

SECURITIES AND EXCHANGE COMMISSION

FORM 6-K

Current report of foreign issuer pursuant to Rules 13a-16 and 15d-16 Amendments

Filing Date: **2008-08-29** | Period of Report: **2008-08-27**
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FILER

Strathmore Minerals Corp.

CIK: **1310287** | IRS No.: **000000000** | State of Incorporation: **A1** | Fiscal Year End: **1231**
Type: **6-K** | Act: **34** | File No.: **000-52508** | Film No.: **081048147**
SIC: **1090** Miscellaneous metal ores

Mailing Address

700 - 1620 DICKSON AVENUE
KELOWNA A1 V1Y 9Y2

Business Address

700 - 1620 DICKSON AVENUE
KELOWNA A1 V1Y 9Y2
250-868-8445

FORM 6-K

**REPORT OF FOREIGN ISSUER PURSUANT TO RULE 13a-16 AND 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the Period August 2008 File No. 0-52508

Strathmore Minerals Corp.

(Name of Registrant)

700 - 1620 Dickson Avenue, Kelowna, B.C. Canada V1Y 9Y2

(Address of principal executive offices)

1. Change of Auditor Request
2. Notice from Former Auditor
3. Notice from New Auditor

Indicate by check mark whether the Registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

FORM 20-F FORM 40-F

Indicate by check mark whether the Registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Form 6-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Strathmore Minerals Corp.
(Registrant)

Dated: August 26, 2008

By: /s/ Bob Hemmerling
Bob Hemmerling,
Corporate Secretary



**NOTICE OF CHANGE OF AUDITOR
(National Instrument 51-102)**

TO: British Columbia Securities Commission
Alberta Securities Commission

The Board of Directors of Strathmore Minerals Corp. (**the Corporation**) has resolved to propose to the shareholders of the Corporation at the next annual general meeting of the shareholders of the Corporation, that successor auditors, Deloitte & Touche LLP, Chartered Accountants be appointed the auditors of the Corporation. The former auditors, Davidson & Company LLP has agreed to terminate their appointment as auditors of the Corporation effective as of August 19, 2008, and such has been approved by the Corporation's audit committee and the board of directors.

TAKE NOTICE THAT:

1. There were no reservations in the auditor's reports on the Corporation's financial statements for the period commencing at the beginning of the Corporation's two most recently completed financial years.
2. In the opinion of the Corporation, as at the date hereof, there have been no Reportable Events (as such term is defined in National Instrument 51-102) in connection with the audits for the period commencing at the beginning of the Corporation's two most recently completed financial years.

Dated this 19th Day of August, 2008

STRATHMORE MINERALS CORP.

By: 
Name: Patrick Groening
Title: CFO

Corporate Head Office

700 – 1620 Dickson Ave.
Kelowna, BC Canada V1Y 9Y2
Phone: 250-868-8445
Fax: 250-868-8493
Toll Free: 1-800-647-3303

Wyoming Office

2420 Watt Court
Riverton, WY 82501
Phone: 307-856-8080
Fax: 307-856-8084
Toll Free: 1-800-647-3303

Santa Fe Office

102 - 4001 Office Court Dr.
Santa Fe, NM 87507
Phone: 505-474-6646
Fax: 505-474-6066
Toll Free: 1-800-647-3303

E-mail: info@strathmoreminerals.com Website: www.strathmoreminerals.com

August 20, 2008

British Columbia Securities Commission
PO Box 10142, Pacific Centre
12th Floor, 701 West Georgia Street
Vancouver, BC
V7Y 1L2

Alberta Securities Commission
4th Floor, 300 - 5th Avenue S.W. Calgary, AB
T2P 3C4

Dear Sirs:

Re: Strathmore Minerals Corp. (the "Company")
Notice Pursuant to NI 51 – 102 of Change of Auditor

In accordance with National Instrument 51-102, we have read the Company's Change of Auditor Notice dated August 19, 2008 and agree with the information contained therein, based upon our knowledge of the information at this date.

Should you require clarification or further information, please do not hesitate to contact the writer.

Yours very truly,



DAVIDSON & COMPANY LLP
Chartered Accountants

cc: TSX Venture Exchange



1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, B.C., Canada V7Y 1G6
Telephone (604) 687-0947 Fax (604) 687-6172

August 20, 2008

British Columbia Securities Commission
Alberta Securities Commission

Dear Sirs:

Re: Strathmore Minerals Corp. (the Corporation)

As required by National Policy 51-102 (NI 51-102), we have reviewed the information contained in the Corporation's Notice of Change of Auditor dated August 19, 2008 and we do not disagree with the information contained in such notice.

Our understanding is that the notice will read as follows:

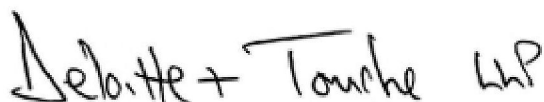
"The Board of Directors of Strathmore Minerals Corp. (the Corporation) has resolved to propose to the shareholders of the Corporation at the next annual general meeting of the shareholders of the Corporation, that successor auditors, Deloitte & Touche LLP Chartered Accountants, be appointed the auditors of the Corporation. The former auditors, Davidson & Company LLP has agreed to terminate their appointment as auditors of the corporation effective as of August 19, 2008, and such has been approved by the Corporation's audit committee and the board of directors.

TAKE NOTICE THAT:

1. There were no reservations in the auditor's reports on the Corporation's financial statements for the period commencing at the beginning of the Corporation's two most recently completed financial years.
2. In the opinion of the Corporation, as at the date hereof, there have been no Reportable Events (as such term is defined in National Instrument 51-102) in connection with the audits for the period commencing at the beginning of the Corporation's two most recently completed financial years."

We understand that the Notice of Change of Auditor, along with this letter and a similar letter from Davidson & Company LLP will be provided to the Company's registered shareholders with the meeting materials relating to the Company's next general meeting of shareholders.

Yours very truly,



Chartered Accountants

Cc: Strathmore Minerals Corp.
Davidson & Company LLP