (x) supergene surface leaching to a cap [sulfides are not visible at surface] depleted in copper, and possibly, molybdenum, indicating that supergene enriched blankets might exist, (xi) copper-molybdenum supergene-depleted soil geochemical anomalies coupled with high chargeability values indicate probable copper and molybdenum in fresh, hypogene mineralization at depth, (xii) abundant gold and tungsten in skarns common to this part of Sonora reflect a common and significant gold-tungsten district, (xiii) currently high prices for gold, tungsten and molybdenum, (xiv) an excellent regional address within the north-south trending mineralized belt characterized by the famous Cananea mine [copper-molybdenum, 100 km north of **Don Luis**] and the important El Creston project [molybdenum-copper, 40 km to north of **Don Luis**], (xv) low work index for the soft, mica rich mineralization that would contribute to low mining and milling costs, (xvi) easy access [within seven kilometers of paved road], (xvii) generally subdued topography that would facilitate open pit design, and (xviii) close proximity to several small villages and the major capital of Sonora at Hermosillo for labor, supplies and services.

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MINERAL PROPERTIES, continued

Mexico in the State of Sonora: The Don Luis Silver-Gold-Tungsten Greisen-Porphyry Property, continued

Drilling of 9 holes (Table 1: DLS10DD01 to DLS10DD09), totaling about 2,000 meters, was completed in March by Major Drilling de Mexico, S.A. de C.V. Core, mainly HQ, was split in the field, prepared in Hermosillo by Sonora Sample Preparation, S.A. de C.V., and analyzed in British Columbia, Canada, by Acme Analytical Laboratories (Vancouver) Ltd. of Vancouver, and Pioneer Laboratories Inc. of Richmond.

Drilling of seven holes in the West Zone was designed to test an induced polarization chargeability anomaly with flanking high resistivity and anomalous surface geochemistry. Trenches in leached capping in this zone have indicated important values in silver, gold and tungsten. The size of the West Zone chargeability anomaly is about one kilometer in diameter. Drilling to a vertical depth of about 400 meters encountered only oxidized leached capping. Core recovery was poor at about only 85% due to very blocky and faulted ground. This poor core recovery might have resulted in poor recovery of silver and gold, both of which are probably concentrated in limonite that was selectively lost during drilling or trench sampling. Consequently, all assay values are probably depleted to an unknown extent. No obvious explanation for the drill-targeted chargeability and resistivity anomalies, obtained from the induced polarization survey was obtained from the drilling.

Two holes were drilled in the Central Zone. These holes, designed to intersect quartz-hematite breccias, intersected significant greisens but no quartz-breccia.

Three major rock units were encountered in this drilling program. These units are: (i) quartz-feldspar porphyry, (ii) muscovite altered quartz-feldspar porphyry, and (iii) greisen. The content of silver, gold and tungsten increases with the above order of the units; thus, the best mineralization is in the greisen.

Assay results are significant and encouraging given the preliminary stage of exploration. Silver is particularly interesting, given that the trenches and drill holes intersected a total of 634 meters averaging 12 ppm silver. Holes DLS10DD01 and DD02 in the West Zone intersected significant silver—especially given the poor recovery—from top to bottom; both of these holes were 400 meters deep.

Rome's Don Luis Silver-Gold-Tungsten Greisen-Porphyry Property is unique. There are three zones: West, Central and East. Each of these zones could host a large tonnage porphyry-style open pit deposit.

Qualified Person

Colin I. Godwin, PhD, PEng, PGeo, is a Professor Emeritus of the Department of Earth and Ocean Sciences, The University of British Columbia. He is President and Director of the *Rome Resources Ltd.*, and is a qualified person as defined in National Instrument 43-101. He has verified the technical data in this report.

Caution Regarding Mineral Properties

Rome is in the process of exploring its resource properties and has not yet determined whether the properties contain minerals or mineral reserves that are economically recoverable. The recoverability of the amounts shown for resource properties and any related deferred costs is dependent on the existence of economically recoverable mineral reserves, and the ability of **Rome** to obtain the necessary financing to complete the development and future profitable production from the properties or proceeds from the disposition thereof.

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Summary of Quarterly Results

The following tables summarize information derived from the Company's financial statements for each of the eight most recently completed quarters:

Quarter Ended: Year:	June 30 2010	March 31 2010	Dec 31 2009	Sep 30 2009	June 30 2009	Mar 31 2009	Dec 31 2008	Sep 30 2008
Total								
Revenues	\$ 186	\$ —	\$ 7	\$ 33	\$ 13	\$ 473	\$ 2,394	\$ 2,554
(Loss) Gain in total	\$ <u>77,996</u>	\$ <u>(105,752)</u>	\$ <u>(197,982)</u>	\$ <u>(1,345,795)</u>	\$ <u>(50,000)</u>	\$ <u>(84,767)</u>	\$ <u>(61,171)</u>	\$ <u>277,401</u>
per share basis ⁽¹⁾	\$ <u>(0.004)</u>	\$ <u>(0.008)</u>	\$ <u>(0.016)</u>	\$ <u>(0.13)</u>	\$ <u>(0.005)</u>	\$ <u>(0.008)</u>	\$ <u>(0.006)</u>	\$ <u>0.03</u>

Trends, Risks and Uncertainties

The Company operates in Argentina and Mexico giving rise to risks from changes in foreign exchange rates. The Company is exposed to fluctuations in world metals prices, particularly for gold and copper, over which it has no control. Lower prices could cause the Company to discontinue exploration of its properties, and could make it difficult to raise funds.

Investor Relations

No investor relations firms were retained by the Company during the period ended June 30, 2010.

Subsequent Event

Subsequent to the period, the Company has arranged a private placement of 3,000,000 units at \$0.35 per unit, each unit consisting of one share and one-half of one warrant, each full warrant entitling the holder to buy one share for \$0.40 for a period of two years, subject to regulatory approval. Finders' fees are payable in accordance with regulatory policies. The proceeds of the placement will be used for mineral property costs and working capital purposes.

Approval

The Board of Directors of the Company has approved this Management Discussion and Analysis. Additional information is available on the Company's website, www.romeRMR.com, or on the SEDAR website, www.sedar.com.