THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about what action to take, you are recommended immediately to consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your Ordinary Shares, please forward this document and the accompanying documents at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

WH Ireland, which is authorised and regulated in the UK by the Financial Conduct Authority, is acting as financial adviser to GoldStone and for no one else in connection with the proposals described in this document and accordingly will not be responsible to any person other than GoldStone for providing the protections afforded to customers of WH Ireland or for providing advice in relation to such proposals.

GoldStone Resources Limited

(incorporated in Jersey with company number 71490)

Proposed Share Consolidation

Subscription for 20,833,333 New Ordinary Shares at 6 pence per share

and

Approval of waiver of obligations under Rule 9 of the City Code

Notice of an extraordinary general meeting of the Company to be held at the offices of Faegre Baker Daniels LLP, 7 Pilgrim Street, London EC4V 6LB on 30 October 2014 at 9.30 a.m. (or such later time as the annual general meeting of the Company scheduled for 9.00 a.m. on the same day concludes) is set out at the end of this document. Your attention is drawn to the recommendation of the Independent Directors set out on page 13.

To be valid, the accompanying form of proxy for use at the extraordinary general meeting of the Company must be duly completed, executed and returned, by hand or by post, to Computershare Investor Services (Jersey) Limited, The Pavilions, Bridgewater Road, Bristol BS99 6ZY not less than 48 hours before the time for holding the Meeting. Completion of a Form of Proxy will not preclude a Shareholder from attending and voting at the Meeting in person.

CONTENTS

EXPECTED TIMETABLE OF PRINCIPAL EVENTS AND KEY STATISTICS

	2014
Date of this Circular	14 October
Time and date of General Meeting	9.30 a.m. on 30 October
Record date for the Share Consolidation	close of business on 30 October
Issue of the Subscription Shares	8.00 a.m. on 31 October
Admission of the New Ordinary Shares to AIM	8.00 a.m. on 31 October
Ordinary Shares in issue at the date of this Circular	414,530,304
Number of New Ordinary Shares in issue following the Subscription	62,286,363
Percentage of the enlarged issued share capital of the Company (before the exercise of any Warrants) represented by the Subscription Shares	33.45%
Number of New Ordinary Shares in issue following the Subscription and the exercise of all of the Warrants	83,119,696
Percentage of the enlarged issued share capital of the Company (assuming the exercise of all of the Warrants) represented by the Subscription Shares and the New Ordinary Shares issued on the exercise of all of the Warrants	50.13%

DEFINITIONS

“2014 Annual Report and Accounts”	the annual report and accounts of the Company for the year ended 28 February 2014
“Admission”	admission of the New Ordinary Shares to trading on AIM
"AIM"	the AIM market of the London Stock Exchange
“Circular”	this document
“City Code”	The City Code on Takeovers and Mergers
“Company” or "GoldStone"	GoldStone Resources Limited
“Deferred Shares”	the deferred shares of 0.9 pence each in the capital of the Company following the Share Consolidation
“Directors” or “Board”	the directors of GoldStone, whose names are set out on page 6 of this document
“Form of Proxy”	the form of proxy accompanying this Circular for use at the General Meeting
“General Meeting” or “Meeting”	the extraordinary general meeting of the Company convened by the Notice of General Meeting
“Incentivisation Arrangements”	the incentivisation arrangements proposed to be adopted for the Management Team following Admission, details of which are set out in Part I of this document
“Independent Directors”	the Directors, excluding Jurie Wessels and Hendrik Schloemann
“Independent Shareholders”	Shareholders, excluding the Management Team
“Long Stop Date”	31 October 2014

"Management Team"	Jurie Wessels, Hendrik Schloemann, Jacques Coetzer, Edward Orton and Daniel Ellis
"New Ordinary Shares"	the ordinary shares of 1 penny each in the capital of the Company following the Share Consolidation
"Notice of General Meeting"	the notice of extraordinary general meeting set out at the end of this Circular
"Ordinary Shares"	the existing issued ordinary shares of 1 penny each in the capital of the Company prior to the Share Consolidation
"Panel"	the Panel on Takeovers and Mergers
"Proposals"	the Waiver, the issue of the Subscription Shares and the Warrants and the Share Consolidation
"Proposed Directors"	Christopher Hall, Robert Foster and Emma Priestley
"Record Date"	close of business on 30 October 2014
"Remuneration Committee"	the remuneration committee of the Company which, following Admission, will comprise Christopher Hall, Andrew McIlwain and Emma Priestley
"Resolutions"	the resolutions set out in the Notice of General Meeting or any one of them, as the case may be
"Share Consolidation"	the sub-division of each Ordinary Share into one Deferred Share and one ordinary share of 0.1 pence, every ten such ordinary shares being immediately consolidated into one New Ordinary Share pursuant to Resolution 2 to be proposed at the General Meeting
"Subscription Agreement"	the agreement dated 18 July 2014 entered into between Stratex (1), Jurie Wessels and Hendrik Schloemann (2) and the Company (3), details of which are set out in paragraph 4(a)(i) of Part II of this document
"Subscription Price"	6p per New Ordinary Share

“Subscription Shares”	20,833,333 New Ordinary Shares conditionally purchased by Stratex under the Subscription Agreement
“Shareholders”	holders of Ordinary Shares
"Stratex"	Stratex International plc
“Unity”	Unity Mining Limited
“US$”	United States dollars
“Waiver”	the waiver granted by the Panel, conditional upon the approval by Independent Shareholders of the Whitewash Resolution, of any obligation which would otherwise be imposed on Stratex under Rule 9 of the City Code as a result of the issue of the Subscription Shares and exercise of the Warrants
“Warrants”	warrants to subscribe for up to 20,833,333 New Ordinary Shares at a price of 7 pence per share to be issued to Stratex by the Company under the terms of the Subscription Agreement
“WH Ireland”	WH Ireland Limited, the Company’s Nominated Adviser and Broker
“Whitewash Resolution”	the ordinary resolution of Independent Shareholders approving the Waiver set out as Resolution 1 in the Notice of General Meeting

PART I

LETTER FROM THE CHIEF EXECUTIVE OFFICER

GOLDSTONE RESOURCES LIMITED
(incorporated in Jersey with company number 71490)

Directors:	*Registered Office:*
Mr. Jonathan Best *(Non-Executive Chairman)*	P O Box 560
Mr. Jurie Wessels *(Chief Executive Officer)*	11-15 Seaton Place
Dr. Hendrik Schloemann *(Exploration Director)*	St. Helier
Mr. Andrew McIlwain *(Non-Executive Director)*	Jersey
Mr. Benjamin Hill *(Non-Executive Director)*	Channel Islands
	JE48XP

14 October 2014

To Shareholders and, for information purposes only, to the holders of options under the GoldStone share option schemes

Proposed Share Consolidation
Subscription for 20,833,333 New Ordinary Shares at 6 pence per share and
Approval of waiver of obligations under Rule 9 of The City Code

Dear Shareholder

Introduction

Following an evaluation of available funding options, the Board was pleased to announce on 21 July 2014 a conditional subscription by Stratex to raise gross proceeds of £1.25 million in order to provide the Company with funding to continue its exploration in West Africa. Under current market conditions, the Board believes that this is an important step to secure GoldStone's future and to improve the Company's ability to retain its assets and enhance shareholder value.

