

**CANADIAN GOLDEN DRAGON RESOURCES LTD.  
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**TAKE NOTICE** that the Annual General Meeting (the "Meeting") of the Shareholders of CANADIAN GOLDEN DRAGON RESOURCES LTD. (the "Company") will be held in the Blake Room, 3<sup>rd</sup> Floor of The National Club, 303 Bay Street, Toronto, Ontario, M5H 2R1 on Thursday the 11<sup>th</sup> day of October, 2007, at 4:00 o'clock (Eastern Standard Time) in the afternoon for the following purposes:

1. To receive the Report of the Directors.
2. To receive the Audited Financial Statements of the Company for the fiscal period ending April 30, 2007, together with the Auditor's Report thereon.
3. To appoint the Auditor for the Company, and to authorize the Directors to fix the remuneration to be paid to the Auditor.
4. To fix the number of Directors at five (5).
5. To elect Directors for the ensuing year.
6. To approve an amended 20% Stock Option Plan.
7. To approve that the directors have the discretion under the amended Stock Option Plan to reserve common shares for issue upon exercise of stock options to all optionees who are insiders in aggregate of a maximum of 20% of the issued shares of the Company
8. To grant the proxyholder authority to vote at his/her discretion on any other business or amendment or variation to the previous resolutions

**A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the Notes accompanying the Instrument of Proxy enclosed and then complete and return the Proxy within the time set out in the Notes. As set out in the Notes, the enclosed Instrument of Proxy is solicited by Management, but you may amend it, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.**

**DATED** at Vancouver, British Columbia, this 30<sup>th</sup> day of August, 2007.

**BY ORDER OF THE BOARD**

**"Elliot Strashin**

President