

**ROCKHAVEN RESOURCES LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED OCTOBER 31, 2007**

Background

This discussion and analysis of financial position and results of operation is prepared as at January 14, 2008 and should be read in conjunction with the Company's audited financial statements for the year ended October 31, 2007 and 2006 where necessary. The audited financial statements have been prepared in accordance with Canadian generally accepted accounting principles. All dollar figures included therein and in the following Management's Discussion and Analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Forward-Looking Statements

Certain statements contained in the following MD&A constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

Company Overview

Rockhaven Resources Ltd. ("Rockhaven" or "Company") is a company engaged in the exploration of mineral properties and is currently focused on mineral interests in the Larder Lake Mining Division, Ontario. The Company was listed on the Canadian Trading and Quotation Systems Inc. ("CNQ") on February 28, 2006 under the symbol "ROCK".

Proposed Transaction

On November 1, 2007 the Company entered into a letter of intent ("LOI") with Strategic Metals Ltd. to acquire certain mineral exploration properties in the Yukon Territory. The consideration for the acquisition will be the issuance of 8,000,000 common shares of the Company at a deemed price of \$0.375 per share for total consideration of \$3,000,000. Pursuant to the terms of the LOI, the Company completed a private placement for gross proceeds of at least \$4,800,000. A news release dated November 6, 2007 detailing this transaction may be reviewed in its entirety on SEDAR at www.sedar.com.

North Abitibi Property

The Company's sole property interest is the North Abitibi Property (formerly known as Burntbush Property) located in the Province of Ontario and consists of an option to acquire a 100% legal and beneficial interest in 7 contiguous, unpatented claims in the

southeast quadrant of Hoblitzell Township, Larder Lake Mining Division, Ontario. The interest was acquired pursuant to the option agreement dated October 3, 2005 between the Company and Vista Gold Corp, an arm's length public company listed on the Toronto Stock Exchange and AMEX. Under the option agreement, Rockhaven can acquire a 100% interest in the property by spending: \$50,000 on or before January 27, 2007; an additional \$300,000 on or before January 27, 2009; and issuing 1 million common shares of Rockhaven, or an amount of Rockhaven common shares equal to a value of \$1,000,000 at the date of issuance, at Rockhaven's option on or before January 27, 2009. Concurrently, the Company also entered into an agreement with Tri Origin Exploration Ltd. ("Tri Origin") allowing Tri Origin the right to earn a 70% interest in the North Abitibi Property by making a cash payment to the Company of \$500,000 on or before January 15, 2009 and spending a total of \$750,000 on exploration, including \$150,000 by January 15, 2007; an additional \$250,000 by January 15, 2008; and an additional \$350,000 by January 15, 2009.

The currently known gold occurrences on the property are spread over a 7.5 km distance and at differing stratigraphic levels, which suggests that the whole Rockhaven property represents a favourable terrain for the occurrence of additional gold mineralization.

As of December 31, 2007 Tri Origin had completed expenditures of \$281,800 including \$212,719 spent on a 1,302 metre 7 hole diamond drilling program (Press Release May 2, 2007). The holes tested 4 separate geological structures located within a 2 square kilometre area believed to have potential to host gold mineralization.

Based on the results of this program an option agreement to acquire additional claims in the area has been executed. The new option is incorporated into the Rockhaven/Vista Gold agreement and gives Tri Origin, Rockhaven and Vista Gold the right to acquire a 100% interest in 9 claims totalling 5,000 acres. The new claims are located contiguous to both the north and south boundaries of the North Abitibi property.

Tri Origin has informed Rockhaven that it intends on completing a surface geophysical program to be followed by a second round of diamond drilling. Tri Origin has informed Rockhaven that it is having difficulties securing a diamond drilling rig and has requested an extension for its work expenditures from January 15, 2008 to August 15, 2008. Negotiations are ongoing.

Selected Annual Financial Data

	2007	2006	2005
	\$	\$	\$
Total revenues	-	-	-
Operating Expenses	84,742	141,746	10,886
Net Loss	74,859	130,761	10,806
Loss per Share - Basic and Diluted	(0.03)	(0.06)	(0.23)
Total Assets	312,815	387,942	196,844
Long Term Liabilities	-	-	-
Dividends	-	-	-

Information for 2005 is from the period of incorporation July 20, 2005 to October 31, 2005. The Company signed an agreement for an option to acquire certain mineral claims but was otherwise inactive during 2005.