The purpose of this document is to provide further background on the Subscription and Stratex and explain why the Independent Directors consider the passing of the Resolutions, upon which the Subscription is conditional, to be in the best interests of the Company and its Shareholders as a whole.

The Subscription will occur after the proposed sub-division and 1 for 10 consolidation of the Company's issued Ordinary Shares into New Ordinary Shares and Deferred Shares and will be for 20,833,333 New Ordinary Shares at a price of 6 pence per share.

The Subscription is further conditional upon the approval by Independent Shareholders of a waiver of obligations under Rule 9 of the City Code, further details of which are set out below.

Subscription

Under the terms of the Subscription Agreement, Stratex agreed to subscribe for the Subscription Shares at the Subscription Price, conditional, *inter alia*, upon:

- Admission becoming effective on or before 30 September 2014 or such later date as the Company and Stratex may agree, being not later than the Long Stop Date;
- the issue of the Warrants;
- the approval by Independent Shareholders at the General Meeting of the Resolutions, including the Whitewash Resolution;
- the appointment to the Board (which is to include no more than five directors in total) of three non-executive directors by Stratex, one of whom will serve as Chairman; and
- the approval by Stratex of the terms of employment and incentive arrangements of certain Directors and employees of the Company.

The Subscription Agreement provides that in the event that such conditions are not satisfied, or waived by Stratex where capable of waiver, or become incapable of fulfilment, before the Long Stop Date, the Subscription Agreement will terminate. The Subscription Agreement may be terminated by Stratex prior to completion in certain circumstances, including if the warranties given to Stratex by the Company in the Subscription Agreement were not true or accurate, or were misleading when given or are breached before Admission, or if prior to Admission there occurs an event or omission which materially and adversely affects the financial position and/or prospects of the Company or which, in the reasonable and proper opinion of Stratex, is or may be materially prejudicial to the Company or the Subscription.

On 29 August 2014 in the announcement of the final results for the year ended 28 February 2014, the Company announced that GoldStone and Stratex had agreed an amendment to the Subscription Agreement with the effect that Admission must occur by 8.00 a.m. on 31 October 2014.

Further details of the Subscription Agreement are set out in paragraph 4(a)(i) of Part II of this document.

Waiver of the obligation to make a mandatory offer under Rule 9 of the City Code

Under Rule 9 of the City Code, any person who acquires an interest (as such term is defined in the City Code) in shares which, taken together with the shares in which he and persons acting in concert with him are interested, carry 30% or more of the voting rights in a company which is subject to the City Code, is normally required to make a general offer to all of the remaining shareholders to acquire their shares. Similarly, when any person, together with persons acting in concert with him, is interested in shares which in aggregate carry not less than 30% of the voting rights but does not hold shares carrying more than 50% of the voting rights of such a company, a general offer will normally be required if any further interests in shares are acquired by any such person. These limits apply to the entire concert party as well as the total beneficial holdings of individual members. Such an offer would have to be made in cash at a price not less than the highest price paid by him, or by any member of the group of persons acting in concert with him, for any interest in shares in the company during the 12 months prior to the announcement of the offer. Under Rule 37 of the City Code, any increase in the percentage holding of a shareholder which results from a company buying back its own shares will also be treated as an acquisition for the purpose of Rule 9 of the City Code. A shareholder will, in such circumstances, incur an obligation to make a mandatory offer unless the consent of the Panel to a waiver of such an obligation is obtained.

You should note that if the Subscription completes, Stratex will hold 33.45% of the voting rights of the Company. If Stratex exercises the Warrants, which will be exerciseable immediately on Admission, in full and assuming no other issues of New Ordinary Shares, Stratex would hold 50.1% of the voting rights of the Company. In those circumstances, Stratex would be permitted to make further purchases of New Ordinary Shares without incurring an obligation under Rule 9 to make a general offer to all holders of New Ordinary Shares.

The Panel has agreed, subject to the Whitewash Resolution being passed by Independent Shareholders, to waive the requirement under Rule 9 of the City Code for Stratex to make a mandatory offer for the entire issued ordinary share capital of the Company as would otherwise be required as a result of the Subscription and exercise of the Warrants.

The Whitewash Resolution is subject to the approval of Independent Shareholders on a poll and each Independent Shareholder will be entitled to one vote for each Ordinary Share held.

Unity, which holds 29.5% of the Company's issued share capital, has confirmed to the Board its irrevocable support for the Subscription and has indicated its intention to vote in favour of the Resolutions to be proposed at the General Meeting, including the Whitewash Resolution.

The Independent Directors believe that it is in the best interests of the Company that the Whitewash Resolution be passed.

About Stratex

Stratex is an AIM-quoted exploration and development company focused on gold and high-value base-metal deposits in Turkey, East and West Africa. To date, Stratex has discovered more than 2.2 million ounces of gold and 7.9 million ounces of silver, as well as 186,000 tonnes of copper at its projects in Turkey. Stratex has a record of forming joint-venture partnerships with private companies who operate in its countries of operation and with major international mining companies, including Antofagasta, Centerra and Teck in Turkey, and the Thani Group in East Africa. Stratex’s share register includes AngloGold Ashanti, Teck, BlackRock Investment Management and Investment and Exploration Capital Partners 2012 Limited Partnership (a Sprott Asset Management fund) as significant shareholders.

Current trading and prospects of Stratex

As at 30 June 2014 Stratex had over £7.0 million in cash and as recently reported in its interim results, the real expectation of cash flow from its Altintepe project in 2015 and Öksüt in 2016, both of which are in Turkey. Stratex reported very encouraging results at its 85% owned Dalafin project in Senegal in July 2014 where it continues to work towards defining the scale of the discovery and ultimately a resource. Stratex has been on a drive to reduce ongoing overheads and it aims to continue to review its overheads and exploration costs. Stratex is currently seeking to strengthen its team with some additional senior management capability which will enable it to enter into the next phase of its development with consistent cash flow and assist in the search for further new opportunities.

The cash consideration for the Subscription will be funded entirely from Stratex's existing cash resources.

