

STRATHMORE MINERALS CORP.

**CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)**

MARCH 31, 2008

UNAUDITED INTERIM FINANCIAL STATEMENTS

NOTICE

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited financial statements for the period ended March 31, 2008.

STRATHMORE MINERALS CORP.
CONSOLIDATED BALANCE SHEETS
(Unaudited – Prepared by Management)

	March 31, 2008	December 31, 2007
ASSETS		
Current		
Cash and equivalents	\$ 3,029,626	\$ 2,900,096
Short term investments	11,172,486	12,788,046
Receivables	413,649	1,468,621
Prepaid expenses	<u>117,384</u>	<u>59,687</u>
	14,733,145	17,216,450
Investments		
Property and equipment	4,348,330	6,047,770
Mineral property interests (Note 3)	<u>2,140,132</u>	<u>2,033,175</u>
	<u>18,569,736</u>	<u>16,923,140</u>
	<u>\$ 39,791,343</u>	<u>\$ 42,220,535</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current		
Accounts payable and accrued liabilities	<u>\$ 1,458,300</u>	<u>\$ 1,973,456</u>
Non-controlling interest (Note 3)	<u>2,749,006</u>	<u>2,265,823</u>
Shareholders' equity		
Capital stock (Note 4)	53,473,593	53,471,619
Contributed surplus (Note 4)	4,801,333	4,400,836
Deficit	(14,233,239)	(13,132,989)
Accumulated comprehensive loss	<u>(8,457,650)</u>	<u>(6,758,210)</u>
	<u>35,584,037</u>	<u>37,981,256</u>
	<u>\$ 39,791,343</u>	<u>\$ 42,220,535</u>

Nature of operations (Note 1)

Subsequent event (Note 10)

On behalf of the Board:

"Ray Larson"

Director

"David Miller"

Director

The accompanying notes are an integral part of these consolidated financial statements.

STRATHMORE MINERALS CORP.
CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT
(Unaudited – Prepared by Management)
THREE MONTH PERIOD ENDED MARCH 31

	2008	2007
GENERAL AND ADMINISTRATIVE EXPENSES		
Advertising and promotion	\$ 31,749	\$ 201,178
Amortization	90,917	30,950
Business development	72,858	32,576
Consulting fees	328,263	403,970
Insurance	22,667	57,352
Investment fees	7,184	26,133
Investors relations	1,072	1,950
Office and miscellaneous	96,440	55,261
Professional fees	212,384	127,606
Regulatory fees	22,100	29,800
Repairs and maintenance	3,877	-
Rent	26,172	38,466
Shareholder communications	18,731	6,798
Stock-based compensation (Note 4)	401,072	247,021
Telephone	16,376	13,325
Trade shows and conferences	39,357	109,123
Transfer agent	4,057	2,344
Travel	69,783	3,582
Vehicle expense	1,130	5,683
Wages and benefits	<u>161,305</u>	<u>201,548</u>
Loss before other items	(1,627,494)	(1,594,666)
OTHER ITEMS		
Interest and miscellaneous income	148,686	556,844
Foreign currency gain (loss)	14,667	(4,950)
Joint venture administration income	37,445	-
Gain on property option agreements	127,016	-
Realized gain on short term investments	1,107	-
Unrealized gain on short term investments	<u>198,323</u>	<u>12,134</u>
Loss before income taxes	(1,100,250)	(1,030,638)
Future income tax recovery	<u>-</u>	<u>1,737,356</u>
Net income (loss) for the period	(1,100,250)	706,718
Deficit, beginning of period	<u>(13,132,989)</u>	<u>(17,886,746)</u>
Deficit, end of period	<u>\$ (14,233,239)</u>	<u>\$ (17,180,028)</u>
Basic and diluted income (loss) per common share	<u>\$ (0.02)</u>	<u>\$ 0.01</u>
Weighted average number of common shares outstanding		
Basic	72,458,186	71,433,811
Effect of dilution of stock options and warrants	<u>-</u>	<u>2,929,187</u>
Diluted	72,458,186	74,362,998

The accompanying notes are an integral part of these consolidated financial statements.

STRATHMORE MINERALS CORP.
CONSOLIDATED STATEMENT OF COMPREHENSIVE LOSS
(Unaudited – Prepared by Management)
THREE MONTH PERIOD ENDED MARCH 31

	2008	2007
Net income (loss) for the period	\$ (1,100,250)	\$ 706,718
Other comprehensive loss:		
Loss on available-for-sale securities, net of future income tax recovery	<u>(1,699,440)</u>	<u>-</u>
Comprehensive income (loss) for the period	<u>\$ (2,799,690)</u>	<u>\$ 706,718</u>

STRATHMORE MINERALS CORP.
CONSOLIDATED STATEMENT OF ACCUMULATED OTHER COMPREHENSIVE LOSS
(Unaudited – Prepared by Management)
THREE MONTH PERIOD ENDED MARCH 31

	2008	2007
Accumulated other comprehensive loss, beginning of period	\$ (6,758,210)	\$ -
Other comprehensive loss:		
Loss on available-for-sale securities, net of future income tax recovery	<u>(1,699,440)</u>	<u>-</u>
Accumulated comprehensive loss, end of period	<u>\$ (8,457,650)</u>	<u>\$ -</u>

The accompanying notes are an integral part of these consolidated financial statements.

STRATHMORE MINERALS CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited – Prepared by Management)
THREE MONTH PERIOD ENDED MARCH 31

	2008	2007
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss) for the period	\$ (1,100,250)	\$ 706,718
Items not affecting cash		
Amortization	90,917	30,950
Unrealized gain on short term investments	(198,323)	(12,134)
Stock-based compensation	401,072	247,021
Future income tax recovery		(1,737,356)
Property investigation costs		-
Gain on property option agreements		-
Changes in non-cash working capital items:		
(Increase) decrease in receivables	1,027,203	(223,768)
(Increase) decrease in prepaid expenses	(57,697)	14,320
Increase in accounts payable and accrued liabilities	<u>332,121</u>	<u>348,803</u>
Cash used in operating activities	<u>495,043</u>	<u>(625,446)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Short term investments	1,813,883	(151,535)
Property and equipment purchased	(197,874)	(172,070)
Mineral property interests	(2,334,740)	(2,739,756)
Recoveries on mineral property interests	351,818	-
Cash transferred on plan of arrangement		-
Reorganization costs on plan of arrangement		<u>(63,320)</u>
Cash used in investing activities	<u>(366,913)</u>	<u>(3,126,681)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Capital stock issued	<u>1,400</u>	<u>3,158,081</u>
Cash provided by financing activities	<u>1,400</u>	<u>3,158,081</u>
Decrease in cash and equivalents during the period	129,530	(594,046)
Cash and equivalents, beginning of period	<u>2,900,096</u>	<u>5,299,908</u>
Cash and equivalents, end of period	<u>\$ 3,029,626</u>	<u>\$ 4,705,862</u>

Supplemental disclosure with respect to cash flows (Note 5)

The accompanying notes are an integral part of these consolidated financial statements.

STRATHMORE MINERALS CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)
MARCH 31, 2008

1. NATURE AND CONTINUACE OF OPERATIONS

Strathmore Minerals Corp. (the “Company”) is organized under the laws of the Province of British Columbia and is considered to be in the exploration stage.

The Company is in the process of exploring its mineral property interests and has not yet determined whether these properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral property interests and related deferred exploration costs is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete their development and upon future profitable production.

These consolidated financial statements have been prepared on a going concern basis, which contemplates that the company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company has no significant source of revenue, and has significant cash requirements to meet its administrative overhead and maintain its mineral property interests. The Company’s ability to continue as a going concern is dependent on its ability to raise equity financing and attain profitable operations. These statements do not include any adjustments to assets and liabilities should the Company be unable to continue in existence.

2. BASIS OF PRESENTATION

The interim period consolidated financial statements have been prepared by the Company in accordance with Canadian generally accepted accounting principles. All financial summaries included are presented on a comparative and consistent basis showing the figures for the corresponding period in the preceding year. The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of annual consolidated financial statements. Certain information and footnote disclosure normally included in financial statements prepared in accordance with Canadian generally accepted accounting principles has been condensed or omitted. These interim period statements should be read together with the audited consolidated financial statements and the accompanying notes included in the Company’s latest annual filing. In the opinion of the Company, its unaudited interim consolidated financial statements contain all adjustments necessary in order to present a fair statement of the results of the interim periods presented.

Principles of consolidation

These consolidated financial statements include the accounts of the following subsidiaries incorporated in the US:

	March 31, 2008	December 31, 2007
	Ownership	Ownership
Strathmore Resources (US) Ltd.	100%	100%
Roca Honda Resources, LLC	60%	60%
Nose Rock, LLC	100%	100%
Juniper Ridge, LLC	100%	100%
AUC, LLC	100%	100%

Significant inter-company balances and transactions are eliminated on consolidation.