In 2006, the Company listed on CNQ and operating costs increased accordingly. Operating costs in 2006 also included stock based compensation costs which are an estimate of the fair value of stock options granted to directors in February 2006.

Results of Operations

The following table sets forth selected data for:

	Three Months Ended		Year Ended	
	October 31		October 31	
	2007	2006	2007	2006
Administrative expenses:				
Audit and legal	\$12,180	7,180	21,195	22,022
Office facilities and administration	12,000	11,000	48,000	42,745
Transfer agent, listing and filing fees	1,749	1,672	11,440	20,416
Stock based compensation	-	-	-	43,290
Other	1,040	7,575	4,107	13,273
	26,969	27,427	84,742	141,746
Interest income	(3,035)	(3,578)	(12,483)	(10,985)
Qualifying transaction investigation costs	2,600	-	2,600	-
Loss for the period	\$ 26,534	\$ 23,849	74,859	\$ 130,761
Basic and diluted loss per share	\$0.01	\$0.01	\$0.03	\$0.06

In November 2005 the Company commenced paying a fee of \$3,500 per month for office facilities and administrative services. This fee was increased to \$4,000 per month in October 2006.

Higher transfer agent, filing and listing fees during the prior year were due to the costs of obtaining a listing on the CNQ in February 2006.

Stock based compensation costs (\$43,290) are an estimate of the fair value of 250,000 stock options granted to directors in February 2006. No options were granted during the current year.

Fourth Quarter Results

During the current quarter, the Company incurred \$2,600 in connection with the Company's proposed transaction to acquire certain mineral properties located in the Yukon Territory. Included in professional fees is an accrual for the Company's year-end audit. The accrual was increased in the current year to reflect anticipated higher costs due to increased financial and other reporting requirements. Other costs in fiscal Q4 of 2006 included amounts to document disclosure controls.

Cash Flows, Liquidity and Capital Resources

The Company had \$286,181 of working capital as at October 31, 2007 compared to \$368,540 as at October 31, 2006, reflecting the use of funds for ongoing expenses of maintaining a public company. The Company was not involved in any financing activity during the year.

To meet the option agreement requirements for acquisition of the North Abitibi Property in Ontario, the Company was obligated to incur \$50,000 of exploration expenditures before January 27, 2007 and will be required to incur an additional \$300,000 before January 27, 2009. However, the Agreement with Tri Origin will allow the Company to preserve its working capital while maintaining its exploration program. In April 2007 the Company, through Tri Origin, acquired an interest in an additional nine claims for \$7,500, which is the first of four payments. The Company is required to make three more payments totaling \$32,500 over the next three years in connection with the acquisition of these claims.

On November 1, 2007 the Company signed an LOI to acquire certain mineral properties located in the Yukon Territory. Subject to due diligence and receipt of all the necessary approvals, the purchase price of \$3,000,000 would be satisfied by issuing 8,000,000 shares of Rockhaven.

In December 2007 in accordance with terms of the LOI, the Company completed a private placement financing for gross proceeds of \$4,800,000. These funds are to be used to fund future exploration activities and to provide working capital.

The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. The Company has sufficient working capital at this time to meet its ongoing financial obligations for the coming year.

Quarterly Information

Operations:

	Interest income (\$)	Operating costs (\$)	Stock-based compensation (\$)	Net loss (\$)	Basic & diluted loss per share (\$)
Q4 – October 31, 2007	3,035	26,969	-	(26,534)	(0.01)
Q3 – July 31, 2007	3,016	14,855	-	(11,839)	-
Q2 – April 30, 2007	3,037	15,688	-	(12,651)	-
Q1 – January 31, 2007	3,395	27,230	-	(23,835)	(0.01)
Q4 – October 31, 2006	3,578	27,427	-	(23,849)	(0.01)
Q3 – July 31, 2006	3,640	17,449	-	(13,809)	(0.01)
Q2 – April 30, 2006	2,676	30,253	43,290	(70,867)	(0.03)
Q1 – January 31, 2006	1,091	23,327	-	(22,236)	(0.02)

Explanatory Notes:

The Company receives interest income from funds on deposit but has no sales revenue. Fluctuations in interest income are a reflection of amounts on deposit. The Company received net cash proceeds of approximately \$267,000 from its IPO in February 2006.