Intentions of Stratex

Stratex has confirmed that it intends that, following the issue of the Subscription Shares and both prior to and following the potential exercise of the Warrants, the business of the Company will be continued in the same manner as at present. As a result, there will be no effect on the location of GoldStone's places of business and no redeployment of GoldStone's fixed assets. Save for the proposed changes to the Board and the employment terms of certain Directors as set out under the heading "Management Remuneration" below and the proposed implementation of the Incentivisation Arrangements, Stratex does not intend to make any changes with regard to the continued employment of the employees or management of the Company and its subsidiaries, including any other material change in the conditions of employment of any such employees or management. Stratex has no intention to make any changes with regard to the maintenance of the existing trading facilities for the Ordinary Shares on AIM. GoldStone has no pension scheme for employees.

Following the Subscription, Stratex intends that its business will continue in substantially the same manner as at present. As a result, there will be no repercussions on employment or the location of Stratex's places of business and no redeployment of Stratex's fixed assets.

The Subscription will further Stratex's stated strategy of investing in quality opportunities arising in its sector in order to accelerate exploration progress. The combination of Goldstone's assets, particularly the advanced Homase-Akrokerri property in Ghana and the likely synergies in Senegal, with the financial and technical strengths of Stratex, should deliver significant benefits for both companies.

GoldStone's business and prospects

GoldStone is a gold exploration company with five projects in West Africa. The projects range from advanced exploration to early stage exploration and are located in Senegal, Ghana and Gabon. GoldStone's business is to explore, evaluate, develop and potentially produce from gold properties in West Africa. The acquisition, disposal or relinquishment of projects are within the ordinary course of GoldStone's business.

GoldStone's exploration activities have been constrained due to a lack of funding in the currently poor equity market conditions for junior mining companies. Emphasis has been placed on cash conservation, project retention and keeping the Company's licences in good standing. The Board believes each of the Company's licences is in good standing and expects renewal of those which are currently subject to applications.

The funds raised through the Subscription will provide the Company with sufficient cash resources to conduct meaningful exploration at the Homase/Akrokerri project in Ghana, keep the most prospective projects in good standing for the foreseeable future and allow the Company to investigate other measures of funding, if practicable and expedient. Exploration at Homase/Akrokerri will be directed at potentially adding shallow oxide resources, metallurgy drilling (to define the metallurgical possibilities), mine studies to advance understanding of the optimum production capacity of the Homase resource and a number of boreholes to test the potential of the high grade shoots to depth.

Joint ventures will be considered for some of the projects, including Sangola in Senegal where there is now extensive data from the exploration activities undertaken by Randgold Resources Limited through the joint venture, as well as the projects in Gabon. If momentum is gained through the relationship with Stratex, there may also be some corporate activity around acquiring smaller deposits in and around Homase/Akrokerri to provide the project with critical mass or by acquiring or partnering on assets from funding-stressed companies in West Africa.

Proposed Board changes

As detailed above, the Subscription Agreement provided for certain changes to the Board to take place on Admission.

As a result, with effect from Admission, Christopher Hall, Bob Foster and Emma Priestley will be appointed to the Board with Mr. Hall serving as the Company's Chairman. Also with effect from Admission, Jonathan Best, Hendrik Schloemann and Benjamin Hill will resign from the Board. I would like to take this opportunity to thank Hendrik and Jonathan in particular. I have worked closely with Hendrik for many years and in Jonathan I've had the benefit of a wise adviser who selflessly led the Company's corporate affairs. I would also like to thank Ben who has made a valuable contribution to the Company during a trying time.

Details of the Proposed Directors are set out below:

Christopher Hall BSc, MSc, MIMMM, CEng

Christopher has over 40 years of wide-ranging experience in the mining sector. He is currently an in-house mining adviser to Grant Thornton UK LLP and was previously CEO of European Mining Finance and has worked for Consolidated Goldfields, Behre Dolbear, Touche Remnant and Messel & Co. Christopher joined the board of Stratex in 2008 and was appointed as its Non-executive Chairman in January 2011.

Bob Foster BSC, Phd, FIMMM, CEng, FGS, CGeol

Bob co-founded Stratex in 2004 and is its CEO. He has particular experience in the genesis of and exploration for gold deposits. Bob has published numerous scientific and technical papers and has been a keynote speaker at many international conferences. He spent ten years in the mining industry in Zimbabwe before devoting 15 years lecturing at Southampton University, followed by six years as Minerals Manager for UK-based Exploration Consultants Ltd.

Emma Priestley BSc, Dip CSM, MIMMM, MRICS, CEng,

Emma is an engineer with a strong financial and commercial bias. She was appointed Executive Director of Lonrho Plc in 2006 having worked in investment banking following a career as a mining engineer. Her background includes working for consultants IMC Mackay & Schnellman, investment bank CSFB, advisors VSA Resources and Ambrian Partners, where she worked as corporate broker and advisor.

Further details of the proposed service agreements of the Proposed Directors are set out in paragraph 6(b) of Part II of this document.

Management Remuneration

Under the terms of the Subscription Agreement, certain changes have been agreed to the terms of employment of the Management Team. From the date of Admission, the salaries of the Management Team, including the two executive Directors, will be reduced by up to 33% and it has been agreed that the Management Team will no longer receive shares in lieu of salary, as has previously been the case. No member of the Management Team may be terminated without cause in the first six months following Admission.

Further details of the service agreements of the Directors and the proposed changes to them are set out in paragraph 6 of Part II of this document.

Incentivisation Arrangements

Following Admission it is intended that the members of the Management Team will be eligible for certain incentivisation arrangements in the form both of cash bonuses and share options. Details of the Incentivisation Arrangements will be finalised following Admission, however the current proposals are that:

(i) subject to the achievement of performance targets to be agreed and the Company having sufficient funds, the Remuneration Committee may award annual cash bonuses to members of the Management Team of up to 100% of annual salary; and

(ii) the Remuneration Committee may approve the grant to members of the Management Team options to acquire Ordinary Shares equivalent to up to 8%, in aggregate, of the issued share capital of the Company from time to time. The allocation of any options granted will be decided by the Remuneration Committee following Admission.

Under Rule 16 of the Code, except with the consent of the Panel, an offeror or persons acting in concert with it, may not make any arrangements with shareholders and may not deal or enter into arrangements to deal in shares of the offeree company, or enter into arrangements which involve acceptance of an offer, either during an offer period or when one is reasonably in contemplation, if there are favourable conditions attached which are not being extended to all shareholders. Pursuant to paragraph 1(b) and paragraph 4(f) of Appendix I of the Code, Rule 16.2 applies in the event of a whitewash, save that the term "offeror" shall be taken as a reference to the potential controller, in this case, Stratex and "offeree company" should be taken as reference to the company which is to issue the new securities, in this case, GoldStone.

Pursuant to Rule 16.2(a) of the Code, W H Ireland considers that the terms of the Incentivisation Arrangements are fair and reasonable insofar as the Independent Shareholders are concerned.