2. BASIS OF PRESENTATION (cont'd...)

Change in accounting policy

The CICA has issued new standards which may affect the financial disclosures and results of operations of the Company for interim and annual periods beginning January 1, 2008. The Company has adopted the requirements commencing in the interim period ended March 31, 2008.

Section 1400 – Assessing going concern

This Section was amended to include requirements for management to assess and disclose an entity's ability to continue as a going concern.

Section 1535 – Capital disclosures

This Section establishes standards for disclosing information about an entity's capital and how it is managed. Under this standard the Company will be required to disclose the following, based on the information provided internally to the entity's key management personnel:

- (i) qualitative information about its objectives, policies and processes for managing capital,
- (ii) summary quantitative data about what it manages as capital.
- (iii) whether during the period it complied with any externally imposed capital requirements to which it is subject.
- (iv) when the Company has not complied with such externally imposed capital requirements, the consequences of such non-compliance.

Section 3862 – Financial instruments – disclosures

This Section requires entities to provide disclosure of quantitative and qualitative information in their financial statements that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the balance sheet date, and management's objectives, policies and procedures for managing such risks. Entities will be required to disclose the measurement basis or bases used, and the criteria used to determine classification for different types of instruments.

2. BASIS OF PRESENTATION (cont'd...)

Recent accounting pronouncement

Section 3862 – Financial instruments – disclosures (cont'd...)

The Section requires specific disclosures to be made, including the criteria for:

- (i) designating financial assets and liabilities as held for trading;
- (ii) designating financial assets as available-for-sale; and
- (iii) determining when impairment is recorded against the related financial asset or when an allowance account is used.

Section 3863 – Financial instruments - presentation

This Section was issued to enhance financial statement users' understanding of the significance of financial instruments to an entity's financial position, performance and cash flows. This section establishes standards for presentation of financial instruments and non-financial derivatives. It deals with the classification of financial instruments, from the perspective of the issuer, between liabilities and equity, the classification of related interest, dividends, losses and gains, and the circumstances in which financial assets and financial liabilities are offset.

International financial reporting standards (“IFRS”)

In 2006, the Canadian Accounting Standards Board (“AcSB”) 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 IFRS over an expected five year transitional period. In February 2008 the AcSB announced that 2011 is the changeover date for publicly-listed companies 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. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

STRATHMORE MINERALS CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)
MARCH 31, 2008

3. MINERAL PROPERTY INTERESTS

March 31, 2008	Roca Honda Property	Nose Rock/ Crown Point Property	Church Rock Property	Dalton Pass Property	Marquez Property	Jeep Property	Juniper Ridge Property	Rock Hill /Red Horse Property	Pine Tree/ Reno Creek Property	Sky/ Cedar Rim Property	Other Properties	Total Property Costs
Acquisition costs:												
Balance, beginning of period	\$ 498,970	\$ 652,022	\$ 397,325	\$ -	\$ 810,147	\$ 24,319	\$ -	\$ 834,496	\$ -	\$ -	\$ 1,323,744	\$ 4,541,023
Additions	-	-	-	-	-	-	-	-	102	-	18,636	18,738
Cost recoveries	-	-	-	-	-	-	-	-	(102)	-	-	(102)
Balance, end of period	<u>498,970</u>	<u>652,022</u>	<u>397,325</u>	<u>-</u>	<u>810,147</u>	<u>24,319</u>	<u>-</u>	<u>834,496</u>	<u>-</u>	<u>-</u>	<u>1,342,380</u>	<u>4,559,659</u>
Exploration costs:												
Balance, beginning of period	<u>5,876,874</u>	<u>149,347</u>	<u>2,226,021</u>	<u>-</u>	<u>20,238</u>	<u>134,919</u>	<u>-</u>	<u>64,994</u>	<u>-</u>	<u>1,014,908</u>	<u>1,788,581</u>	<u>11,275,882</u>
Incurred during the period												
Administration	45,049	-	46	-	-	-	23	-	4,941	118	2,268	52,445
Drilling	145,136	-	-	-	-	34	-	-	-	6,451	167	151,788
Equipment/Vehicles	-	-	-	-	-	-	-	-	-	-	-	-
Engineering	540,494	-	-	23	-	-	-	-	31,424	-	21,306	593,247
Environmental	60,812	-	-	-	-	-	46	-	-	46	76	60,980
Facilities/Construction	27,880	-	-	-	-	-	-	-	-	-	-	27,880
Geology & Geophysics	19,041	1,461	-	-	661	28	58	9,020	113,476	-	9,436	153,181
Health & Safety	4,351	-	-	-	-	-	-	-	-	38	4,387	8,776
Property	99	-	-	115	253,142	32	111	-	13,291	801	3,375	270,966
Permitting/Regulatory	249,043	-	523	-	11	67	17,704	-	65,395	(2,036)	135,248	465,955
Personnel Time	48,107	3,203	1,913	2,234	1,913	-	-	-	1,182	-	2,364	60,916
Quality Assurance	193	-	-	-	-	-	-	-	-	-	-	193
Travel	<u>22,313</u>	<u>132</u>	<u>(491)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>5,573</u>	<u>-</u>	<u>4,516</u>	<u>47</u>	<u>7,283</u>	<u>39,373</u>
	1,162,518	4,796	1,991	2,372	255,727	161	23,515	9,020	234,225	5,465	185,910	1,885,700
Cost recoveries	-	-	-	-	-	-	(23,515)	-	(234,225)	-	-	(257,740)
Prepaid exploration expenditures	-	-	-	-	-	-	-	-	-	-	<u>1,106,235</u>	<u>1,106,235</u>
Balance, end of period	<u>7,039,392</u>	<u>154,143</u>	<u>2,228,012</u>	<u>2,372</u>	<u>275,965</u>	<u>135,080</u>	<u>-</u>	<u>74,014</u>	<u>-</u>	<u>1,020,373</u>	<u>3,080,726</u>	<u>14,010,077</u>
Total costs	\$7,538,362	\$ 806,165	\$2,625,337	\$ 2,372	\$1,086,112	\$ 159,399	\$ -	\$ 908,510	\$ -	\$1,020,373	\$4,423,106	\$ 18,569,736

3. MINERAL PROPERTY INTERESTS (cont'd...)

Title to mineral property interests involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral property interests. The Company has investigated title to all of its mineral property interests and, to the best of its knowledge, title to all of its properties are in good standing.

New Mexico properties, USA

Roca Honda Property

On July 26, 2007, the Company completed an agreement with Sumitomo Corp. (“Sumitomo”) of Japan to develop the Roca Honda uranium project located in New Mexico. The Company has transferred its entire interest in the Roca Honda Property to Roca Honda Resources, LLC, a subsidiary in which the Company owns 60% and Sumitomo 40%. The Company and Sumitomo are committed to fund a US\$27,215,000 feasibility study, in proportion to their respective ownership interests by the end of fiscal 2011. Following completion of the feasibility study, should a positive decision be made to proceed, Sumitomo will contribute a pre-determined cash contribution for development of the Roca Honda mine. During fiscal 2007, the Company received US\$1,000,000 from Sumitomo for completing the agreement.

The Company had acquired its original 100% interest in the Roca Honda claims during prior years by paying \$227,970 and issuing 200,000 common shares valued at \$271,000.

The Company has consolidated Roca Honda Resources, LLC into its operations and recorded a non-controlling interest of \$2,749,006 to reflect Sumitomo’s 40% interest.

Nose Rock/Crown Point Property

The Company acquired a 100% interest in Nose Rock/Crown Point claims located in New Mexico, USA by paying \$206,991 and issuing 300,000 common shares valued at \$702,000.

On September 14, 2007 the Company granted Uranium International Corp. (formerly Nu-Mex Uranium Resources Inc.) (“UIC”) an option to acquire up to a 65% interest in the Company’s Nose Rock property by paying the Company US\$250,000 and issuing 5,000,000 common shares. A nominal value has been attributed to these shares. To earn its 65% interest, UIC is required to incur a total of US\$44,500,000 in exploration expenditures in stages over seven years. The Company retains the right to earn back a 16% interest in the project in consideration for US\$25,000,000.

Dalton Pass Property

On October 5, 2007, the Company granted UIC an option to acquire up to a 65% interest in the Dalton Pass property. To earn its 65% interest, UIC has paid US\$250,000 and is required to incur a total of US\$16,750,000 in exploration expenditures in stages over six years and pay the Company an additional US\$1,000,000 in cash or, at the option of UIC, common shares of UIC, in stages over four years. The Company retains the right to earn back a 16% interest in the project interesting consideration for US\$8,000,000

3. MINERAL PROPERTY INTERESTS (cont'd...)

New Mexico properties, USA (cont'd...)

