



GOLDSTONE
RESOURCES LTD.

TO: **SHAREHOLDER**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a general meeting of members of the company will be held on Monday 29 November 2010 at 10H00 at 11 - 15 Seaton Place, St Helier, Jersey, JE4 8XP, Channel Islands, at which:

The following resolutions (of which resolutions 6, 7, 8 and 9 will be proposed as special resolutions) will be considered and, if deemed fit, passed with or without modification:

TO BE RESOLVED AS ORDINARY RESOLUTIONS:

- 1 To receive and adopt the annual financial statements (“the Accounts”) of the company for the year ended February 2010, together with the reports of the directors and the auditors;
- 2 To ratify and approve the remuneration of the directors as set out in the Accounts;
- 3 To confirm and ratify all acts of the directors of the Company for the year ended February 2010 as reflected in the Accounts as at that date;
- 4 To reappoint the following as directors of the company who submit themselves for re-election in terms of the articles of association:
 - o Mr Jurie Wessels
 - o Dr Hendrik Schloemann
 - o Mr Gennen McDowall
 - o Mr Tim Churcher
- 5 To re-appoint Messrs De Loitte & Touche LLP (Jersey) as auditors of the Company for the ensuing year, on terms and conditions to be agreed by the directors;

TO BE RESOLVED AS SPECIAL RESOLUTIONS

- 6 To amend the memorandum of association by increasing the authorised share capital of the company to 500,000,000 (five hundred million) shares of 1 pence each.
- 7 To amend the articles of association by deleting existing Article 4(2) and replacing it with the following new Article 4(2):

4(2) (a) Subject to the following provisions of this Article 4(2), if following the date of adoption of this Article 4(2) into these articles the Company proposes to allot or grant options over any shares in the capital of the Company then the Company must first offer those shares on the same or more favourable terms to existing shareholders, in proportion (as nearly as may be) to their existing holdings of shares but subject in each case to the Directors having a right to make such exclusions or other arrangements in connection with such offerings as the Directors may deem necessary or expedient:

 - (i) to deal with fractional entitlements;
 - (ii) to deal with legal or practical problems under the laws of, or requirements of, any recognised regulatory body or any stock exchange in any territory or any matter whatsoever.

The directors shall determine the period during which existing shareholders may accept such offer, which shall be no less than 14 days from the date that such offer is made.

- (b) Paragraph (a) above does not apply:



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- (i) to a particular allotment or grant of options over shares if these are, or are to be, wholly or partly paid up otherwise than in cash;
 - (ii) to a particular allotment or grant of options over shares if these are allotted or granted in connection with any of the Group's employee share or incentivisation schemes from time to time; or
 - (iii) to the extent the Directors are at the relevant time authorised, by special resolution of the Company, to allot or grant options over shares as if paragraph (a) did not apply to the same. Notwithstanding that any such authority conferred by special resolution has expired, the Directors may allot shares or grant options over shares in pursuance of an offer or agreement previously made by the Company, if the Directors at the time such offer or agreement was made were authorised to allot or grant options over such shares.
- 8** Subject to resolution 7 being passed, the Directors be authorised pursuant to Article 4(2) of the articles of association to allot or grant options over shares in the Company wholly for cash as if Article 4(2)(a) did not apply to such allotment or grant of options, provided that this power:
- (i) shall expire on the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2011 and the date 15 months following the date this Resolution was passed, save that the Company may, before such expiry, make an offer or agreement which would or might require the allotment or grant of option over shares after such expiry and the Directors may allot or grant options pursuant to any such offer or agreement as if the power conferred hereby had not expired; and
 - (ii) shall be limited to the allotment or grant of options over shares up to an aggregate number of [63,870,187] shares (representing approximately 25 per cent of the Company's issued ordinary share capital at the date of notice of this resolution, assuming all shares which are the subject of existing options and warrants had been issued).
- 9** Article 13(1) of the articles of association be amended by deleting the words "Twenty-one clear days' notice at least in the case of an Annual General Meeting or a meeting for the passing of a special resolution and in the case of any other general meetings fourteen days' notice at least" and replacing the same with "At least fourteen days' notice shall be given of any general meeting including any Annual General Meeting or any meeting for the passing of a special resolution" and the words at the end of Article 13(1) namely "than either twenty-one days in the case of a meeting at which a resolution will be proposed as a special resolution or fourteen days in the case of any other meeting" be deleted.

Such other business will be transacted as may be necessary at an annual general meeting of the company.

BY ORDER OF THE BOARD



Ockert Hugo Kruger
Company Secretary
3 November 2010

* - The Annual Report has been sent to shareholders on the 31st of August 2010. A copy is available for download from the Company's website www.goldstoneresources.com.



GOLDSTONE
RESOURCES LTD.

FORM OF PROXY

For use by members of the company at an annual general meeting to be held on Monday 29 November 2010 at 10H00 (“the general meeting”)

I/We _____ appoint/s

.....or failing him/her, the chairman of the general meeting, as my/our proxy to act for me/us and on my/our behalf at the general meeting which will be held for the purpose of considering, and if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof; and to vote for and/or against the resolution and/or abstain from voting in respect of the ordinary shares registered in my/our name(s), in accordance with the following instructions:

	Number of votes		
	For	Against	Abstain
1. To receive and adopt the annual financial statements (“the Accounts”) of the company for the year ended February 2010, together with the reports of the directors and the auditors;			
2. To ratify and approve the remuneration of the directors as set out in the Accounts;			
3. To confirm and ratify all acts of the directors of the Company for the year ended February 2010 as reflected in the accounts of the Company as at that date;			
4. To reappoint Messrs Jurie Wessels, Gennen McDowall and Tim Churcher and Dr Hendrik Schloemann as directors of the company who submit themselves for re-election in terms of the articles of association;			
5. To re-appoint Messrs De Loitte & Touche as auditors of the Company for the ensuing year, on terms and conditions to be agreed by the directors;			
6. To increase the authorised share capital;			
7. To amend the articles of association to include revised shareholder pre-emption rights;			
8. To authorise the Directors to issue up to a certain amount of shares without having to first offer them to shareholders pursuant to their pre-emption rights;			
9. To amend the articles to permit 14 days’ notice of meetings.			

Signed at _____ on this the ___ day of _____ 2010.

(Signature)

NOTES TO THE FORM OF PROXY

PROXIES

1. A member of the Company entitled to attend and vote at the above meeting may appoint a proxy to attend and vote instead of him. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a member of the Company.
2. Completion and return of a form of proxy does not preclude a member from attending and voting at the meeting in person should he so wish.
3. The proxy must be completed and returned so as to reach the Company’s registrars, Computershare Investor Services (Channel Islands) Limited, Ordnance House, 31 Pier Road, St Helier, Jersey JE4 8PW (together with a letter or power of attorney or other written authority, if any, under which it is signed or a notarially certified or office copy of such power or written authority) not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.