

ROCKY MOUNTAIN RESOURCES CORP.

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

NOTICE OF ANNUAL & SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual & Special Meeting of Shareholders (the “**Meeting**”) of **Rocky Mountain Resources Corp.** (the “**Company**”) will be held at the offices of Davis LLP, 2800 Park Place, 666 Burrard Street, Vancouver, British Columbia, V6C 2Z7 on **Thursday, June 25, 2009** at the hour of **1:30 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, 2009**, 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; and
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 Information Circular, the form of Proxy and the audited Financial Statements and Management’s Discussion & Analysis for the financial year ended February 28, 2009. The Company’s audited Financial Statements and Management’s Discussion & Analysis for the financial year ended February 28, 2009 are also 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 21, 2009