

GRANDVIEW GOLD INC.

36 Toronto Street, Suite 1000, Toronto, ON M5C 2C5

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

to be held on December 21, 2012

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 4100-66 Wellington Street West, PO Box 35, Toronto-Dominion Centre, Toronto, ON M5K 1B7 at 11:00 a.m. (Toronto time) on December 21, 2012 for the following purposes:

1. to receive the financial statements of the Corporation for the year ended May 31, 2012, 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 thought advisable, to pass, as required by the policies of the Toronto Stock Exchange, an ordinary resolution of the Shareholders ratifying the Corporation's stock option plan, reserving for grant options to acquire up to a maximum of twenty percent (20%) of the issued and outstanding shares of the Corporation calculated at the time of each stock option grant, which was previously approved by the Shareholders of the Corporation at the annual and special meeting of Shareholders held on November 30, 2006 and November 30, 2009; and
5. 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 Information Circular of the Corporation accompanying and forming part of this notice. Shareholders should refer to the Information 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 December 18, 2012, 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 November 19, 2012 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"

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

November 21, 2012