

GRANDVIEW GOLD INC.

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

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

to be held on April 14, 2015

TO THE SHAREHOLDERS OF GRANDVIEW GOLD INC.

NOTICE IS HEREBY GIVEN that an annual general 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 10:30 a.m. (Toronto time) on April 14, 2015 for the following purposes:

1. to receive the financial statements of the Corporation for the financial years ended May 31, 2013, and May 31, 2014, together with the auditors' reports thereon;
2. to appoint the auditors of the Corporation for the ensuing year and authorize the directors to fix their remuneration;
3. to consider, and if thought appropriate, to pass an ordinary resolution of the Shareholders ratifying the Corporation's stock option plan, as amended, reserving for grant options to acquire up to 16,232,606 Common Shares, being twenty percent (20%) of the issued and outstanding Common Shares of the Corporation calculated as of the date hereof, and upon completion of the Share Exchange, as defined in the accompanying management information circular (the "**Information Circular**"), such amount of Common Shares representing twenty percent (20%) of the issued and outstanding Common Shares as at the date thereof, which was previously approved by the Shareholders of the Corporation at the annual and special meeting of Shareholders held on November 30, 2006, November 30, 2009 and December 21, 2012;
4. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution of the Shareholders approving the disposition of substantially all of the assets of the Corporation (the "**Asset Transfer**"), as described in the Information Circular;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution of the Shareholders approving the Share Exchange (as defined in the Information Circular) between the Corporation and My Courier Depot Inc. ("**MCD**") pursuant to which all of the issued and outstanding securities of MCD shall be acquired by the Corporation, with the result that MCD will become a wholly-owned subsidiary of the Corporation;
6. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution of the Shareholders approving the consolidation of the Common Shares on the basis of one (1) post-consolidation Common Share for every twenty (20) pre-consolidation Common Shares (the "**Consolidation**"), or such lower consolidation ratio as may be determined by the board of directors of the Corporation in its sole discretion;
7. to consider and, if deemed appropriate, to pass, with or without variation, as required by the policies of the NEX, an ordinary resolution of the majority of the minority Shareholders of the Corporation approving the voluntary delisting of the Common Shares of the Corporation from the NEX (the "**Delisting**");
8. to consider and, if thought appropriate, to pass, with or without variation, a special resolution approving the change of the name of the Corporation to "PUDO Inc." or such other name as selected by MCD, approved by the board of directors of Grandview (the "**Name Change**");
9. to consider, and if thought fit, to fix the number of directors of the Corporation for the ensuing year, or as otherwise authorized by the Shareholders, at three (3) members, subject to the completion of the Share Exchange (as defined in the Information Circular);

10. if each of the Share Exchange (as defined in the Information Circular), Consolidation, Delisting and Name Change are approved, to elect the directors of the Corporation conditionally upon the closing of the Share Exchange; and
11. 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 April 10, 2015, 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.

Registered Shareholders have the right to dissent with respect to the Asset Transfer and be paid the fair value of their Common Shares in accordance with the provisions of Section 185 of the OBCA if the Asset Transfer becomes effective. This right to dissent is described in the Information Circular (see "*Approval of the Disposition of all or Substantially all of the Corporation's Assets – Dissent Rights*"). Failure to strictly comply with the dissent procedures set out in the accompanying Information Circular may result in the loss or unavailability of any right of dissent. Beneficial owners of Common Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent should be aware that **ONLY A REGISTERED SHAREHOLDER IS ENTITLED TO EXERCISE RIGHTS OF DISSENT.**

The directors of the Corporation have fixed the close of business on February 13, 2015 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, P. GEO
Director, President, Chief Executive Officer and Corporate Secretary

March 18, 2015