Share Consolidation

Under the Share Consolidation it is proposed that each Ordinary Share be sub-divided into one Deferred Share and one new ordinary share of 0.1 pence, and every ten such ordinary shares be immediately consolidated into one New Ordinary Share. Accordingly, the proportion of Ordinary Shares held by each Shareholder immediately before the Share Consolidation will, save for fractional entitlements (which are discussed further below), be the same as the proportion of New Ordinary Shares held by each Shareholder immediately after the Share Consolidation.

The new class of Deferred Shares shall have no voting rights, no rights to dividends and negligible rights on a return of capital. The Deferred Shares will not be admitted to trading on AIM and will have no economic value.

The New Ordinary Shares will carry equivalent rights to the Ordinary Shares, including having the same nominal value.

Resolution 2 approving the Share Consolidation also provides for the Company to adopt a new memorandum and articles of association amended to reflect the creation of the Deferred Shares.

In the event that the number of existing Ordinary Shares held by a Shareholder is not exactly divisible by ten, the Share Consolidation will generate an entitlement to a fraction of a New Ordinary Share. Any New Ordinary Shares in respect of which there are such fractional entitlements will be aggregated and sold in the market for the best price reasonably obtainable. Given the small economic value of such fractional entitlements, the Board is of the view that the distribution of the sale proceeds to the relevant Shareholders would result in a disproportionate cost to the Company. Based on a price per Ordinary Share of 0.2997p (being the volume weighted average price traded during the five trading days preceding the date of this document), the maximum value of the fractional entitlement applicable to any individual shareholding would be 2.70p.

Any Shareholder holding fewer than ten Ordinary Shares at the Record Date will cease to be a Shareholder.

The Board believes that the Share Consolidation will result in a more appropriate number of shares in issue for a company of GoldStone's size in the UK market. The Share Consolidation may also help to make the Company's shares more attractive to investors and may result in a narrowing of the bid/offer spread, thereby improving liquidity.

The issued share capital of the Company immediately following the Share Consolidation and the Subscription (but prior to any exercise of the Warrants) is expected to comprise 62,286,363 New Ordinary Shares and 414,530,302 Deferred Shares.

The entitlements to Ordinary Shares of holders of share options or other instruments convertible into Ordinary Shares will be adjusted in accordance with their terms to reflect the Share Consolidation.

Trading of the New Ordinary Shares

Application will be made for the simultaneous cancellation of the existing Ordinary Shares from CREST and admission of the New Ordinary Shares to CREST and their admission to trading on AIM. The New Ordinary Shares may thereafter be held and transferred by means of CREST. It is expected that New Ordinary Shares which are held in uncertificated form will be credited to the relevant CREST accounts on 30 October 2014 and admitted to trading on AIM on the same day.

Definitive share certificates in respect of those New Ordinary Shares which will be held by Shareholders who currently hold their Ordinary Shares in certificated form are expected to be dispatched to relevant Shareholders on or around 3 November 2014. Share certificates in respect of existing Ordinary Shares will cease to be valid on 31 October 2014 and, pending delivery of share certificates in respect of New Ordinary Shares, transfers will be certified against the register.

Following the Share Consolidation the Company's new ISIN code will be JE00BRJ8YF63.

General Meeting

You will find set out at the end of this document a notice convening the General Meeting for 9.30 a.m. on 30 October 2014 (or such later time as the annual general meeting of the Company scheduled for 9.00 a.m. on the same day concludes). The Whitewash Resolution will be conducted by means of a poll.

Action to be taken

A form of proxy for use in connection with the General Meeting is enclosed. Whether or not you intend to attend the General Meeting, it is important, particularly in view of the fact that the Whitewash Resolution to be put to the Meeting will be determined by a poll, that you duly complete, execute and return the enclosed Form of Proxy, by hand or by post, to Computershare Investor Services (Jersey) Limited, The Pavilions, Bridgewater Road, Bristol BS99 6ZY in accordance with the instructions printed thereon. To be valid, the completed form of proxy must be returned as soon as possible and, in any event, so as to arrive no later than 9.30 a.m. on 28 October 2014. Completion and return of a Form of Proxy will not prevent Shareholders from attending and voting at the General Meeting in person should they wish to do so, and so long as they are not otherwise prevented from so doing.

Further information

Your attention is drawn to Part II of this document which contains further information relating to GoldStone and to Stratex.

Recommendation

As a result of the Incentivisation Arrangements, Hendrik Schloemann and I are deemed to have a conflict of interest in respect of the Proposals.

Accordingly, the Independent Directors, who have been so advised by WH Ireland, consider that the Waiver, the issue of the Subscription Shares, the Warrants and the New Ordinary Shares to be issued on the exercise of the Warrants and the Share Consolidation are fair and reasonable and are in the best interests of the Company and Shareholders as a whole. In advising the Directors, WH Ireland has taken into account the Directors' commercial assessments.

Accordingly, the Independent Directors unanimously recommend that Independent Shareholders vote in favour of the Whitewash Resolution and the other Resolutions to be proposed at the General Meeting.

Yours faithfully

Jurie Wessels
Chief Executive Officer

PART II

ADDITIONAL INFORMATION

1. Responsibility

(a) The Directors accept responsibility for the information contained in this document, save for the section entitled "Recommendation" in Part I and the information in relation to Stratex. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

(b) The Independent Directors accept responsibility for the information contained in the section entitled "Recommendation" in Part I of this document. To the best of the knowledge and belief of the Independent Directors (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

(c) The directors of Stratex accept responsibility for the information contained in this document relating to Stratex and its intentions and to the Proposed Directors. To the best of the knowledge and belief of the directors of Stratex (who have taken all reasonable care to ensure that such is the case) such information is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. The Directors of, and additional information on, GoldStone

(a) The current Directors of GoldStone are:

Jonathan Best *(Non-Executive Chairman)*
Jurie Wessels *(Chief Executive Officer)*
Hendrik Schloemann *(Exploration Director)*
Andrew McIlwain *(Non-Executive Director)*
Ben Hill *(Non-Executive Director)*

(b) The proposed Board of GoldStone, following completion of the Subscription is:

Christopher Hall *(Non-Executive Chairman)*
Jurie Wessels *(Chief Executive Officer)*
Andrew McIlwain *(Non-Executive Director)*
Bob Foster *(Non-Executive Director)*
Emma Priestley *(Non-Executive Director)*

(c) The principal activity of the Company is the exploration for gold in Senegal, Ghana and Gabon.

3. The Directors of, and additional information on, Stratex

(a) The directors of Stratex are :

Christopher Hall *(Non-Executive Chairman)*
Bob Foster *(Chief Executive Officer)*
Perry Ashwood *(Chief Financial Officer)*

John Cole-Baker *(Executive Director)*
David Hall *(Executive Director)*
Peter Addison *(Non-Executive Director)*

(b) The principal activity of Stratex is exploration and development focused on gold and base metals in Turkey, East Africa and West Africa.

(c) Stratex is incorporated in England and Wales under the Companies Act 1985 with its registered office address at 180 Piccadilly, London W1J 9HF.