Marquez Property

On September 5, 2007, the Company entered into a mineral lease agreement on the Marquez property located in New Mexico, for a period of ten years, with the option to extend the lease for an additional five years. The Company has paid \$805,700 (US\$750,000) and is required to make annual payments of US\$250,000 during the initial ten year term. To extend the lease for an additional five years, the Company is required to pay US\$750,000 and make annual payments of US\$300,000 thereafter. To extend the lease beyond fifteen years, the Company is required to pay an additional US\$750,000.

The property is subject to an 8% net proceeds production royalty. Should commercial production not commence by September, 2015, the Company will be required to pay additional annual minimum advance royalty payments of US\$250,000 which may be recovered from future production royalties.

Church Rock Property

The Company had acquired its original 100% interest in the Church Rock property during prior years by paying \$153,655 and issuing 100,000 common shares valued at \$135,500.

On May 31, 2007, the Company entered into an option agreement to acquire certain water rights in the McKinley county area of New Mexico. The purchase price was US\$4,000 per acre-foot per year of consumptive use and is payable as follows: an initial US\$100,000 deposit and 50% of US\$4,000 multiplied by the amount of water right authorized by the State Engineer. The remainder is to be paid at closing. The final amount to be paid will be determined in accordance with the agreement which includes a 5% escalator fee per year after the second year in which the petition to the State Engineer is being reviewed.

Wyoming properties, USA

Jeep Property

The Company acquired, by staking, a 100% interest in the Jeep property.

On July 31, 2007, the Company granted Yellowcake Mining Inc. (“Yellowcake”) an option to acquire a 60% interest in the Company’s Jeep property. To earn its 60% interest, Yellowcake is required to incur a total of US\$10,000,000 in exploration expenditures in stages to September 2013. The Company retains the right to earn back an 11% interest in the project in consideration for up to US\$10,000,000.

Juniper Ridge Property

The Company acquired a 100% interest in the Juniper Ridge property by issuing 100,000 common shares valued at \$147,000.

On March 14, 2007 the Company granted an option to acquire up to an 80% interest in its Juniper Ridge property to Yellowcake. The Company transferred its entire interest in the Juniper Ridge property to Juniper Ridge LLC. In return for the option, Yellowcake paid the Company US\$100,000 and issued 9,000,000 shares valued at \$9,779,900 in the capital of Yellowcake to Juniper Ridge LLC. To earn its interest, Yellowcake is committed to additional payments of US\$400,000 over four years and will fund US\$8,000,000 over five years toward the property’s exploration. Yellowcake will earn a 40% interest upon incurring US\$4,000,000 in expenditures and will be required to pay a royalty payment to the Company of 3% of the optioned portion of all future production. Pursuant to the agreement, Yellowcake had the option to enter into an equal partnership with the Company over any mining leases acquired from certain databases.

3. MINERAL PROPERTY INTERESTS (cont'd...)

Wyoming properties, USA (cont'd...)

Pine Tree/Reno Creek Property

The Company acquired a 100% interest in the Pine Tree/Reno Creek claims located in Wyoming, USA by issuing 300,000 common shares valued at \$610,000.

On August 20, 2007 the Company granted American Uranium Corporation (“American Uranium”) an option to acquire a 60% in the Pine Tree/Reno Creek property. The Company has transferred its entire interest in Pine Tree/Reno Creek to AUC, LLC. American Uranium has contributed 5,000,000 common shares valued at \$5,828,600 to AUC, LLC. To earn its 60% interest, American Uranium will contribute US\$33,000,000 for exploration by spending US\$1,500,000 in both the first year and second year, US\$2,000,000 in the third year, and US\$28,000,000 in the fourth year. American Uranium will have earned a 22.5% interest upon incurring US\$12,375,000 in expenditures and a 37.5% interest upon incurring the remaining US\$20,625,000. The US\$28,000,000 will be reduced proportionately depending on the results of a property evaluation.

Sky/Cedar Rim Property

The Company acquired a 100% interest in the Sky/Cedar Rim claims located in Wyoming, USA by issuing 50,000 common shares valued at \$86,250.

On July 31, 2007, the Company granted Yellowcake an option to acquire a 60% interest in the Company’s Sky/Cedar Rim property. To earn its 60% interest, Yellowcake is required to incur a total of US\$7,500,000 in exploration expenditures in stages to September 2011. The Company retains the right to earn back a 11% interest in the project in consideration for up to US\$7,500,000.

Rock Hill/Red Horse Property

On October 31, 2007 the Company acquired 100% of Rock Hill mineral claims by paying US\$770,960 and reimbursing the vendor for staking fees of \$46,500. The Company also acquired data related to this property by issuing 25,000 common shares valued at \$62,500. The property is subject to a 5% net proceeds royalty.

Gas Hills Mill Site Property

On December 10, 2007 the Company entered into an option agreement to acquire the Gas Hills Mill Site property locate in Wyoming and the related NRC license. The Company paid US\$10,000 for a one year option to acquire the property. The Company is required to pay an additional amount to complete the acquisition.

Other Properties

Other New Mexico Properties

The Company acquired a 100% interest in certain claims located in New Mexico, USA, by paying \$91,651. Certain claims are subject to a 1% royalty.

STRATHMORE MINERALS CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)
MARCH 31, 2008

3. MINERAL PROPERTY INTERESTS (cont'd...)

Other Properties (cont'd...)

Other Wyoming Properties

The Company acquired a 100% interest in a certain claims located in Wyoming, USA by paying \$87,560, incurring additional costs of \$261,887 and issuing 550,000 common shares valued at \$986,250.

Chord property, South Dakota

The Company acquired a 100% interest in a uranium property located in South Dakota, USA, by paying \$59,640. During fiscal 2003, the Company amended the terms of the lease agreement for consideration of 100,000 shares of the Company valued at \$56,000 and incurred additional fees of \$6,468. To earn its interest, the Company is required to make annual payments of either 50,000 common shares or US\$10,000 per year to July 1, 2008. During fiscal 2007, the Company paid \$11,000 (US\$10,000) (2006 - \$14,381 (US\$10,000)). The property is subject to a 2% gross royalty.

4. CAPITAL STOCK AND CONTRIBUTED SURPLUS

	Number of Shares	Capital Stock	Contributed Surplus
Authorized			
Unlimited number of common shares, without par value			
Issued			
As at December 31, 2006	70,631,548	\$ 69,061,053	\$ 1,591,993
Exercise of options	597,000	1,428,353	(417,553)
Exercise of warrants	1,179,363	3,224,985	(454,732)
Acquisition of mineral property interests	125,000	490,500	-
Tax benefits renounced to flow through share subscribers		(1,737,356)	-
Plan of arrangement (Note 4)	-	(18,995,916)	-
Cancellation of escrowed shares	(75,000)	-	-
Stock-based compensation	-	-	<u>3,681,128</u>
As at December 31, 2007	72,457,911	53,471,619	4,400,836
Exercise of options	1,000	1,974	(574)
Stock-based compensation	-	-	<u>401,071</u>
As at March 31, 2008	<u>72,458,911</u>	<u>\$ 53,473,593</u>	<u>\$ 4,801,333</u>

STRATHMORE MINERALS CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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MARCH 31, 2008

4. CAPITAL STOCK AND CONTRIBUTED SURPLUS (cont'd...)

Stock options and warrants

The Company has a stock option plan whereby, from time to time, at the discretion of the Board of Directors, stock options are granted to directors, officers, employees and certain consultants. The exercise price of each option is based on the market price of the Company's common stock at the date of grant less an applicable discount. The options can be granted for a maximum term of five years with vesting provisions determined by the Board of Directors.

Stock option and share purchase warrant transactions are summarized as follows:

	Warrants		Stock Options	
	Number	Weighted Average Exercise Price	Number	Weighted Average Exercise Price
Outstanding, December 31, 2006	1,720,688	\$ 2.53	4,195,000	\$ 1.82
Granted	-		2,650,000	2.74
Exercised	<u>(1,179,363)</u>	2.35	<u>(597,000)</u>	1.69
Outstanding, December 31, 2007	541,325	2.39	6,248,000	2.15
Granted	-		400,000	2.25
Exercised	-		(1,000)	1.40
Expired/Cancelled	<u>-</u>		<u>-</u>	-
Outstanding, March 31, 2008	541,325	\$ 2.39	6,647,000	\$ 2.16
Number currently exercisable	541,325	\$ 2.39	4,097,000	\$ 1.84

In conjunction with the plan of arrangement (Note 4), all the stock options outstanding as at June 19, 2007 vested immediately and the exercise price of all the stock options outstanding as at July 17, 2007 was amended to take into account the change in the fair market value of common shares as a result of transferring the spin-out assets from the Company to Fission.

STRATHMORE MINERALS CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)
MARCH 31, 2008

4. CAPITAL STOCK AND CONTRIBUTED SURPLUS (cont'd...)

Stock options and warrants (cont'd...)

