

**GRANDVIEW GOLD INC.**

330 Bay Street, Suite 820, Toronto, ON M5H 2S8

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

to be held on November 28, 2011

**TO THE SHAREHOLDERS OF GRANDVIEW GOLD INC.**

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of shareholders ("**Shareholders**") of common shares ("**Common Shares**") of Grandview Gold Inc. ("**Grandview**", or the "**Corporation**") will be held at 130 King Street West, Suite 1600, Toronto, ON M5X 1J5 at 10:00 a.m. (Toronto time) on Monday, November 28, 2011 for the following purposes:

1. to receive the financial statements of the Corporation for the year ended May 31, 2011, together with the auditors' report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation for the ensuing year and authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, to pass (with or without variation) an ordinary resolution of the disinterested shareholders approving and confirming an extension of the term of Common Share purchase warrants previously issued by the Corporation as set out in the proposed resolution set forth in the management information circular dated October 28, 2011 (the "**Circular**") of the Corporation, the text of which is incorporated herein by reference;
5. to consider and, if deemed advisable, to pass an ordinary resolution to repeal the existing By-Laws of the Corporation and to adopt new By-Laws, as more particularly described in the accompanying Circular; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

The specific details of the matters to be put before the Meeting as identified above are set forth in the Circular of the Corporation accompanying and forming part of this notice. Shareholders should refer to the Circular for more detailed information with respect to the matters to be considered at the Meeting.

**If you are a registered shareholder** of the Corporation and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to Equity Financial Trust Company, the registrar and transfer agent of the Corporation, at 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1 by no later than 5:00 p.m. (Toronto time) on November 25, 2011, or in the case of any adjournment of the Meeting, not less than 48 hours prior to the time of such meeting.

**If you are not a registered shareholder** of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.

The directors of the Corporation have fixed the close of business on October 28, 2011 as the record date for the determination of the shareholders of the Corporation entitled to receive notice of the Meeting.

By order of the Board of Directors

*"Paul Sarjeant"*

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**PAUL SARJEANT, P. Geo**  
Director, President and Chief Executive Officer

October 28, 2011