4. Material contracts

(a) Relating to GoldStone

(i) Subscription Agreement

A subscription agreement dated 18 July 2014 and amended by letter of agreement on 28 August 2014 made between (1) Stratex, (2) Jurie Wessels and Hendrik Schloemann and (3) the Company, pursuant to which Stratex conditionally agreed to subscribe for the Subscription Shares. The Subscription Agreement is conditional, *inter alia*, upon:

(a) Admission becoming effective on or before the Long Stop Date;

(b) the issue of warrants to Stratex to subscribe for 20,833,333 New Ordinary Shares at a price of 7 pence per share exercisable at any time during the period of 18 months from the date of Admission;

(c) the granting of the Waiver by the Panel of the obligation to make a general offer for the Company that would otherwise arise under Rule 9 of the City Code as a result of the Subscription and the issue of the Warrants;

(d) the approval by Shareholders at the General Meeting of the Share Consolidation, the Waiver and the issue of the Subscription Shares, the Warrants and the New Ordinary Shares to be issued on the exercise of the Warrants;

(e) the appointment to the Board (which is to include no more than five directors in total) of two non-executive directors nominated by Stratex, one of whom shall serve as chairman and, and a further independent director also nominated by Stratex;

(f) the term of continued employment between the Company and each of Jurie Wessels, Hendrik Schloemann, Jacques Coetzer, Edward Orton and Daniel Ellis having been agreed upon terms satisfactory to Stratex; and

(g) the key policies and terms of the incentive scheme to be put in place following Admission having been agreed upon terms satisfactory to the Company.

The Subscription Agreement contains certain warranties given by the Company, Jurie Wessels and Hendrik Schloemann in favour of Stratex in relation to its business and assets. In addition, Stratex gives certain warranties to the Company as to its capacity to enter into the Subscription Agreement and fulfil its obligations under it. The liability of the Company under the warranties is limited to the aggregate value at the

Subscription Price of the Subscription Shares and the aggregate liability of Mr. Wessels and Dr. Schloemann is capped at US$50,000. Stratex must bring any claim under the warranties not later than one month after publication of the audited financial statements of the Company for the year ending 28 February 2015.

During the period between signing of the Subscription Agreement and Admission, the Company has agreed not to do certain things without Stratex's prior written consent. Such matters include:

(a) increasing its authorised, allotted or issued share capital;

(b) granting any option over the whole or any part of the share capital whether issued or unissued, nor enter into any agreement to allot securities convertible into share capital;

(c) declaring dividends or other distributions;

(d) changing its accounting practices or policies;

(e) entering into any unusual or abnormal contract or commitment or any agreement which is outside the ordinary course of the Company's business;

(f) incurring any material capital expenditure or any material capital commitment or dispose of or realise any material capital asset or any interest in any such asset;

(g) creating any mortgage, charge, lien or encumbrance over all or any of its assets (other than liens arising in the ordinary course of business of the Company);

(h) giving any guarantee, indemnity or other agreement to secure, or incur financial or other obligations with respect to, another person's obligations;

(i) altering the terms of any existing borrowing facilities or arrange any additional borrowing facilities;

(j) increasing the remuneration (including pension contributions, bonuses, commissions and benefits in kind) of any Director or providing or agreeing to provide any gratuitous payment or benefit to any such person or any of his dependents;

(k) engaging, dismissing or altering the terms of employment of any Director; and

(l) entering into any litigation or arbitration proceedings other than debt collection in the ordinary and usual course of trading.

In the event that the conditions of the Subscription Agreement are not satisfied, or waived by Stratex where capable of waiver, or become incapable of fulfilment, before the Long Stop Date, the Subscription Agreement will terminate. The Subscription Agreement may be terminated by Stratex prior to completion in certain circumstances, including if the warranties given to Stratex by the Company in the Subscription Agreement were not true or accurate, or were misleading when given or are breached before Admission, or if prior to Admission there occurs an event or omission which materially and adversely affects the financial position and/or prospects of the Company or which, in the reasonable and proper opinion of Stratex, is or may be materially prejudicial to the Company or the Subscription.

(ii) Warrant instrument

Upon Admission, pursuant to the terms of the Subscription Agreement, the Company shall execute a warrant instrument in agreed form constituting warrants to subscribe in cash for up to 20,833,333 New Ordinary Shares at a price of 7 pence per share during the period of 18 months from Admission and shall issue such Warrants to Stratex. The Warrants are exercisable in tranches with an exercise price of not less than £250,000. If, at any time during the exercise period of the Warrants, GoldStone issues any shares or any other security of the Company to its shareholders (for example, by way of a rights issue), or if there is a sub-division or consolidation of the Company's shares), then such adjustment shall be made to the exercise price and/or the number and/or nominal amount of the ordinary shares to be issued to Stratex upon the exercise of any then outstanding Warrants as the auditors for the time being of the Company shall certify to be, in their opinion, fair and reasonable as a consequence of such event.

Save as disclosed in this paragraph, there have been no contracts entered into by the Company, not being contracts entered into in the ordinary course of business, which are or may be material, during the period beginning two years before the date of this document.

(b) Relating to Stratex

(i) Centerra Altunhisar/Enez Agreement

Centerra Gold (KB) Inc. and Centerra Gold Inc. entered into an agreement with Stratex and certain of its wholly-owned subsidiaries on 16 November 2013 for the exploration and development of the Enez Gold project in Western Turkey.

This agreement is subsequent to an agreement between Centerra and Stratex dated 13 May 2011 for the exploration and development of the Altunhisar gold project in Turkey. Pursuant to this agreement Centerra has the right to acquire a 51% interest in the project by funding US$1.5 million of exploration work at Altunhisar. Centerra had spent US$355,000 up to 16 November 2013 and based on the results of that work all parties agreed that no further exploration work would be undertaken at Altunhisar.

As part of the new agreement Centerra will now direct the remainder of its initial commitment under the Altunhisar agreement towards the exploration and development of Enez. Pursuant to this agreement Centerra have an option to earn into 51% of the Enez project by spending an additional US$1,145,000. A further 24% can be earned, taking their total interest to 75% by spending an additional US$2 million. Stratex will manage the project and exploration programme on behalf of Centerra during the initial earn-in period.

(ii) Centerra Strategic Alliance Agreement

Centerra Gold (KB) Inc and Stratex entered into a strategic alliance agreement effective 19 March 2013 for the purpose of exploration for and the development of mineral resources within the Central Anatolian Volcanic Belt in Turkey. The focus is on gold but includes other high-value base and precious metals.

The strategic alliance agreement provides that during an initial period of 12 months from the date of the agreement, Centerra will contribute US$500,000 to the Stratex Group which Stratex will use to investigate, in consultation with Centerra, potential property acquisitions within the area of interest and if considered appropriate, acquire, maintain and conduct preliminary exploration activities on properties within the Central Anatolian Volcanic Belt in Turkey.