The re-pricing of the stock options, along with the stock options and share purchase warrants outstanding as at March 31, 2008 is as follows:

	Number of Shares	Exercise Price Before Plan of Arrangement	Exercise Price as at December 31, 2007. After Plan of Arrangement	Expiry Date
Options	300,000	\$ 2.20	\$ 2.05	April 29, 2008
	125,000	2.50	2.34	April 13, 2009
	723,000	1.50	1.40	October 6, 2010
	100,000	3.00	2.80	December 15, 2010
	1,692,000	1.70	1.59	August 31, 2011
	657,000	2.10	1.96	October 27, 2011
	2,500,000	-	2.75	August 31, 2012
	150,000	-	2.50	November 21, 2012
	<u>400,000</u>	-	2.25	January 2, 2013
Total	<u>6,647,000</u>			
Warrants	541,325	\$ 3.25	\$ 2.39	May 9, 2008

All outstanding warrants of the Company at the completion date of the plan of arrangement are exercisable into one common share of the Company and one-third of one common share of Fission for each warrant exercised. The exercise price is split between the Company and Fission and has been determined using the same ratio that the fair market value of the Canadian and Peruvian net assets made up of the total net assets of the Company on July 17, 2007. The Company also extended the expiry date from November 9, 2007 to May 9, 2008 on warrants to acquire 541,325 common shares.

Stock-based compensation

During the three months ended March 31, 2008, the Company granted 400,000 (2007 – Nil) options to employees, consultants and directors. Accordingly, using the Black-Scholes option pricing model, the stock options are recorded at fair value in the statement of operations. Total stock-based compensation recognized in the statement of operations during the three months ended March 31, 2008 was \$401,071 (2007 - \$247,021) as a result of options granted and vested. This amount was also recorded as contributed surplus on the balance sheet. The weighted average fair value of options granted was \$2.25 (2007 - \$Nil) per option.

STRATHMORE MINERALS CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)
MARCH 31, 2008

4. CAPITAL STOCK AND CONTRIBUTED SURPLUS (cont'd...)

Stock-based compensation (cont'd...)

The following assumptions were used for the valuation of stock options:

	2008	2007
Risk-free interest rate	3.74%	-
Expected life	5 years	-
Annualized volatility	82.67%	-
Dividend rate	0.00%	-

5. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

	2007	2006
Cash paid during the year for interest	\$ -	\$ -
Cash paid during the year for income taxes	\$ -	\$ -
Cash and equivalents:		
Cash balances	\$ 2,812,096	\$ 5,189,185
Term deposits	<u>88,000</u>	<u>110,723</u>
	<u>\$ 2,900,096</u>	<u>\$ 5,299,908</u>

Significant non-cash transactions during the year ended March 31, 2008 included:

- a) Incurring mineral property expenditures of \$762,800 through accounts payable and accrued liabilities.

6. RELATED PARTY TRANSACTIONS

The Company entered into transactions with related parties as follows:

- a) Paid or accrued \$96,791 (2007 - \$37,000) for consulting fees to directors and companies controlled by directors.
- b) Paid or accrued \$93,088 (2007 - \$174,612) for consulting fees to officers of the Company.
- c) Paid or accrued \$35,500 (2007 - nil) for directors fees to directors and companies controlled by directors.

Included in accounts payable is \$61,943 for consulting and directors fees to directors, and companies controlled by directors.

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

An officer of the Company is also a former director of Yellowcake. The officer of the Company was a director of Yellowcake during the period the options on the Jeep and Sky properties were granted (Note 6).

7. SEGMENTED INFORMATION

The Company primarily operates in one reportable operating segment, being the exploration of mineral property interests and considers its loss from operations for fiscal years 2007 and 2006 to relate to this segment.

The Company had mineral property interests located in the USA, Canada and Peru and conducts administrative activities from Canada. The total amount of capital assets attributable to Canada is \$Nil (2006 - \$11,979,000), Peru is \$Nil (2006 - \$459,597) and the USA is \$18,869,736 (2006 - \$7,900,767).

8. CONTINGENCY

In January 2008 the Company received an invoice in the amount of \$182,616 from a Canadian drilling company. The invoice represents amounts for services to have been alleged performed during 2007. The Company unequivocally rejects this claim. The party has commenced legal proceedings and the Company will rigorously defend itself and will seek reimbursement for all costs associated with the defense from the claim or litigation. No amount has been accrued in these financial statements in respect of the claim as the outcome is not determinable. Any costs ultimately assessed against the Company in respect of this claim will be recorded in the period in which the actual determination of the liability, if any, is made.

9. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development and exploration of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of common shares, stock options and share purchase warrants. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets or adjust the amount of cash, cash equivalents, and short term investments.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

10. FINANCIAL INSTRUMENTS, COMPREHENSIVE INCOME AND RISK MANGEENT

The Company's financial instruments consist of cash and equivalents, short term investments, receivables, investments, accounts payable and accrued liabilities. Cash and short term investments are designated as held for trading and therefore carried at fair value, with the unrealized gain or loss recorded on the statement of operations. Investments are designated as available-for-sale and carried at fair value, with the unrealized gain or loss recorded in shareholders' equity as a component of other comprehensive income. These amounts will be reclassified from shareholders' equity to net loss when they are sold.

The Company's financial instruments are exposed to a number of financial and market risks, including credit, liquidity, foreign exchange, interest rate and price risks. The Company, may, or may not, establish from time to time active policies to manage these risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size, scale and pattern of its operations would warrant such hedging activities.

10. FINANCIAL INSTRUMENTS, COMPREHENSIVE INCOME AND RISK MANAGEMENT (cont'd...)

Credit Risk

Credit risk arises from the non-performance by counterparties of contractual financial obligations. The Company's credit risk is primarily attributable to short term investments and accounts receivable. The Company's primary counterparties related to its money market investments carry investment grade ratings. The Company manages credit risk for trade and other receivables through established credit monitoring activities. The Company concentrates cash management through its Canadian banking relationships and professional portfolio managers for cash investment management purposes. The Company does not have any significant concentration of credit risk exposure to any single counterparty. The Company's maximum exposure to credit risk at the reporting date is the carrying value of its receivables and short term investments.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The Company manages liquidity by maintaining sufficient cash, cash equivalents, and short term investment balances to meet its anticipated operational needs. Liquidity requirements are managed based on expected cash flow to ensure that there is adequate capital to meet short term and long term obligations.

Foreign Exchange Risk

The Company operates on an international basis and therefore, foreign exchange risk exposures arise from transactions denominated in foreign currencies. The majority of its business is conducted in US dollars and maintains cash reserves in Canadian dollars. Thus its foreign exchange risk arises primarily with respect to the US dollar. The Company does not use any derivative instruments to reduce its exposure to fluctuations in foreign currency exchange rates.

Market Risk

The Company's investments are equity instruments whose carrying value changes with general market and company-specific conditions. The Company does not actively trade in marketable securities.

11. SUBSEQUENT EVENT

Subsequent to March 31, 2008, the Company:

- a) Terminated its agreements with Yellowcake for the Sky, Jeep, and other data base projects. In addition, the Company and Yellowcake have agreed to amend certain terms regarding Yellowcake's commitment to fund \$8,000,000 of exploration on the Juniper Ridge property as follows:
 - i) contribute at least \$764,518 not later than May 1, 2008
 - ii) a minimum of \$300,000 not later that September 1, 2008
 - iii) a minimum of \$500,000 not later that December 31, 2009
 - iv) balance of the \$8,000,000 as agreed by both parties based on the availability of financing, but in any case not later that December 31, 2012.

MANAGEMENT'S DISCUSSION & ANALYSIS
STRATHMORE MINERALS CORP.
FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2008

Strathmore Minerals Corp. (the "Company") is a junior resource issuer primarily engaged in the acquisition, exploration, and development of uranium resource properties in the United States. Management believes that the development of uranium properties presents an opportunity for the following reasons:

- Increased worldwide energy demand
- Increased demand for uranium.
- Uranium Demand/Supply Imbalance, resulting in significantly higher uranium prices
- Potential for long-term increased demand from developing countries as they construct new nuclear power plants
- The Company's uranium projects are located in the United States where the domestic annual demand for uranium exceeds 50 million pounds, while production totals approximately 4-5 million pounds per year. The United States currently imports most of its domestic uranium requirements to meet the shortfall in supply.

This increased demand and higher prices has stimulated new exploration and development of both new and previously explored uranium properties.

This discussion should be read in conjunction with the financial statements and related notes of the Company for the quarter ended March 31, 2008 (the "Financial Statements"). The information in this Management Discussion and Analysis ("MD&A") contains forward-looking statements. These statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those included in the forward-looking statements. The information contained in this report is made as of May 26, 2008.

Plan of Arrangement with Fission Energy Corp.

