SOLOMON RESOURCES LIMITED
January 31, 2010

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SECOND QUARTER OF FISCAL YEAR 2010

Introduction

The following interim management's discussion and analysis ("MDA") has been prepared as of March 5, 2010. It is an update of both the annual MDA prepared as of November 25, 2009 and filed on SEDAR on November 27, 2009 and the interim MDA of December 9, 2009 and filed on SEDAR on December 22, 2009. It should be read in conjunction with the Company's unaudited, interim financial statements for the quarter ended January 31, 2010. The financial statements have been prepared in accordance with Canadian generally accepted accounting principles and all numbers are reported in Canadian dollars.

This discussion may contain forward-looking statements that involve inherent risks and uncertainties. The reader is cautioned that actual results may differ materially from those anticipated in the forward-looking statements. The interim financial statements have not been audited.

Additional information relating to the Company can be found on SEDAR at www.sedar.com and on the Company website at www.solomonresources.ca.

Exploration Activities from December 9, 2009 to Present:

Complete historical details regarding the Company's exploration properties may be found in the November 25, 2009 MDA that accompanied the Annual Financial Statements filed on SEDAR on November 27, 2009, as updated by the interim MDA of December 9, 2009 and filed on SEDAR on December 22, 2009.

As the Company's current projects are all in northern latitudes, exploration expenditure during the winter tends to be concentrated on the analysis of results; expenditures tend therefore to be lower during the winter than at other times of the year. The following commentaries summarize developments, and the costs thereof, since the interim MDA. More complete details of the Company's exploration projects can be found in a news release dated February 10, 2010.

Bonanza Sitka – Southwestern British Columbia, Canada

Since the publication of the interim MDA of December 9, 2009 and upon a further review of the results of the 2009 program, the Company has concluded that its exploration efforts are better directed to more attractive projects, notably the Cry Lake and Ten Mile Creek projects. The project has therefore been returned to its owner and no further work is planned.

Expenditure of $5,828 was incurred on the property during the quarter and a charge of $224,865 was incurred following the decision to write off the Company's investment in the project.

Cry Lake (Nizi) – Northcentral British Columbia, Canada

The 2009 diamond drill program, conducted during the first quarter of fiscal 2010, comprised 415 meters of drilling in one hole collared below the Discovery/Surprise Vein outcrop. The drilling encountered severe faulting with infill veining and stockwork which appear to correlate with surface geological mapping conducted by our field geologists prior to the drilling. The drill program was cut short by a sudden and severe winter weather system that forced the Solomon crews and drill contractor from the property in October 2009 and a planned drill hole designed to test the Discovery/Surprise Vein at depth was abandoned until 2010.

Gold values intersected in the two shallow holes that were completed in 2009 included 0.22 g/t gold and 32 g/t silver over 4.50 meters in DDH-CL-01 and 0.21 g/t gold and 93 g/t silver over 1.20 meters in DDH-CL-02. 4

Soil geochemical infill sampling confirmed the extent of the highly anomalous area identified by earlier operators with analyses up to 724 parts per billion (ppb) gold and 9314 ppb silver and significantly expanded the strong mercury soil anomaly south and east of the Surprise/Discovery Vein and will be explored by diamond drilling in the 2010 field season.

The 2010 program at Cry Lake, scheduled for June 2010, has a proposed budgeted of $CDN 500,000.

Expenditure of $40,799 was incurred in respect to the property during the quarter ended January 31, 2010.

Ten Mile Creek – Yukon Territory, Canada

To date, work carried out by the Company in respect to the Ten Mile Creek property has been in preparation for the preliminary exploration program planned to start in July 2010. The program will comprise grid cutting, soil geochemical sampling, surface geophysics and backhoe trenching.

Solomon continues to liaise with other exploration companies active in the nearby White Gold camp to capitalize on best exploration practices and sharing of resources in an effort to maximize the benefit realized from the planned exploration budget of $CDN 350,000.

The results of the surface exploration and helicopter-supported trenching will be analyzed at the conclusion of this preliminary program to determine if a diamond drill program is warranted in the autumn of 2010.

Expenditure of $17,921 was incurred in respect to the property during the quarter.

Sleitat Tin Project – Alaska, United States

There is nothing further to report on this property since the publication of the interim MDA December 9, 2009.

No expenditure was incurred on this property during the quarter.

Uranium Exploration Projects - Mongolia

As previously reported, the Company filed a Statement of Claim in the Administrative Court of Ulaanbaatar on January 22nd, 2009 seeking injunctive relief from the expropriation of the Company's tenures in Mongolia, the refusal of the Mongolian authorities to issue mineral licences to the Company pursuant to an earlier court decision and the attempt by those authorities to improperly transfer the expropriated licences to Areva subsidiary Cogegobi.