The strategic alliance agreement also provides that Centerra may elect to continue funding Stratex's generative investigation and exploration activities up to an additional annual amount of US$250,000 per year after the initial 12 month period.

Pursuant to the strategic alliance agreement, Centerra may acquire an option to earn into any rights acquired in the Central Anatolian Volcanic Belt by Stratex over an area of size no greater than 120 square kilometres, by funding further exploration and development to an aggregate amount of US$1 million over the subsequent two years. Additionally, they may acquire a further 19% interest to bring their total to 70% by spending an additional US$3million if Stratex defaults on its related funding obligations.

(iii) Aforo – Sinoe Agreement

Aforo Resources Limited and its wholly-owned subsidiary Aforo Resources Liberia Limited entered into a purchase agreement with Stratex on 6 February 2014, for the possible acquisition of the Sinoe gold project in Liberia operated by Aforo.

Pursuant to the heads of agreement entered into in November 2011, Stratex advanced an interest-free loan of AU$150,000 to Aforo in return for exclusive rights to access the results from recent exploration of the Sinoe project and subsequently agreed to spend AU$320,000 on exploration of the project. Following fulfilment of this commitment, Stratex has an option to purchase Aforo Resources Liberia Limited and its rights to the Sinoe gold project, on or before 1 December 2014, for AU$100,000 and forgiving the loan of AU$150,000.

If the exploration programme results in a JORC-compliant Mineral Resource being reported of at least 500,000 ounces (or equivalent in other minerals) prior to the fourth anniversary of the acquisition Stratex will pay Aforo Resources Limited a further AU$4 per ounce of resource gold capped at 1 million ounces, in either cash or in Stratex ordinary shares valued at the volume weighted average price traded during the seven days preceding the announcement of the resource.

Pursuant to the purchase agreement, if Stratex elects not to complete the exploration programme or elects not to exercise its option to acquire Aforo Resources Liberia Limited or the Sinoe licence, 50% of the Loan will be forgiven and the balance repaid by issue of 2,727,272 ordinary shares in Aforo Resources Liberia Limited.

(iv) Dalafin Joint Venture Agreement

Energy and Mining Corporation and Stratex West Africa Limited, a wholly-owned subsidiary of Stratex, entered into a joint venture agreement on 2 June 2014 for the purpose of discovering, defining and developing gold deposits in the Kedougou region of Senegal, known as Dalafin, and any other area by mutual agreement.

This agreement is subsequent to an original agreement between Energy and Mining Corporation and Silvrex Limited dated 14 December 2009. Silvrex Limited was subsequently acquired by Stratex West Africa Limited. Pursuant to this agreement Stratex has acquired a 75% interest in the Dalafin project following its funding of US$3 million of the exploration of the project.

Pursuant to the joint venture agreement a new company shall be established in Senegal for the purpose of further explorations and development of the Dalafin Project. Stratex shall hold an 85% interest in the new company and Energy and Mining Corporation shall hold the remaining 15%.

Stratex will fund all future exploration and development at Dakar including Energy and Mining Corporation's 15%, which it will carry as an interest-free loan. The loan will be repayable when either the Dalafin project enters production or the new company is sold to a third party.

5. Interests and dealings

(a) The interests of each of the Directors in the ordinary share capital of the Company (all of which are beneficial) as defined by the City Code (as set out at the end of this paragraph), and the existence of which is known to the Directors or could with reasonable diligence be ascertained by them as at 13 October 2014 (being the latest date practicable prior to the publication of this document) are set out below:

Director	Number of Ordinary Shares held	% of Issued Voting Shares
Jurie Wessels	10,606,839	2.56
Hendrik Schloemann	8,176,668	1.97

(b) The anticipated interests of each of the directors of the Company in the ordinary share capital of the Company (all of which are beneficial) as defined by the City Code (as set out at the end of this paragraph) following the Subscription and Share Consolidation (but prior to any exercise of the Warrants) are set out below:

Director *	Number of New Ordinary Shares held	% of Issued Voting Shares
Jurie Wessels	1,060,683	1.70

* Hendrik Schloemann will no longer be a director of the Company with effect from Admission.

(c) During February 2013, the executive Directors, together with the Company's operational management, agreed to defer 50% of their salaries with effect from 1 March 2013 and to convert such deferred salaries into Ordinary Shares at a price to be determined by the remuneration committee of the Company from time to time. In the period of 12 months immediately preceding the date of this document, Ordinary Shares have been issued to Directors in lieu of deferred salaries as follows:

Director	Date of issue	Period of deferred salary	Number of Ordinary Shares	Issue price
Jurie Wessels	4 Dec 2013	Mar – Aug 2013	2,047,500	1.00p
	4 Dec 2013	Sept – Nov 2013	734,304	1.58p

	2 Oct 2014	Dec 2013 – Feb 2014	1,621,361	0.66p
	2 Oct 2014	Mar 2014 – May 2014	1,573,674	0.66p
Hendrik Schloemann	4 Dec 2013	Mar – Aug 2013	2,047,500	1.00p
	4 Dec 2013	Sept – Nov 2013	647,943	1.58p
	2 Oct 2014	Dec 2013 – Feb 2014	1,430,613	0.66p
	2 Oct 2014	Mar 2014 – May 2014	1,430,613	0.66p

In addition, on 4 December 2013, the executive Directors and management were allotted Ordinary Shares in recognition that it was in the interests of the Company that the executive management was suitably incentivised. Directors were allotted Ordinary Shares in this way as follows:

Director	Number of Ordinary Shares	Issue price
Jurie Wessels	2,530,000	1.00p
Hendrik Schloemann	1,620,000	1.00p

(d) The executive Directors, Jurie Wessels and Hendrik Schloemann, each hold options to subscribe for 6,100,000 Ordinary Shares, the terms of which are as follows:

Date of grant	Number of Ordinary Shares under option	Exercise period	Exercise price
23 Feb 2010	1,700,000	22 Feb 2011 – 22 Feb 2016	3.0p
	1,700,000	22 Aug 2011 – 22 Aug 2016	5.0p
31 Mar 2011	900,000	31 Mar 2012 – 31 Mar 2015	10.0p
	900,000	31 Mar 2013 – 31 Mar 2016	12.0p
	900,000	31 Mar 2014 – 31 Mar 2017	14.0p

(e) None of Stratex, the directors of Stratex or any other person acting in concert with Stratex or the directors of Stratex is interested in any relevant securities of the Company or has the right to subscribe for relevant securities of the Company or has a short position (whether conditional or absolute and whether in the money or not), including a short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery of or in any relevant securities of the Company.

(f) During the period of 12 months immediately preceding the date of this document, there have been no dealings in relevant securities of the Company by Stratex, the directors of Stratex or any person acting in concert with Stratex or the directors of Stratex.