During the first quarter 2007, Strathmore announced its intention to enhance shareholder value by spinning off its Canadian and Peruvian exploration properties, in addition to \$500,000 cash into a separate publicly traded company. At the Company's Annual General and Special Shareholder's meeting held in Vancouver on June 19, 2007, shareholders unanimously approved the spin-off and Fission Energy Corp. ("Fission") was created to hold the spin-out assets. The Plan of Arrangement (the "Plan") with Fission received British Columbia Supreme Court approval on June 22nd, and TSX Exchange and other regulatory approvals were received shortly thereafter.

Plan of Arrangement with Fission Energy Corp. (cont'd...)

Under the Plan, Strathmore shareholders received one new share of Strathmore Minerals Corp. and .333 shares of Fission Energy Corp. for each previously held share of Strathmore. During the quarter the Company announced the fair market value of distributed shares of Fission on July 17, 2007, the effective date of the Plan, to be 26.51% of the value of the previously held share of Strathmore. Shareholders are reminded that this determination of Fair Market Value is not binding on the Canada Revenue Agency or the US Internal Revenue Service. The above information is not intended to be, nor should it be considered to be legal or tax advice to any particular Shareholder, Option holder, or Warrant holder. Shareholders should consult with their tax advisors and review the Management Information Circular dated May 8, 2007.

Fission began trading as a new public company on July 25 on the TSX Venture Exchange under the symbol FIS.V, Strathmore Minerals Corp. continues to trade on the TSX Venture Exchange under the symbol STM.V. Upon completion of the Plan, all of Strathmore's uranium exploration and development properties are now located in the United States.

Performance Summary and Update

Strathmore's goal is to become a leading uranium producer in the United States. The Company finances its exploration and development through equity financing, by way of joint venture, option agreements or other means. The Company's primary properties are located in the two largest historical uranium producing districts in the United States: Grants, New Mexico and the Gas Hills, Wyoming.

During 2006, the uranium spot price began the year at US \$37.50 /lb. and reached a new all-time high of US \$72 /lb. by the end of the year. Development problems at Cameco's Cigar Lake uranium deposit during the second half of 2006 removed approximately 18-20 million pounds of expected production from the market place, causing the uranium price to surge to the upside. During the second half of 2007, the spot price of uranium continued its uptrend to approximately US \$138 /lb, before declining to approximately US \$60 /lb at the time of writing. The long-term contract price remained at US \$90 /lb to US \$95/lb throughout the quarter ending March 31, 2008.

In 2007, the Company continued to execute its strategy of advancing its core Wyoming and New Mexico properties towards production. In 2008, exploration and development will continue on the uranium projects discussed herein. A table highlighting uranium projects with NI 43-101 and historical resource summaries is found in the section titled Uranium Resources Summary by Properties.

Performance Summary and Update (cont'd...)

Wyoming Properties

Gas Hills Properties

During 2007, Strathmore announced that it had increased its land holdings in the Gas Hills to in excess of 33,000 acres (12,950 ha). The Company is now the largest land holder of uranium properties in the Gas Hills, which includes a 100% interest in six near-surface open pit deposits with historical resources. As a result, the Gas Hills now makes up the Company's core uranium land holdings in Wyoming. Permitting has been underway since late 2006. The deposits include George-Ver, Loco-Lee, Bull-Rush, Frazier LeMac, Andria, East Day Loma, and New Rock Hill (See below: Uranium Resources Summary by Property for additional detail) During the quarter ending March 31, 2008, the Company announced it had staked additional lands in the Gas Hills known as the Amazon and Sunset deposits. Historical resources total 2.1 million lbs U₃O₈. These newly acquired properties complement Strathmore's existing Gas Hills deposits. In addition, the Company entered into an option agreement to purchase an existing NRC license and additional private mineral rights containing known uranium mineralization in the Gas Hills Uranium District, Wyoming.

The NRC license covers a historic mill site. It will be evaluated to determine if it can be used for a new mill or ore heap and/or vat leach facility in the Gas Hills. The private mineral rights are adjacent to existing Strathmore land holdings in the Gas Hills District and would be incorporated into new and expanded mining and milling scenario.

Strathmore shall have one year to evaluate the acquisition of the NRC License and uranium properties and any obligations associated with the option agreement. The Company expects to continue its main focus on evaluating and permitting its Gas Hills properties during 2008.

Sky Property

The Sky Property consists of 50 unpatented mining claims totaling 1,033 acres (418 hectares) located in the Gas Hills Uranium District. Sky is Strathmore's first project in Wyoming to begin data collection activities for permitting purposes. In August 2007, Strathmore and Yellowcake Mining (YCKM – OTCBB) completed a formal Joint Venture Agreement on the property to finance the development of the property. The intent is to develop the Sky project as a satellite ISR operation.

During the fourth quarter of 2007, the Company began the installation of groundwater monitor wells. However, rig difficulties were encountered and the drilling was terminated. Plans are being made to resume drilling during the spring/summer of 2008.

Subsequent to the quarter ending March 31, 2008, Strathmore terminated its agreement with Yellowcake Mining Inc. on the Sky property.

Performance Summary and Update (cont'd...)

Wyoming Properties (cont'd...)

Jeep Property

The Jeep Property comprises 152 claims totaling 1,270 hectares (3,140 acres). In July 2007, the Company completed a NI-43-101 technical report in and a first phase 4000m exploration drill program. In August 2007, a formal Joint Venture agreement with a revised expenditure schedule was signed with Yellowcake Mining Inc. Subsequent to the quarter ending March 31, 2008, Strathmore terminated its agreement with Yellowcake Mining Inc. on the Jeep Property.

Pine Tree Property

The project consists of approximately 16,000 acres (6,475 hectares) located in the central Powder River Basin in Campbell County, Wyoming. In September 2007, the Company completed a formal Joint Venture Agreement with American Uranium Corporation (“AUC”) (AUUM -OTCBB) over several nearby properties (Pine Tree, Four Mile Creek, West Reno, State and Private leases). Subsequent to the December 31st quarter end, Strathmore and American Uranium announced an amendment to this agreement. American Uranium agreed to increase its exploration and development expenditures from US \$5 million to US \$ 12.375 million to earn an initial 22.5% interest in the project. With this amendment, Strathmore has agreed to rescind its 11% buyback provision under the terms specified by the original agreement. All other terms as per the original agreement remain unchanged, including total expenditures of US \$33 million required to be spent by American Uranium to earn a 60% interest. In addition, the Company completed and SEDAR filed NI 43-101 technical reports for the West Reno Creek and the Southwest Reno Creek properties. The West Reno Creek property comprises about 15% of the total size of the project, while the Southwest Reno Creek totals approximately 17% of the entire Pine Tree Reno Creek project.

Juniper Ridge Project

The Juniper Ridge Property is located in the Poison Basin Uranium District of south-central Wyoming. The Company added 73 lode mining claims to the project during the summer, bringing the total number there to 201 claims in addition to one State of Wyoming Mineral Lease. The project now totals 4,793 acres (1,940 Hectares).

During the quarter the Company reviewed new data, which allowed for an updated historical resource estimate at its Juniper Ridge Project. The historical Measured & Indicated resource totals 5,971,000 tons grading 0.063% U₃O₈ for 7,539,000 pounds. This Measured & Indicated resource is not NI 43-101 compliant.

Performance Summary and Update (cont'd...)

Wyoming Properties (cont'd...)

Permitting activities on the property are ongoing. The Joint Venture recently received permits to begin the installation of six wells to monitor groundwater. Upon completion, pump tests will be performed to determine the hydrologic characteristics and samples will be obtained to determine baseline water quality. Drilling and installation activities are scheduled for spring 2008. In addition, plans for extensive exploration drilling to increase the extent of the known mineralization are under preparation.

Subsequent to the quarter ending March 31, 2008, Strathmore amended its agreement with Yellowcake Mining Inc. on the Juniper Ridge property. The amended terms are:

Yellowcake shall contribute exploration and development costs totaling a minimum of \$8 million, subject to a \$500,000 annual minimum as outlined in the following schedule

- \$764,518 not later than May 1, 2008.
- A minimum of \$300,000 not later than September 1, 2008.
- A minimum of \$500,000 not later than December 31, 2009.
- The balance of the \$8 million as agreed by both Parties based on the availability of financing, but in any case not later than December 31, 2012.

Strathmore shall continue to act as Manager of the Juniper Ridge project and will prepare programs for approval of the Joint Management Committee and Yellowcake Mining.

New Mexico Properties

Roca Honda Project

The Roca Honda property represents the Company's most significant uranium resource with a 43-101 compliant, measured & indicated resource of 17,512,000 lbs U₃O₈, and an inferred resource in excess of 15.8 million lbsU₃O₈.

Performance Summary and Update (cont'd...)

New Mexico Properties (cont'd...)

