

**GREYSTAR RESOURCES LTD.**  
(the "Company")

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of the Company will be held at Le Meridien King Edward, Knightsbridge Room, 37 King Street East, Toronto, Ontario, on Friday, June 3, 2011 at 9:30 a.m. (Toronto time), for the following purposes:

- (a) To receive the financial statements of the Company for the fiscal year ended December 31, 2010, together with the report of the auditors thereon;
- (b) To appoint auditors;
- (c) To determine the number of directors at seven;
- (d) To elect directors;
- (e) To consider and, if deemed appropriate, to pass an ordinary resolution approving the unallocated options to purchase common shares of the Company under the Amended & Restated Incentive Share Option Plan of the Company; and
- (f) To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

Registered shareholders who are unable to attend the meeting are requested to read the notes included in the enclosed form of Proxy and then to complete, date, sign and mail the enclosed form of Proxy, or to complete the Proxy by telephone or the internet, in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice.

DATED at Vancouver, BC, this 3<sup>rd</sup> day of May, 2011.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*David B. Rovig*"

David B. Rovig, Interim Chief Executive Officer

<p><b>If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the meeting.</b></p>
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