(g) No relevant securities of the Company have been borrowed or lent by Stratex, the directors of Stratex or any person acting in concert with Stratex or the directors of Stratex.

(h) None of the Company, the Directors or any other person acting in concert with the Company or the Directors is interested in or has the right to subscribe for relevant securities of Stratex or has a short position (whether conditional or absolute and whether in the money or not), including a short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery of or in any relevant securities of Stratex.

(i) Save as disclosed in this paragraph 5, none of the Company, the Directors or any other person acting in concert with the Company or the Directors is interested in or has the right to subscribe for relevant securities of the Company or has a short position (whether conditional or absolute and whether in the money or not), including a short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery of or in any relevant securities of the Company.

(j) No relevant securities of the Company have been borrowed or lent by the Company, the Directors or any person acting in concert with the Company or the Directors.

In this paragraph 5 references to:

(i) “control” means a holding, or aggregate holdings, of shares carrying 30% or more of the voting rights attributable to the share capital of a company which are currently exercisable at a general meeting, irrespective of whether the holding(s) give(s) *de facto* control;

(ii) “dealing” or “dealt” includes the following:

a. the acquisition or disposal of relevant securities, of the right (whether conditional or absolute) to exercise or direct the exercise of voting rights attached to relevant securities, or of general control of relevant securities;

b. the taking, granting, acquisition, disposal, entering into, closing out, termination, exercise (by either party) or variation of an option (including a traded option contract) in respect of any relevant securities;

c. subscribing or agreeing to subscribe for relevant securities;

d. the exercise or conversion, whether in respect of new or existing relevant securities, of any relevant securities carrying conversion or subscription rights;

e. the acquisition of, disposal of, entering into, closing out, exercise (by either party) of any rights under, or variation of, a derivative referenced directly or indirectly, to relevant securities;

f. entering into, terminating or varying the terms of any agreement to purchase or sell relevant securities; and

g. any other action resulting, or which may result, in an increase or decrease in the number of relevant securities in which a person is interested or in respect of which he has a short position;

(iii) "derivative" includes any financial product whose value, in whole or in part, is determined directly or indirectly by reference to the price of an underlying security;

(iv) being "interested" in relevant securities includes where a person:

a. owns relevant securities;

b. has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to relevant securities or has general control of them;

c. by virtue of any agreement to purchase, option or derivative, has the right or option to acquire relevant securities or call for their delivery or is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or

d. is party to any derivative whose value is determined by reference to its price and which results, or may result, in his having a long position in it; and

(v) "relevant securities" means ordinary shares and securities convertible into, rights to subscribe for, derivatives referenced to, short positions (including a short position under a derivative) and options (including traded options) in respect of, ordinary shares.

6. Directors' service agreements

(a) Details of the service agreements of the executive Directors in force at the date of this document are as follows:

	Date of agreement	Notice Period	Salary
Jurie Wessels	28 November 2013	3 months	US$231,000 p.a.
Hendrik Schloemann	28 November 2013	3 months	US$210,000 p.a.

The existing service agreements of the executive Directors are terminable on not less than 3 months' prior written notice given by either the Director or the Company, provided that a Director is contractually entitled to continue to receive his salary for a period of 12 months if his employment is terminated unfairly. Save as disclosed, no Director is entitled to enhanced compensation on termination of his contract.

The annual salaries of the executive Directors are subject to review by the Remuneration Committee of the Board, which is made up of the non-executive Directors.

The Company does not make pension, medical or other benefit contributions on behalf of executive Directors.

Each service contract contains a confidentiality clause and a restrictive covenant, which corresponds with each Director's general fiduciary duties as a director of a company. Jurie Wessels may be engaged, directly or indirectly, as a director or otherwise in Bauba Platinum Ltd, Vanadium Resources (Pty) Ltd and Moeijelijk Chrome Company (Pty) Ltd.

The appointments as non-executive Directors of Jonathan Best, Andrew McIlwain and Ben Hill are each terminable by either the Company or the relevant non-executive Director giving to the other not less than one month's notice. The annual fees of Mr. Best, Mr. McIlwain and Mr. Hill are £25,000, £nil and £nil respectively.

(b) The proposed appointments as non-executive Directors of Christopher Hall, Robert Foster and Emma Priestley are each terminable by either the Company or the relevant non-executive Director giving to the other not less than one month's notice. The annual fees of Mr. Hall, Dr. Foster and Ms. Priestley are £15,000, £nil and £22,500 respectively. No Proposed Director will be entitled to enhanced compensation on early termination of his contract.

(c) No amendments have been made to the Directors' service contracts within six months of the date of this document, but the following changes are proposed to take effect on Admission:

(i) Jurie Wessels' salary will be reduced to US$162,500 per annum, provided that the Company may not serve notice of termination on Mr. Wessels without cause within the six months following Admission. It has further been agreed that, if Mr. Wessels' employment is terminated as a result of a hostile takeover or change in control of the Company following Admission, the applicable notice period will be extended by three months. In such circumstances the Company may waive, and pay cash in lieu of, all or part of such notice period.

(ii) Hendrik Schloemann's salary will be reduced to US$140,000 per annum, provided that the Company may not serve notice of termination on Dr. Schloemann without cause within the six months following Admission. It has further been agreed that, if Mr. Schloemann's employment is terminated as a result of a hostile takeover or change in control of the Company following Admission, the applicable notice period will be extended by two months. In such circumstances the Company may waive, and pay cash in lieu of, all or part of such notice period.

7. Middle market quotations

Set out below are the closing middle-market quotations for the Ordinary Shares for the first dealing day of each of the six months immediately preceding the date of this document and for 13 October 2014 (being the latest practicable date prior to the publication of this document).

Date	Price per Ordinary Share (pence)
1 May 2014	0.455p
2 June 2014	0.485p
1 July 2014	0.675p
1 August 2014	0.545p
1 September 2014	0.400p
1 October 2014	0.375p
13 October 2014	0.275p

8. Letter of intent

Unity, which holds 29.5% of the issued share capital of the Company, has indicated its intention to vote in favour of the Resolutions to be proposed at the General Meeting, including the Whitewash Resolution.

9. General

(a) WH Ireland has given and has not withdrawn its written consent to the issue of this document with the inclusion herein of the references to its name and its advice to the Directors in the form and context in which they appear.

(b) No agreement, arrangement or understanding exists whereby any New Ordinary Share acquired by Stratex will be transferred to any other person.

(c) Save as disclosed in this Circular, there has been no significant change in the financial or trading position of the Company since 28 February 2014, the date of the 2014 Annual Report and Accounts.

(d) No agreement, arrangement, or understanding (including any compensation arrangement) exists between Stratex or any person acting in concert with it and any of the Directors, recent directors, Shareholders or recent shareholders of the Company (or any person interested in or recently interested in shares of the Company) having any connection with or dependence upon the proposals set out in this Circular.