In July, the Company completed the Joint Venture agreement with Sumitomo Corp. of Japan to develop the Roca Honda Project. Under the terms of the completed definitive agreement, subsidiaries of Strathmore and Sumitomo have formed a 60/40 limited liability company (LLC) to affect the joint venture. Under the agreement:

- Sumitomo has paid Strathmore an additional US \$900,000 as part of its initial US \$1,000,000 total cash payment to Strathmore for entering the joint venture agreement. US \$100,000 was previously paid pursuant to the previously executed Exclusivity Agreement;
- The initial purpose of the joint venture will be to undertake and complete a bankable feasibility study to develop and mine Roca Honda, and Sumitomo will contribute 40% of the costs of the feasibility study;
- Upon completion of the feasibility study, the parties will make a final investment decision regarding their participation in the development of the project. If Sumitomo elects to participate in the development, it will make a pre-determined additional lump sum contribution to Strathmore. Following a positive investment decision by both parties, Strathmore and Sumitomo will together pursue the development and mining of uranium at the Roca Honda project;
- Strathmore and Sumitomo will enter into a Sales and Marketing Agreement whereby Sumitomo will market uranium produced from the project; and
- Sumitomo will have the right to enter into new projects that Strathmore undertakes as a joint venture partner in New Mexico.

During the period, the Company continued permitting activities at Roca Honda which began in 2006. The installation of four monitor wells has been completed. Each well was drilled to depths of approximately 2,000 feet (610 m) and will enable the Company to obtain vital geologic and hydrologic information, in addition to further defining the ore body and providing samples for initial mill process studies. On completion, pump tests will be performed on each of the four wells to determine baseline water quality. Planning for the installation of meteorological and radiological monitoring stations was begun, which will allow of the collection of background data for mine design and operations planning and to support mill process design currently underway. The planning process for the construction of a mill in New Mexico to support the Roca Honda resource is also continuing. Initial site studies for the mill and tailings, as well as mill process design investigations, supported by the current drilling program are underway.

Performance Summary and Update (cont'd...)

New Mexico Properties (cont'd...)

Roca Honda Project (cont'd...)

During installation of the second monitor well, a new uranium zone was discovered. This zone is located in Section 16, a previously unexplored area of the property. The well returned several intercepts as follows:

S2-Jmw-CH-07 Uranium Intercepts (eU₃O₈)

Interval (ft)	Thickness (ft)	Grade %	GT	Sand Unit	lbs U ₃ O ₈ / ton
1731 – 1734	3.0	0.16	0.48	A	3.2
1748 – 1757	9.0	0.56	5.08	A	11.2
1792 – 1793.5	1.5	0.20	0.30	B1	4.0

Dalton Pass

The Dalton Pass property comprises approximately 1320 acres (534 Hectares) of federal lode mining claims. In July 2007, the Company signed a Letter-of-Intent (LOI) with Uranium International Corp. (formerly Nu-Mex Uranium Resources Inc.) (“UIC”) to explore and develop the Dalton Pass Property. During the 4th quarter of 2007, the Company and UIC completed the agreement to jointly develop the property. Under the final terms of this agreement, the Company has granted UIC the right to earn-in a 65% interest in the project by:

- Paying to Strathmore \$250,000 (received in 2007); and
- Incurring a total of \$16,750,000 in work commitment expenditures on the Dalton Pass property and make additional payments totaling \$1,000,000 in cash or stock under the following schedule:
 - A \$1,000,000 work commitment expenditure plus \$250,000 payment in cash or stock by the end of year one;
 - An additional \$2,000,000 work commitment expenditure plus \$250,000 payment in cash or stock by the end of year two ;
 - An additional \$2,750,000 work commitment expenditure plus \$250,000 payment in cash or stock by the end of year three;
 - An additional \$3,000,000 work commitment expenditure plus \$250,000 payment in cash or stock by the end of year three;
 - An additional \$4,000,000 work commitment expenditure in the fifth year, and
 - An additional \$4,000,000 work commitment expenditure in the sixth year.

UIC will earn a 25% interest in the property once it has completed its commitments of \$1,000,000 in cash/stock and work of US\$8,750,000 on or before the anniversary of the fourth year. UIC will earn an additional 40% interest in the Property once UIC has completed its additional commitments of US\$8,000,000 in work on or before the anniversary of the sixth year. Following the sixth anniversary of the closing date, or other mutually agreed upon time, the operator will retain a third party engineering firm to prepare a Bankable Feasibility Study.

Performance Summary and Update (cont'd...)

New Mexico Properties (cont'd...)

Dalton Pass (cont'd...)

Should the third party evaluation result in a positive recommendation, Strathmore and UIC will then proceed with their pro-rata payments under the proposed joint venture agreement to further develop the project. Strathmore will have up to 90 days after the date the Bankable Feasibility report is delivered to elect whether or not to earn back a 16% undivided interest in the Property by paying US\$8,000,000 to UIC, providing UIC has met all its obligations to earn 65%.

Nose Rock

The Nose Rock Project is located northeast of Crownpoint within the Grants Mineral Belt in the State of New Mexico. The Company acquired the property through mineral leases or by claim staking and the Nose Rock Project as a whole consists of approximately 5,000 acres (2,023 Ha) of land. On September 14, 2007, Strathmore completed an agreement with UIC to earn-in up to a 65% interest in the Nose Rock Project on the following terms (all dollar amounts are in US\$):

- UIC will pay to Strathmore \$250,000 (received in 2007) on closing and issue to the limited liability company to be formed to consummate this joint venture between the parties 5,000,000 common shares in the Capital Stock of UIC; and
- UIC will incur a total of \$44,500,000 in work commitment expenditures on the Nose Rock Project in accordance with the following schedule:
 - \$1,000,000 in work commitment expenditures in each of the first and second years, and
 - Additional \$1,500,000 in work commitment expenditures in the third year,
 - an additional \$10,000,000 in work commitment expenditures in each of the fourth, fifth, and sixth years, and
 - an additional \$11,000,000 in work commitment expenditures in the seventh year.

The Company retains the right to earn back a 16% interest in the project in consideration for US\$25,000,000.

Uranium Resources Summary by Property

The following table updates the Company's uranium resources as at December 31, 2007. New property additions include the Andria, East Day Loma, and New Rock Hill projects in Wyoming's Gas Hills, and the Marquez Property in New Mexico. Additions and changes are anticipated over the following year as drilling databases are acquired and analyzed. The table includes NI 43-101 compliant (Measured and Indicated, and Inferred), and historical resources as defined by the results of exploration completed by previous mining companies. It revisits previously released information and adds the new historical and/or NI 43-101 resources where appropriate.

Uranium Resources Summary by Property (cont'd...)

Location	Previous Operator/Source (Date of Resource Estimate)	Resource Classification	Tonnage	Grade % U ₃ O ₈	lbs/U ₃ O ₈
Gas Hills (George-Ver, Bullrush, Loco- Lee), WY	Federal American Partners (1984)	Historical: Measured & Indicated	6,131,504	0.069	8,440,490*
Gas Hills Frazier LeMac, WY	Pathfinder (1996)	Historical: Measured & Indicated	696,327	0.11	1,522,000*
Gas Hills: Andria, WY	Federal American Partners (1984)	Historical: Measured & Indicated	739,565	0.06	949,100*
Gas Hills: East Day Loma, WY	Energy Fuels (1978)	Historical: Measured & Indicated	456,096	0.21	1,940,945*
Gas Hills: New Rock Hill WY	Adobe/Union Carbide (1977)	Historical: Measured & Indicated	900,000	0.05	900,000*
Gas Hills: Amazon: Gas Hills: Sunset	Federal American Partners (1984)	Historical: Measured and Indicated	284,572 1,394,924	0.064 0.065	365,019* 1,812,376*
Gas Hills, (Jeep), WY	Federal American Partners (1984) C. Snow, 43-101, (2007)	NI 43-101: Measured & Indicated NI 43-101: Inferred	316,636 152,762	0.08 0.05	483,395 168,003
Reno Creek, (West Reno), WY	Rocky Mountain Energy (1986) C. Snow, 43-101 (2008)	NI 43-101: Measured & Indicated NI 43-101: Inferred	5,677,929 2,633,800	0.065 0.065	7,433,499 3,406,771
Pine Tree, WY	Pathfinder (1980)	Historical: Measured& Indicated Historical: Inferred	1,947,000 625,000	0.07 0.06	2,646,000* 750,000*
Sec. 36 SW Reno Creek, & Claim Group, WY	TVA/Rocky Mountain Energy (1986)	NI 43-101: Measured & Indicated NI 43-101: Inferred	2,590,943	0.068	3,526,495
SWD Claims Area, WY	Utah International/ Pathfinder (1980)	Historical: Measured & Indicated Historical: Inferred	497,000 271,000	0.09 0.08	944,000* 400,000*
FMC Claim Area, WY	Rocky Mountain Energy (1986)	Historical: Measured & Indicated	1,992,000	0.09	3,670,000*
Ketchum Buttes, WY	Pathfinder (1980)	Historical: Measured & Indicated	1,135,000	0.064	1,454,900*
Juniper Ridge (Red Creek),WY	Urangesellschaft (1978)	Historical: Measured & Indicated	5,971,000	0.063	7,539,000*
Copper Mountain, WY	Anaconda (1997)	Historical: Indicated & Inferred	45,570,00	0.027	24,607,800*
Sky Project, WY	Exxon & Pathfinder (1980) C. Snow, 43-101, (2007)	NI 43-101: Indicated NI 43-101: Inferred	668,688 55,086	0.07 0.05	948,098 54,496
-Continued-					

Uranium Resources Summary by Property (cont'd...)

