

ROCKY MOUNTAIN RESOURCES CORP.

Suite 1028, 550 Burrard Street
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Telephone: (604) 689-1428 / Fax: (604) 681-4692

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders (the “**Meeting**”) of **Rocky Mountain Resources Corp.** (the “**Company**”) will be held at the Four Seasons Hotel, Strathcona Room, 791 West Georgia Street, Vancouver, British Columbia, V6C 2T4 on **Wednesday, June 18, 2008** at the hour of **2:00 p.m.** (Vancouver time), for the following purposes:

1. to receive and consider the Financial Statements of the Company for the financial year ended **February 28, 2008**, together with the report of the auditors thereon;
2. to appoint Davidson & Company LLP, Chartered Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix the auditors’ remuneration;
3. to elect directors of the Company for the ensuing year;
4. to consider and, if thought fit, to pass an ordinary resolution renewing the Company’s Stock Option Plan;
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this Notice of Meeting are the Management Proxy Circular and the form of Proxy. The Company’s audited Financial Statements and Management’s Discussion & Analysis for the financial period ended February 28, 2008 are available online at www.sedar.com.

Shareholders who are unable to attend the Meeting are requested to read the information on the reverse of the enclosed form of Proxy and then to complete, date, sign and deposit the form of Proxy in accordance with the instructions set out in the Proxy and in the Circular.

BY ORDER OF THE BOARD

(signed) “*Thomas J. DeMull*”
Thomas J. DeMull,
President and Chief Executive Officer

Vancouver, British Columbia
May 14, 2008