



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the second Annual General Meeting of GREATLAND GOLD plc will be held at 115 Eastbourne Mews London W2 6LQ on Thursday 6 December 2007 at 10:00am for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions in the case of resolutions 1 to 4 and resolution 6 and as a special resolution in the case of resolution 5.

ORDINARY BUSINESS

- 1 To receive the report of the Directors and the audited financial statements of the Company for the year ended 30 June 2007.
- 2 To re-elect as a Director of the Company Callum Newton Baxter who retires by rotation and, being eligible, offers himself for re-election.
- 3 To re-appoint Chapman Davis LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting and to authorise the Directors to determine their remuneration.

SPECIAL BUSINESS

ORDINARY RESOLUTION

- 4 That to the exclusion of and in substitution for any such authority previously conferred upon them and subsisting at the date of this Resolution (save to the extent that the same may already have been exercised and save for any such authority granted by statute), the Directors be and are hereby authorised, generally and unconditionally for the purpose of section 80 of the Companies Act 1985 to allot relevant securities (as defined in Section 80(2) of that Act) up to a maximum aggregate nominal amount of £100,000 PROVIDED THAT:
 - a. this authority shall expire on the date of the next annual general meeting of the Company; and
 - b. the Company may before such expiry date make an offer, agreement or other arrangement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer, agreement or arrangement as if the authority hereby conferred had not so expired.

SPECIAL RESOLUTION

- 5 That the Directors be and are hereby empowered, pursuant to Section 95 of the Companies Act 1985, for the period expiring on the date of the next annual general meeting of the Company and at any time thereafter pursuant to any offer, agreement or other arrangement made by the Company before the expiry of this power to the exclusion of and in substitution for any other power granted to them and subsisting at the date of this Resolution (save to the extent that the same may already have been exercised and for any such power granted by statute), to allot, out of any relevant securities (as defined in Section 80(2) of the Companies Act 1985) which they are from time to time authorised to allot, and as if Section 89(1) of that Act and Articles within the Company's Articles of Association did not apply to such allotment any number of equity securities up to a maximum aggregate nominal amount of £100,000.

ORDINARY RESOLUTION

- 6 That the Directors be authorised to grant or issue and/or ratify the grant or issue of options and/or warrants over the authorised share capital of the Company in an amount not exceeding 13,650,000 ordinary shares of £0.001 each.

If you are a registered holder of Ordinary Shares in the Company, whether or not you are able to attend the meeting, you may use the enclosed form of proxy to appoint one or more persons to attend and vote on a poll on your behalf. A proxy need not be a member of the Company. A form of proxy is provided. This may be sent by facsimile transfer to 01252 719232 or by mail using the reply paid response tear-out sheet to:

The Company Secretary

Greatland Gold plc, C/o Share Registrars Limited, Craven House, West Street, Farnham, Surrey GU9 7EN
In either case, the signed proxy must be received by 10.00am on 4 December 2007.

By Order of the Board

Stephen Ronaldson
Company Secretary, 29 October 2007

Registered office:

GREATLAND GOLD PLC, 55 Gower Street,
London WC1E 6HQ



FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING

I, a Member of GREATLAND GOLD PLC (hereinafter referred to as 'the Company') and entitled to vote, hereby appoint the Chairman, or _____ as my proxy to attend and vote for me and on my behalf at the Annual General Meeting of the Company to be held on 6 December 2007 at 10.00 am. and at any adjournment thereof.

(Please indicate below how you wish your votes to be cast. If the form of proxy is returned without any indication as to how the proxy should vote on any particular matter, the proxy will vote as they think fit.)

Resolution number

ORDINARY BUSINESS

Please delete as appropriate

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|---|---|----------------------|
| 1 | To receive the report of the Directors and the audited financial statements of the Company for the year ended 30 June 2007. | For/ Against/Abstain |
| 2 | To re-appoint Callum Baxter as a Director | For/ Against/Abstain |
| 3 | To re-appoint Chapman Davis LLP as auditors of the Company and to authorise the Directors to determine their remuneration. | For/ Against/Abstain |

SPECIAL BUSINESS

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|---|--|----------------------|
| 4 | To authorise the Directors to allot relevant securities. | For/ Against/Abstain |
| 5 | To dis-apply pre-emption rights. | For/ Against/Abstain |
| 6 | To authorise the Directors to grant and/or ratify options and/or warrants. | For/ Against/Abstain |

Signature: _____

Date: _____

Full name: _____

Address: _____

NOTES

1. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend and vote at the Meeting. A member so entitled may appoint (a) proxy(ies), who need not be (a) member(s), to attend and vote on his/her behalf.
2. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please insert his/her name and delete "the Chairman of the Meeting or".
3. Please indicate how you wish your proxy to vote by deleting either for or against. Unless otherwise instructed the person appointed a proxy will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting on any particular resolution as he/she thinks fit.
4. A corporation must seal this form of proxy or have it signed by an officer or attorney or other person authorised to sign.
5. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. Pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, members will be entitled to attend and vote at the meeting if they are registered on the Company's register of members 48 hours before the time appointed for the meeting or any adjournment thereof.
7. To be valid this form of proxy must reach Share Registrars Limited, Craven House, West Street, Farnham, Surrey GU9 7EN not later than 48 hours before the time of the Meeting. Lodgement of a form of proxy does not preclude a member from attending the Meeting and voting in person. The form may be sent to the Company's registrar by facsimile transfer to: 01252 719 232.

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Business reply service
Licence No GI 2155

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The Company Secretary, Greatland Gold PLC
c/o Share Registrars Limited
Craven House
West Street, Farnham
Surrey GU9 7BR

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FIRST FOLD