Operating costs for the quarter ended April 30, 2006 were up due to increased corporate activity and costs as the Company prepared for and completed the process of obtaining a listing on the CNQ.

During the quarter ended April 30, 2006, the Company incurred \$43,290 of stock-based compensation costs, a non-cash expense associated with the issue of 250,000 stock options to officers and directors.

Change of Accounting Policy

Effective November 1, 2006, the Company adopted the new standards announced by the Canadian Institute of Chartered Accountants (CICA); Sections 3855 *Financial Instruments – Recognition and Measurement*; Section 3865 *Hedges*; and Section 1530 *Comprehensive Income*. Under the new standards, all financial assets must be classified as held-to-maturity, loans and receivables, held-for-trading or available-for-sale and all financial liabilities must be classified as held-for-trading and other. Financial instruments classified as held-for-trading will be measured at fair value with changes in fair value recognized in net income. Financial assets classified as held-to-maturity or as loans and receivables and financial liabilities not classified as held-for-trading will be measured at amortized cost. Available-for-sale financial assets will be measured at fair value with changes in fair value recognized in other comprehensive income. All derivative financial instruments will be reported on the balance sheet at fair value with changes in fair value recognized in net income unless the derivative is part of a hedging relationship that qualifies as a fair value hedge, cash flow hedge or hedge of a net investment in a self-sustaining foreign operation.

The Company has assessed the impact that these Sections have on its 2007 interim financial statements and will apply any changes as required. As a result, the Company has no comprehensive income or hedges that affect the current financial statements and therefore, the Company has not included a statement of other comprehensive income.

Transactions with Related Parties

The Company pays Quest Management Corp. (“Quest”), a company related by virtue of a director and two officers in common, a monthly fee of \$4,000 for accounting and various office services.

The Company paid Quest a total of \$48,000 for the year ended October 31, 2007. In addition, the Company reimburses Quest for out of pocket direct costs incurred on behalf of the Company. Such costs include travel, postage, courier charges, printing and long distance telephone charges.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. This agreement may be cancelled by either party on one month’s written notice.

Outstanding Securities at January 14, 2008

	Number
Common shares	11,250,100
Stock options	100,000
Warrants	4,675,000

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Risks and Uncertainties

Exploration of mineral properties with a goal to seek new partners through joint ventures or other associations to fund continued property development involves a high degree of risk and the successful achievement of a profitable operation cannot be assured. Costs of finding and evaluating an ore body are substantial, and may take several years to complete. The Company must overcome many risks associated with an early stage exploration property. Outstanding items to be completed include, but are not limited to, identification and quantification of a commercially viable ore body, confirmation of the Company’s interest in the underlying claims and leases, completion of a feasibility study, securing a joint venture partner, funding of all costs related to a commercial operating venture, completion of the permitting process, securing a joint venture partner, detailed engineering and the procurement of a processing plant, and constructing a facility to support the property. Construction and operational risks including, but not limited to, equipment and plant performance, metallurgical, environmental, cost estimation

accuracy, and workforce performance and dependability will all affect the profitability of an operating property.

External financing, primarily through the issuance of common shares will be required to fund its activities. Although the Company has been successful in raising the necessary funds in the past, there can be no assurance that it will be able to do so in the future.

Controls and Procedures

The CEO and CFO have evaluated the effectiveness of the Company's disclosure controls and procedures and assessed the design of the Company's internal control over financial reporting as of October 31, 2007, pursuant to the requirements of Multilateral Instrument 52-109.

Management has concluded that, as of October 31, 2007, a weakness existed in the design of internal control over financial reporting caused by a lack of adequate segregation of duties between (a) the recording, review and reconciliation of purchases and (b) the recording of cash receipts and the reconciliation of bank accounts. This weakness should also be considered a weakness in the Company's disclosure controls and procedures.

Management has concluded and the board has agreed that, taking into account the present stage of the Company's development and the best interests of its shareholders, the Company does not have sufficient size and scale to warrant the hiring of additional staff to correct this weakness at this time. To help mitigate the impact of this weakness, senior management will continue their monitoring process and the advice of external advisors will be sought to determine if other cost effective compensating measures can be employed.

During the three months ended October 31, 2007, there were no changes to internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.