Location	Previous Operator/Source (Date of Resource Estimate)	Resource Classification	Tonnage	Grade % U ₃ O ₈	lbs/U ₃ O ₈
<i>Continued...</i>					
Church Rock, New Mexico	Kerr McGee (1980) D. Fitch, 43-101 (2005)	NI 43-101 Measured & Indicated NI 43-101 Inferred	6,221,467 1,950,560	0.10 0.09	11,848,007 3,525,342
Roca Honda, New Mexico	Kerr McGee (1980) D. Fitch, 43-101 (2006)	NI 43-101 Measured & Indicated NI 43-101 Inferred	3,782,000 4,546,000	0.23 0.17	17,512,000 15,832,000
Roca Honda North, New Mexico	Kerr McGee (1980)	Historical: Measured & Indicated	87,000	0.18	312,000*
Marquez, New Mexico	Kerr McGee (1980)	Historical: Measured, Indicated & and Inferred	2,754,000	0.17	9,362,000*
West Largo , New Mexico	Kerr McGee (1980)	Historical: Measured & Indicated Historical: Inferred	20,000 362,000	0.12 0.21	46,000* 1,534,000*
Nose Rock, New Mexico	Phillips Uranium (1979)	Historical: Measured & Indicated	6,694,217	0.135	18,230,955*
Dalton Pass , New Mexico	Pat hfinder (1980)	Historical: Measured & Indicated	3,470,000	0.07	4,735,000*
Sec. 2 13N 9W (New Mexico state lease)	Homestake (1979)	Historical: Inferred	198,665	0.167	665,268*
Chord, South Dakota	Union Carbide/TVA (1998)	Historical: Measured, Indicated & Inferred	1,727,000	0.11	3,800,000*

**The foregoing historical resource estimates presented in the table above were completed prior to the implementation of the NI 43- 101 requirements. Given the quality of the historic work completed on the properties in Wyoming and New Mexico discussed herein and the production history of Gas Hills Uranium District and the Grants Mineral District, the Company believes the resource estimates to be both relevant and reliable. However, a qualified person has not completed sufficient work to classify the historic mineral resources as current mineral resource, and is not treating the historic resources as current. Hence, they should not be relied upon. The technical information in this news release has been prepared in accordance with the Canadian regulatory requirements set out in National Instrument 43- 101 and reviewed by David Miller, President and Chief Operating Officer for Strathmore Minerals Corp., a qualified person under National Instrument 43-101*

All NI-43-101 reports referenced in this table can be reviewed in their entirety on SEDAR, www.sedar.com or the Company's website, www.strathmoreminerals.com

Deferred Exploration Costs

5. MINERAL PROPERTY INTERESTS (cont'd...)

March 31, 2008	Roca Honda Property	Nose Rock/ Crown Point Property	Church Rock Property	Dalton Pass Property	Marquez Property	Jeep Property	Juniper Ridge Property	Rock Hill /Red Horse Property	Pine Tree/ Reno Creek Property	Sky/ Cedar Rim Property	Other Properties	Total Property Costs
Acquisition costs:												
Balance, beginning of period	\$ 498,970	\$ 652,022	\$ 397,325	\$ -	\$ 810,147	\$ 24,319	\$ -	\$ 834,496	\$ -	\$ -	\$ 1,323,744	\$ 4,541,023
Additions	-	-	-	-	-	-	-	-	102	-	18,636	18,738
Cost recoveries	-	-	-	-	-	-	-	-	(102)	-	-	(102)
Balance, end of period	<u>498,970</u>	<u>652,022</u>	<u>397,325</u>	<u>-</u>	<u>810,147</u>	<u>24,319</u>	<u>-</u>	<u>834,496</u>	<u>-</u>	<u>-</u>	<u>1,342,380</u>	<u>4,559,659</u>
Exploration costs:												
Balance, beginning of period	<u>5,876,874</u>	<u>149,347</u>	<u>2,226,021</u>	<u>-</u>	<u>20,238</u>	<u>134,919</u>	<u>-</u>	<u>64,994</u>	<u>-</u>	<u>1,014,908</u>	<u>1,788,581</u>	<u>11,275,882</u>
Incurred during the period												
Administration	45,049	-	46	-	-	-	23	-	4,941	118	2,268	52,445
Drilling	145,136	-	-	-	-	34	-	-	-	6,451	167	151,788
Equipment/Vehicles	-	-	-	-	-	-	-	-	-	-	-	-
Engineering	540,494	-	-	23	-	-	-	-	31,424	-	21,306	593,247
Environmental	60,812	-	-	-	-	-	46	-	-	46	76	60,980
Facilities/Construction	27,880	-	-	-	-	-	-	-	-	-	-	27,880
Geology & Geophysics	19,041	1,461	-	-	661	28	58	9,020	113,476	-	9,436	153,181
Health & Safety	4,351	-	-	-	-	-	-	-	-	38	4,387	8,776
Property	99	-	-	115	253,142	32	111	-	13,291	801	3,375	270,966
Permitting/Regulatory	249,043	-	523	-	11	67	17,704	-	65,395	(2,036)	135,248	465,955
Personnel Time	48,107	3,203	1,913	2,234	1,913	-	-	-	1,182	-	2,364	60,916
Quality Assurance	193	-	-	-	-	-	-	-	-	-	-	193
Travel	<u>22,313</u>	<u>132</u>	<u>(491)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>5,573</u>	<u>-</u>	<u>4,516</u>	<u>47</u>	<u>7,283</u>	<u>39,373</u>
	1,162,518	4,796	1,991	2,372	255,727	161	23,515	9,020	234,225	5,465	185,910	1,885,700
Cost recoveries	-	-	-	-	-	-	(23,515)	-	(234,225)	-	-	(257,740)
Prepaid exploration expenditures	-	-	-	-	-	-	-	-	-	-	1,106,235	1,106,235
Balance, end of period	<u>7,039,392</u>	<u>154,143</u>	<u>2,228,012</u>	<u>2,372</u>	<u>275,965</u>	<u>135,080</u>	<u>-</u>	<u>74,014</u>	<u>-</u>	<u>1,020,373</u>	<u>3,080,726</u>	<u>14,010,077</u>
Total costs	<u>\$7,538,362</u>	<u>\$ 806,165</u>	<u>\$2,625,337</u>	<u>\$ 2,372</u>	<u>\$1,086,112</u>	<u>\$ 159,399</u>	<u>\$ -</u>	<u>\$ 908,510</u>	<u>\$ -</u>	<u>\$1,020,373</u>	<u>\$4,423,106</u>	<u>\$ 18,569,736</u>

Results of Operations

General and administrative expenses increased from \$1,594,666 for the three months ended March 31, 2007 to \$1,627,494 for the three months ended March 31, 2008. The net loss for the three months ended March 31, 2008 totaled \$1,100,250, compared to a net income of \$706,718 recorded in the three months ended March 31, 2007. The main reasons for the large variance in net income include future income tax recovery and higher interest income, recognized in the three months ended March 31, 2007. The decrease in interest income is due to lower cash balances than in the prior year.

The Company expects general and administrative expenses to continue to increase as the Company becomes more active in all geographic regions and hires additional employees. The Company now maintains 3 full-time offices. Headquartered in Kelowna, British Columbia, the Company also has an exploration and development office Riverton, Wyoming and a mine development office in Santa Fe, New Mexico.