On October 10th, 2009 Judge S. Munkhjargal of the Administrative Court of Ulaanbaatar ruled that the Mongolian Cadastral office clearly violated the rights of the Company in not dealing with the various licence applications according to law. The judge ordered the government agencies to settle the applications of the Company's 100% owned subsidiary Solomon Resources Mongolia according to Mongolian law.

At this writing the Company is still awaiting the compliance of the Mongolian Cadastral Office with the court ruling.

On July 16th, 2009, the Mongolian Parliament passed new legislation to regulate the exploration, exploitation and development of uranium and other radioactive materials. The *Nuclear Energy Law* gives the Mongolian government the right to take ownership without payment of not less than 51% of the shares of a project or joint venture if the uranium mineralization was discovered by state funded exploration, and not less than 34% if state funding was not used to find the mineralization. Existing licence holders were required to apply to the State Administrative Authority for re-registration. Any licences that were not reregistered were to automatically be suspended.

Solomon filed applications to re-register its existing Baruunbayan exploration licences and the re-registrations were issued.

The Company does not plan any further investment in Mongolia and is actively seeking joint venture partners for its interests in Mongolia.

Ongoing investment in support of the Company's Mongolian operations, including license renewal costs, amounted to $35,083 in the quarter ended January 31, 2010.

Other Exploration Programs and Activities

While the Company will be focus on Ten Mile Creek and Cry Lake during 2010, the Company will continue to review property submissions from prospectors and other resource issuers to assess economic potential and suitability to our exploration parameters.

Projects are currently being assessed in British Columbia, Yukon Territory and other jurisdictions.

Financial information

Results of operations

Significant items		Three Months Ended January 31 2010	2009
Net income (loss)	$	(298,401)	(183,353)
General and administrative costs	$	119,963	198,405
Gain / (loss) on sale of investment	$	365	(79,125)
Cash spent on resource properties	$	350,099	(722,138)
Write off of expenditures on resource properties	$	(224,865)	(4,262)
Recovery of expenditures on resource properties	$	-	108,000
Gain / (loss) on exchange	$	42,566	114,345

In the second quarter of fiscal 2010, being the three months ended January 31, 2010, the Company had a net loss of $298,401 or $0.03 per share as compared to a net loss of $183,353 or $0.03 per share for the comparative quarter of fiscal 2009. The following discussion explains the variations in the key components of these numbers, but as with most junior exploration companies the results of operations are not the main factor in establishing the financial health of the Company. Of far greater significance are the properties the Company has, its working capital, its ability to raise fresh capital when necessary, and the company's on-going exploration programs.

Nominal interest income was received in the quarters ended January 31, 2010 and 2009.

The Company's general and administrative expenses continued to decline, being $119,963 (including stock based compensation of $16,986) in the quarter ended January 31, 2010 as compared to $198,405 (stock based compensation: Nil) in the same quarter of the previous year.

- Office and miscellaneous costs decreased partly due to the inclusion, in the second quarter of fiscal 2009, of certain travel costs in office and miscellaneous, and to the general reduction of office overheads to essential items only.
- Professional fees decreased to $13,417 from $ 54,653 primarily as a result of reduced legal fees in line with lower capital raising activity in the second quarter of fiscal 2010 as compared to the same quarter of the previous year.
- Management fees are substantially down on the comparable quarter of the previous year due to the capitalization of a higher proportion of management fees into resource expenditures. Further details in respect to management fees are provided below and in the section on related parties.
- Stock based compensation relates to 570,000 stock options that were awarded to directors, advisers and contract employees on December 1, 2009. No stock options were awarded in the comparative quarter of the previous year.
- Travel, promotion and shareholder costs are lower than in the previous year due to the capitalization of a higher percentage of travel costs to projects. Future travel and promotion costs are likely to increase following the appointment of an Investor Relations firm in February 2010 and the adoption of a more aggressive approach to investor relations.
- Stock exchange fees were lower in the quarter compared to the same quarter of fiscal 2009 due to lower corporate activity levels.
- Transfer agency fees have been rising steadily during the last six months and this is reflected in fees for the quarter of $9,533 as compared to $6,520 in the same quarter of the previous year.

Management is currently reviewing the services provided with a view to mitigating these costs in future.

Management fees expensed in the quarter included management fees of $10,855 (including $2,980 in stock based compensation) in respect to the Company's Chief Executive Officer, and $19,645 (including $2,980 in stock based compensation) in respect to the Company's Chief Financial Officer. If management fees are directly attributable to Company projects an appropriate portion of the fees are capitalized to the cost of the project. $18,750 in fees paid to the Company's Chief Executive Officer and $2,250 in fees paid to the Company's Chief Financial Officer were capitalized in the quarter ended January 31, 2010.

In the second quarter of fiscal 2010 the Company sold a portion of its investments in Integra Mining Ltd to finance its ongoing operations. Net proceeds on the sale were $23,755, representing a gain on cost of $365. In the second quarter of fiscal 2009 the Company had sold investments for net proceeds of $206,475 and realized a loss of $79,125.

