



**NOTICE OF MEETING  
AND  
MANAGEMENT INFORMATION CIRCULAR**

**TAKE NOTICE** that the annual general meeting (the "Meeting") of the shareholders of **STRATHMORE MINERALS CORP.** (the "Company") will be held on Wednesday, July 21, 2010 in the Computershare Trust Company of Canada Boardroom, on the 3<sup>rd</sup> floor, 510 Burrard Street, Vancouver, BC at 11:00 am for the following purposes:

1. To receive and consider the report of the directors and the Audited Financial Statements of the Company for the year ended December 31, 2009, together with the Auditor's Report.
2. To fix the number of directors at four.
3. To elect Directors for the ensuing year.
4. To appoint Ernst & Young LLP, Chartered Accountants, as the Auditor for the Company, and to authorize the Directors to fix the remuneration to be paid to the Auditor.
5. To reaffirm the Company's stock option plan for the ensuing year, as more fully set forth in the information circular accompanying this notice.
6. To transact such other business as may be brought before the Meeting.

The accompanying information circular provides additional information relating to the matters to be dealt with at the meeting and is deemed to form part of this notice.

If you are unable to attend the meeting in person, please complete, sign and date the enclosed form of proxy and return the same in the enclosed return envelope provided for that purpose within the time and to the location set out in the form of proxy accompanying this notice.

**DATED** at Vancouver, British Columbia, this 16th day of June, 2010.

**BY ORDER OF THE BOARD**

*"Steven Khan"*

Steven Khan, President