Selected Annual Information

	2007	2006	2005
Income (loss) for the year	\$ 4,753,758	\$(2,310,688)	\$(1,622,502)
Total assets	42,220,535	53,490,354	30,770,777
Total liabilities	4,239,279	724,055	185,647
Shareholders' equity	37,981,256	52,766,299	30,585,130
Basic earnings (loss) per share	0.07	(0.03)	(0.03)
Diluted earnings (loss) per share	0.06	(0.03)	(0.03)

Summary of Quarterly Results

		1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
2006	Net Income (loss)	(500,780)	(745,149)	(137,342)	(927,417)
	Net Income (loss) per share	(0.01)	(0.01)	(0.01)	(0.01)
2007	Net Income (loss)	(1,042,772)	(1,325,342)	(2,010,938)	9,132,810
	Basic earnings (loss) per share	(0.01)	(0.02)	(0.03)	0.13
	Diluted earnings (loss) per share	(0.01)	(0.02)	(0.03)	0.12
2008	Net Loss	(1,100,150)			
	Basic (loss) per share	(0.02)			

Liquidity

As of March 31, 2008, the Company had working capital of \$13,274,845, including Cash and Equivalents of \$3,029,626 and Short-term Investments of \$11,172,486. An internal review found that Strathmore has no exposure to sub-prime mortgage paper. The Company's cash balances are managed by two professional portfolio managers and are invested in a diversified fixed income portfolio of government backed and corporate securities. The Company does not have any operating revenues as a junior resource company engaged in mineral exploration and development. The Company does not anticipate generating any operating revenues in the next few years. Historically, the Company has received revenues only from investment income on cash reserves held. The Company expects investment income on cash balances to be the only source of its income for the next several years. The Company expects to rely upon equity financing as its primary source of funding.

Financing, Principal Purposes and Milestones

During the three months ended March 31, 2008, the Company conducted no placements of its common shares.

During the year ended December 31, 2007, the Company completed its Form 20-F Registration in the United States, and is now a fully reporting issuer with the United States Securities and Exchange Commission. This voluntary registration requires the Company to submit timely filings under Form 6-K and an annual filing under Form 20-F, and places the Company under the regulatory jurisdiction of the SEC. Management believes that such increased availability of corporate data will assist investors in the United States to better evaluate the Company. Strathmore is also presently reviewing alternatives for an exchange listing in the United States.

Change in accounting policy

On January 1, 2007, the Company adopted Canadian Institute of Chartered Accountants (“CICA”) Handbook Sections 3855 “Financial Instruments – Recognition and Measurement”, 3861 “Financial Instruments – Disclosure and Presentation”, 3865 “Hedges”, 1530 “Comprehensive Income”, and 3251 “Equity”, for fiscal years beginning on or after January 1, 2007. These standards have been adopted on a prospective basis with no restatement to prior period financial statements.

Financial instruments - Recognition and measurement

Section 3855 establishes standards for the recognition and measurement of all financial instruments, provides a characteristics-based definition of a derivative financial instrument, provides criteria to be used to determine when a financial instrument should be recognized, and provides criteria to be used when a financial instrument is to be extinguished. Under this standard, all financial instruments are required to be measured at fair value on initial recognition. Measurement in subsequent periods depends on whether the financial instrument has been classified as held-for-trading, held-to-maturity, available-for-sale, loans and receivables, or other financial liabilities. The Company has implemented the following classifications for its financial instruments:

- a) Cash and equivalents and short term investments have been classified as held-for-trading.
- b) Investments have been classified as available-for-sale.
- c) Receivables have been classified as loans and receivables and measured at amortized cost.
- d) Accounts payable and accrued liabilities have been classified as other financial liabilities and are measured at amortized cost.

Comprehensive Income

Section 1530 establishes standards for reporting and displaying comprehensive income. Comprehensive income is defined as the change in equity (net assets) from transactions and other events from non-owner sources. Other comprehensive income is defined as revenues, expenses, gains and losses that, in accordance with primary sources of GAAP, are recognized in comprehensive income, but excluded from net income. This would include holding gains and losses from financial instruments classified as available-for-sale.

Financing charges

Financing charges that reflect the cost to obtain new debt financing are expensed as incurred. Financing charges that reflect the cost to obtain new equity financing are deducted from shareholders equity.

Recent accounting pronouncements

The CICA has issued six new standards which may affect the financial disclosures and results of operations of the Company for interim and annual periods beginning January 1, 2008. The Company will adopt the requirements commencing in the interim period ended March 31, 2008 and is currently considering the impact this will have on the Company's financial statements.

Section 1400 – Assessing Going Concern

This Section was amended to include requirements for management to assess and disclose an entity's ability to continue as a going concern.

Section 1535 – Capital Disclosures

This Section establishes standards for disclosing information about an entity's capital and how it is managed. Under this standard the Company will be required to disclose the following, based on the information provided internally to the entity's key management personnel:

- i. qualitative information about its objectives, policies and processes for managing capital,
- ii. summary quantitative data about what it manages as capital.
- iii. whether during the period it complied with any externally imposed capital requirements to which it is subject.
- iv. when the company has not complied with such externally imposed capital requirements, the consequences of such non-compliance.

Section 3862 – Financial Instruments – Disclosures

This Section requires entities to provide disclosure of quantitative and qualitative information in their financial statements that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the balance sheet date, and management's objectives, policies and procedures for managing such risks. Entities will be required to disclose the measurement basis or bases used, and the criteria used to determine classification for different types of instruments.

The Section requires specific disclosures to be made, including the criteria for:

- i. designating financial assets and liabilities as held for trading;
- ii. designating financial assets as available-for-sale; and
- iii. determining when impairment is recorded against the related financial asset or when an allowance account is used.

Recent accounting pronouncements (cont'd)

Section 3863 – Financial Instruments - Presentation

This Section was issued to enhance financial statement users' understanding of the significance of financial instruments to an entity's financial position, performance and cash flows. This section establishes standards for presentation of financial instruments and non-financial derivatives. It deals with the classification of financial instruments, from the perspective of the issuer, between liabilities and equity, the classification of related interest, dividends, losses and gains, and the circumstances in which financial assets and financial liabilities are offset.

International Financial Reporting Standards (“IFRS”)

In 2006, the Canadian Accounting Standards Board (“AcSB”) 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 IFRS over an expected five year transitional period. In February 2008 the AcSB announced that 2011 is the changeover date for publicly-listed companies 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. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

Capital Resources

For the three months ended March 31, 2008, the Company had not entered into any property option agreement that require the Company to meet certain yearly exploration expenditure requirements. With the exception of the Company’s Roca Honda property, exploration partners are required fund exploration in advance of expenditure. Over five years, the Company will fund 60% of a \$US 27.2 million feasibility study for Roca Honda.

Outstanding Share Data

As at May 26, 2008, the Company has 72,458,911 common shares issued and outstanding. The Company also has 6,647,000 incentive stock options ranging in exercise price from \$1.40 to \$2.80 per share and 541,325 share purchase warrants for an exercise price of \$2.39 per share.

Transactions with Related Parties

During the three months ended March 31, 2008, the Company paid or accrued management consulting fees in the amount of \$30,448 to a company controlled by Devinder Randhawa, the Chairman and Chief Executive Officer of the Company. Management consulting fees of \$43,423 were paid or accrued to a company controlled by an officer, Steven Khan, for services provided to the Company. David Miller, the President and Chief Operating Officer, received \$66,343 for his services. Bob Hemmerling, the Secretary of the Company, received \$22,500 for his services. Patrick Groening, the Chief Financial Officer, received \$27,165 for his services. In addition, Directors' fees in the amount of \$7,000, \$6,500, \$7,250, \$7,000, and \$7,750 were paid to Devinder Randhawa, David Miller, Dieter Krewedl, Ray Larson, and Mike Halvorson, respectively.

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

An officer of the Company is also a former director of Yellowcake. The officer of the Company was a director of Yellowcake during the time the options on the Jeep and Sky properties were granted.

Contingency

In January 2008 the Company received an invoice in the amount of \$182,616 from a Canadian drilling company. The invoice represents amounts for services to have been alleged performed during 2007. The Company unequivocally rejects this claim. The party has commenced legal proceedings and the Company will rigorously defend itself and will seek reimbursement for all costs associated with the defense from the claim or litigation. No amount has been accrued in these financial statements in respect of the claim as the outcome is not determinable. Any costs ultimately assessed against the Company in respect of this claim will be recorded in the period in which the actual determination of the liability, if any, is made.

Financial Instruments and Comprehensive Income

The Company's financial instruments consist of cash and equivalents, short term investments, receivables, investments, accounts payable and accrued liabilities and amounts due to related parties. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value, unless otherwise noted. The Company is subject to financial risk arising from fluctuations in foreign currency exchange rates. The Company does not use any derivative instruments to reduce its exposure to fluctuations in foreign currency exchange rates.

Subsequent Events

Subsequent to March 31, 2008:

The Company terminated its agreements with Yellowcake for the Sky, Jeep, and other data base projects. In addition, the Company and Yellowcake have agreed to amend certain terms regarding Yellowcake's commitment to fund \$8,000,000 of exploration on the Juniper Ridge property as follows:

- i) contribute at least \$764,518 not later than May 1, 2008
- ii) a minimum of \$300,000 not later that September 1, 2008
- iii) a minimum of \$500,000 not later that December 31, 2009
- iv) balance of the \$8,000,000 as agreed by both parties based on the availability of financing, but in any case not later that December 31, 2012.