

**GOLDCORP INC.**

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

**NOTICE IS HEREBY GIVEN** that the Annual and Special Meeting of Shareholders (the "Meeting") of Goldcorp Inc. (the "Company") will be held at Le Royal Meridien King Edward Hotel, 37 King Street East, Toronto, Ontario, M5C 1E9 on Tuesday, May 20, 2008 at 2:00 p.m. (Toronto time), for the following purposes:

- (a) To receive and consider the audited consolidated financial statements of the Company for the year ended December 31, 2007 and the report of the auditors thereon;
- (b) To elect directors of the Company for the ensuing year;
- (c) To appoint Deloitte & Touche LLP, Chartered Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
- (d) To consider and, if deemed appropriate, to pass, with or without variation, a resolution approving amendments to the Company's 2005 stock option plan, as more particularly described in the accompanying management information circular;
- (e) To consider and, if deemed appropriate, to pass, with or without variation, a resolution approving amendments to the Company's restricted share plan, as more particularly described in the accompanying management information circular;
- (f) To consider and, if deemed appropriate, to pass, with or without variation, a resolution confirming a new general by-law for the Company, as more particularly described in the accompanying management information circular; and
- (g) To transact such other business as may properly come before the Meeting or any adjournment thereof.

This notice is accompanied by a management information circular, either a form of proxy for registered shareholders or a voting instruction form for beneficial shareholders, and, for registered shareholders, a copy of the audited consolidated financial statements and MD&A of the Company for the financial year ended December 31, 2007. Shareholders are able to request to receive copies of the Company's annual and/or interim financial statements and MD&A by marking the appropriate box on the form of proxy or voting instruction form, as applicable. The audited consolidated financial statements and MD&A of the Company for the financial year ended December 31, 2007 will be sent to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company or they can be found on SEDAR at [www.sedar.com](http://www.sedar.com), on the United States Securities and Exchange Commission website at [www.sec.gov](http://www.sec.gov), or on the Company's website at [www.goldcorp.com](http://www.goldcorp.com).

Shareholders who are unable to attend the Meeting are requested to complete, date, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on March 28, 2008 as the record date, being the date for the determination of the registered holders of common shares entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The board of directors of the Company has by resolution fixed 2:00 p.m. (Toronto time) on May 15, 2008, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of any adjourned Meeting, as the time before which proxies to be used or acted upon at the Meeting or any adjournment thereof shall be deposited with the Company's transfer agent.

**DATED** at Vancouver, British Columbia this 28<sup>th</sup> day of March, 2008.

By Order of the Board of Directors

*"Ian Telfer"*

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Ian Telfer

Chairman of the Board