(e) As at 13 October 2014 (being the latest practicable date prior to the posting of this document) the Company had 13,700,000 share options in issue.

10. Financial information on GoldStone

The Company's annual reports and accounts for the years ended 28 February 2014 and 28 February 2013 are available in "read only" format, and can be printed, from the Company's website at www.goldstone resources.com and they are incorporated into this document by reference. Hard copies of the accounts have been sent to Shareholders and will not be resent unless requested. Further hard copies can be requested from Mark Leonard (tel: 020 7220 1666) at WH Ireland Limited, 24 Martin Lane, London EC4R 0DR.

11. Financial information on Stratex

Stratex's annual reports and accounts for the years ended 31 December 2013 and 2012 and half yearly report for the six months ended 30 June 2014 are available in "read only" format, and can be printed, at www.stratexinternational.com and are incorporated into this document by reference. Hard copies of the accounts will not be sent unless requested from Perry Ashwood (tel: 020 7830 9650) at 180 Piccadilly, London W1J 9HF.

12. Documents available for inspection

Copies of the following documents will be available for inspection on the Company's website, www.goldstoneresources.com up to and including 30 October 2014 and at the General Meeting to be held on that day:

(a) the Memorandum and Articles of Association of GoldStone;
(b) the audited consolidated accounts of GoldStone for the financial years ended 28 February 2014 and 28 February 2013;
(c) the letter of intent referred to in paragraph 8 of this Part II;
(d) the Subscription Agreement;
(e) the Warrant instrument referred to in paragraph 4(a)(ii) of this Part II;
(f) the Directors' service contracts referred to in paragraph 6(a) of this Part II;
(g) the consent letter referred to in paragraph 9(a) of this Part II; and
(h) this document.

Copies of the following documents will be available for inspection on the Stratex website www.stratexinternational.com up to and including 30 October 2014 and at the General Meeting to be held on that day:

(i) the Memorandum and Articles of Association of Stratex;
(j) the audited consolidated accounts of Stratex for the financial years ended 31 December 2012 and 2013;
(k) the notification of the unaudited interim results for the six month period ended 30 June 2014; and
(l) the service contracts of the Proposed Directors referred to in paragraph 6 of this Part II.

Shareholders have the right to receive the documents referred to in this paragraph 12 in hard copy, and may obtain such copies by contacting Mark Leonard (tel: 020 7220 1666) at W H Ireland Limited, 24 Martin Lane, London EC4R 0DR.

Dated: 14 October 2014

GoldStone Resources Limited

(incorporated in Jersey with company number 71490)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of GoldStone Resources Limited will be held at the offices of Faegre Baker Daniels LLP, 7 Pilgrim Street, London EC4V 6LB on 30 October 2014 at 9.30 a.m. (or such later time as the annual general meeting of the Company scheduled for 9.00 a.m. on the same day concludes) for the purpose of considering and, if thought fit, passing the following resolutions, in the case of Resolution 1 as an ordinary resolution of Independent Shareholders (as defined in the circular to shareholders dated 14 October 2014 (the "Circular")) conducted on a poll and in the case of Resolutions 2 and 3 as special resolutions.

Ordinary Resolution

1. THAT the waiver granted by the Panel on Takeovers and Mergers, conditional on the passing of this Resolution on a poll, of any requirement under Rule 9 of the City Code on Takeovers and Mergers for Stratex International plc ("Stratex") to make a general offer to shareholders as a result of (i) its subscription for ordinary shares in the Company pursuant to the terms of the subscription agreement dated 18 July 2014 made between Stratex and the Company (the "Subscription Agreement") summarised in the Circular or (ii) the grant to, and exercise by, Stratex of any of the warrants to be issued to it pursuant to the terms of the Subscription Agreement, be and is hereby approved.

Special Resolutions

2. THAT, with effect from the date of passing of this Resolution and conditional upon the passing on a poll of Resolution 1 above:-

(a) each ordinary share of 1 penny in the capital of the Company in issue as at the date of this Extraordinary General Meeting (the "Ordinary Shares") be sub-divided into one ordinary share of 0.1 pence and one deferred share of 0.9 pence (the "Deferred Shares") in the capital of the Company and that, immediately following such sub-division, every ten such ordinary shares of 0.1 pence each be consolidated into one ordinary share of 1 penny each in the capital of the Company (the "New Ordinary Shares"), each such New Ordinary Share and the Deferred Shares having the rights and being subject to the restrictions set out in the new articles of association of the Company to be adopted pursuant to paragraph (c) below, and the memorandum of association of the Company be amended accordingly;

(b) the Directors shall be authorised to aggregate any fractional entitlements to New Ordinary Shares in issue on the date this Resolution is passed which arise on the consolidation and sub-division referred to in Resolution 2(a) above and sell the New Ordinary Shares arising as a result of such aggregation in the market as agent for the relevant holders for the best price reasonably obtainable, and may authorise any person to transfer or deliver such New Ordinary shares to the buyer or in accordance with the buyer's instructions, with the net proceeds of such sale to be retained by the Company, and the buyer shall not be bound to see to the application of the purchase money, nor shall his title to such New Ordinary Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale; and

(c) in order to give effect to the foregoing and to embody prior changes to the memorandum and articles of association of the Company approved by shareholders into a single document, the draft memorandum and articles of association produced to the meeting and initialed by the Chairman of the meeting for the purposes of identification be adopted as the memorandum and articles of association of the Company.

3. THAT, in addition to the authority to allot or grant options over shares conferred upon the directors under Article 4(2) of the articles of association of the Company adopted pursuant to Resolution 2(c) above or otherwise, the directors are hereby authorised to allot the Subscription Shares and issue the Warrants and to allot any shares to be issued to Stratex pursuant to such Warrants, as such terms are defined in the Circular, on the terms described in the Circular, subject to such non-material amendments as the Directors may determine, as if Article 4(2)(a) of such articles of association did not apply to such allotment or issue.

BY ORDER OF THE BOARD

Ockert ("Ockie") Kruger
Company Secretary

14 October 2014

Registered Office

P.O. Box 560
11-15 Seaton Place
St. Helier JE4 8XP
Jersey

NOTES:

1. A member of the Company is entitled to appoint a proxy or proxies to attend, speak and vote at the meeting in his stead. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. A proxy does not need to be a member of the Company.

2. The appointment of a proxy does not preclude you from attending the meeting and voting in person. If you appoint a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

3. To be effective forms of proxy must be duly completed and returned so as to reach the Company's registrars, Computershare Investor Services (Jersey) Ltd, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY not less than 48 hours before the time appointed for the holding of the meeting.

4. To be entitled to attend and vote at the meeting or any adjournment thereof (and for the purpose of the determination by the Company of the number of votes they may cast) members must be entered in the Register of members at 9.30 a.m. on the day which is two days before the date of the meeting.