In the quarter ended January 31, 2010 the Company wrote off its investment in the Bonanza-Sitka property and took a charge of $224,865.

In the quarter ended October 31, 2009 the Company recognized a gain on exchange of $42,566, compared to a gain of $75,072 recognized in the corresponding quarter of fiscal 2009. The difference is due to the lower value of Australian investments on the balance sheet at January 31, 2010 as compared to January 31, 2009, and to differing exchange rate movements in the two periods.

Summary of quarterly results for the last 8 quarters

Fiscal 2010		First quarter	Second quarter
Total revenues	$	4,667	3,496
Net income (loss)	$	(124,651)	(298,401)
Net income (loss) per share	$	(0.02)	(0.03)

Fiscal 2009		First quarter	Second quarter	Third quarter	Fourth quarter
Total revenues	$	6,871	4,770	-	5,883
Net income (loss)	$	(32,011)	(50,752)	(1,408,613)	(1,579,032)
Net income (loss) per share	$	0.00	(0.01)	(0.20)	(0.20)

Fiscal 2008		Third quarter	Fourth quarter
Total revenues	$	10,844	32,632
Net income (loss)	$	338,086	(895,647)
Net income (loss) per share	$	0.10	(0.20)

Notes:
1) Total revenue consists of gas royalties and interest income.
2) There were no discontinued operations or extraordinary items in the periods under review.

Quarterly results can vary significantly depending on whether the Company has realized any gain on sale of its investment, abandoned any properties or granted any stock options.

Liquidity and capital resources

In the quarter ended January 31, 2010 the Company sold listed investments for net proceeds of $23,755. Certain environmental bonds have been reclassified as receivables as the relevant properties have either been sold or abandoned; in each case the Company is beholden to the bureaucratic process of recovering the bonds from the relevant authorities. There were no new share issues in the quarter; however new equity is being sought subsequent to January 31, 2010 to fund the 2010 work programs and corporate overheads.

At January 31, 2010 the Company had net working capital, including investments, of $121,732 compared to $264,022 on July 31, 2009.

The Company's overhead expenditures for the next year, and the exploration programs it has planned, will be dependent on the Company having sufficient liquid assets and investments to cover such expenditures.

Off balance-sheet arrangements

There are currently no material off balance sheet arrangements and no new information to report since the annual management discussion and analysis.

Transactions with related parties

Randy Rogers, a director and Chief Executive Officer, provided management services to the Company through his private company, Longford Exploration Services Ltd at the rate of $750 per day. Total charges in the quarter were $29,605 (including $2,980 in stock based compensation) of which $18,750 was capitalized to exploration projects.

Paul Maarschalk, a director and Secretary and Chief Financial Officer, provided accounting and administrative services to the Company at the rate of $600 per day. Total charges in the quarter were $19,645 (including $2,980 in stock based compensation) of which $2,250 was capitalized to exploration projects.

Apart from the above there were no transactions with related parties in the quarter.

Material transactions subsequent to January 31, 2010

Subsequent to January 31, 2010 the Company appointed CHF Investor Relations for a twelve month contract as the Company's Investor Relations' firm at a monthly fee of $7,500.

The Company has also announced a private placement to raise $500,000 by way of 2,000,000 units of $0.25 each; each unit comprises one share and a warrant entitling the holder to subscribe for one share at $0.40 for two years.

Changes in accounting policies including initial adoption

See note one to the interim financial statements.

Financial instruments and other instruments

The Company's financial instruments include cash, receivables, investments and payables.

The Company's cash of $99,690 at January 31, 2010 consist of Canadian dollar, United States dollar and Australian dollar denominated checking accounts.

Receivables at January 31, 2010 include the refundable British Columbia Mining Exploration Tax Credit for 2009, calculated as approximately $50,000 (subject to tax assessment), and certain reclamation bonds referred to above under Liquidity and Capital Resources. Apart from these items, receivables and payables of $124,091 and $159,634 respectively are normal course business items that are usually settled within thirty days.

Investments of $29,412 are the market value of the Company's investments in other junior resource companies at January 31, 2010. The value the Company could realize on the sale of the remaining investments may differ significantly from the revalued amount recorded on the balance sheet.

Reclamation bonds of $10,000 represent bonds with, or cash payments paid in trust to, regulatory authorities in British Columbia in respect to properties which the Company is actively exploring. Subject to due process by the authorities and adequate clean up by the Company at the end of a project the bonds are recoverable.

A portion of the Company's investments ($22,237 at January 31, 2010) is the Company's investment in Integra Mining Limited, a gold mining company listed on the Australian Securities Exchange. Its current value in Canadian dollars is subject to fluctuations in the Australian dollar exchange rate in addition to normal market movements.