



## **GOLDSTONE** RESOURCES LTD.

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of members of GoldStone Resources Ltd (the "company") will be held on Thursday, 30 October 2014 at 9.00 a.m. (GMT) at the offices of Faegre Baker Daniels LLP, 7 Pilgrim Street, London EC4V 6LB at which meeting the following resolutions will be considered and, if deemed fit, passed with or without modification:

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

#### **ORDINARY RESOLUTIONS**

**Ordinary Resolution 1** To receive and adopt the annual financial statements ("the accounts") of the company for the year ended 28 February 2014, together with the reports of the directors and the auditors.

Note: The accounts were dispatched to shareholders on 29 August 2014 and are available for download on the company website ([www.goldstoneresources.com](http://www.goldstoneresources.com)).

**Ordinary Resolution 2** To ratify and approve the remuneration of the directors as set out in the accounts.

**Ordinary Resolution 3** To confirm and ratify all acts of the directors of the company for the year ended February 2014 as reflected in the accounts as at that date.

**Ordinary Resolution 4** To re-appoint Mr Jonathan Best as a director of the company who submits himself for re-election in terms of the articles of association.

**Ordinary Resolution 5** To re-appoint Mr Andrew McIlwain as a director of the company who submits himself for re-election in terms of the articles of association.

**Ordinary Resolution 6** To re-appoint Mr Jurie Wessels as a director of the company who submits himself for re-election in terms of the articles of association.

**Ordinary Resolution 7** To re-appoint Dr Hendrik Schloemann as a director of the company who submits himself for re-election in terms of the articles of association.

**Ordinary Resolution 8** To re-appoint Mr Benjamin Charles Hill as a director of the company who submits himself for election in terms of the articles of association.

**Ordinary Resolution 9** To re-appoint Messrs Deloitte LLP (Jersey) as auditors of the company until the conclusion of the annual general meeting of the company to be held in 2015, on terms and conditions (including remuneration) to be agreed by the directors.

#### **SPECIAL RESOLUTIONS**

**Special Resolution 1** The directors be authorised, pursuant to Article 4(2) of the Articles of Association, to allot shares or grant options over shares in the company as if Article 4(2)(a) of the Articles of Association 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 2015 and the date 15 months following the date this resolution was passed, save that the company



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may, before such expiry, make an offer or agreement which could 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 of shares or grant of options over shares up to an aggregate number of 117,000,000 shares (representing approximately 30 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).

### **Special Resolution 2**

The following amendments to the Articles of Association be approved:

- (i) THAT the Articles be amended by deleting the words "as provided in the Law" from the end of Article 4(4).
- (ii) It being noted that this is a clarificatory amendment, given that the notice period for calling an annual general meeting in the Articles is 14 days and not 21 days THAT the Articles be amended by deleting the words "twenty-one" which appear in Article 13(1) and replacing them with the word "fourteen".
- (iii) THAT the Articles be amended by deleting the words "95 per centum" and replacing them with the words "90 per cent (or in the case of a meeting for the passing of a special resolution) 95 per cent".
- (iv) THAT the Articles be amended by inserting the following after the end of the last sentence of Article 14(7):

"In calculating the period referred to in the foregoing of this Article 14(7), no account shall be taken of any part of a day that is not a "working day" within the meaning of Article 96(4B) of the Law. An instrument of proxy which is not deposited in the manner so required shall be valid only if it is approved by all the other Members who are Present at the meeting."
- (v) THAT the Articles be amended by deleting Article 15 in its entirety and replacing it with the following:

"15. CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS  
Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person or persons as it thinks fit to act as its representative(s) at any meeting of the Company or of any class of members of the Company at which it is entitled to vote and the person or persons so authorised shall be entitled to exercise the same powers on behalf of the corporation which he/they represent(s) as that corporation could exercise if it were an individual member of the Company."
- (vi) THAT the Articles be amended by inserting a new Article 17(4) as follows:

"17 (4) For the avoidance of doubt, references to instruments or notices in writing in this Article 17 only shall be construed to mean instruments or notices in hard copy and shall be delivered as such in accordance with Articles 31(4) and 31(6)."



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(vii) THAT the Articles be amended by inserting the following new Articles after Article 31(9) as follows:

"(10) The Directors may from time to time issue, endorse or adopt terms and conditions relating to the use of electronic means for the sending of notices, other documents and proxy appointments by the Company to members or persons entitled by transmission and by members or persons entitled by transmission to the Company.

(11) A notice, document or other information may be served, sent or supplied by the Company in electronic form to a member who has agreed, at a time that member was a holder of shares in the Company, (generally or specifically) that notices, documents or information can be sent or supplied to them in that form and has not revoked such agreement.

(12) Where the notice, document or other information is served, sent or supplied by electronic means, it may only be served, sent or supplied to an address specified for that purpose by the intended recipient (generally or specifically).

(13) A notice, document or other information may be served, sent or supplied by the Company by being made available on a website to a member who has agreed (generally or specifically), at a time that member was a holder of shares in the Company, or pursuant to Article 31(14) below is deemed to have agreed, that notice, document or information can be sent or supplied to the member in that form and has not revoked such agreement.

(14) If a member has been asked individually by the Company to agree that the Company may serve, send or supply notices, documents or other information generally, or specific notices, documents or other information to them by means of a website and the Company does not receive a response within a period of 28 days beginning with the date on which the Company's request was sent (or such longer period as the directors may specify), such member will be deemed to have agreed to receive such notice, documents or other information by means of a website in accordance with Article 31(13) (save in respect of any notices, documents or information that are required to be sent in hard copy form pursuant to the Law). A member can revoke any such deemed election in accordance with Article 31(16).

(15) A notice, document or other information served, sent or supplied by means of a website must be made available in a form, and by a means, that the Company reasonably considers will enable the recipient: (i) to read it, and (ii) to retain a copy of it. For this purpose, a notice, document or other information can be read only if: (i) it can be read with the naked eye; or (ii) to the extent that it consists of images (for example photographs, pictures, maps, plans or drawings), it can be seen with the naked eye.

(16) If a notice, document or other information is served, sent or supplied by means of a website, the Company must notify the intended recipient of: (i) the presence of the notice, document or other information on the website; (ii) the address of the website; (iii) place on the website where it may be accessed; and (iv) how to access the notice, document or



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information. The document or information is taken to be sent on the date on which the notification required by this Article 31(16) is sent or if later, the date on which the document or information first appeared on the website after that notification is sent.

(17) Any notice, document or other information made available on a website will be maintained on the website for the period of at least 28 days beginning with the date on which notification is received, or such shorter period as may be required by law or any regulation or rule to which the Company is subject. A failure to make a notice, document or other information available on a website throughout the period mentioned in this Article 31(15) shall be disregarded if: (i) it is made available on the website for part of that period; and (ii) the failure to make it available throughout that period is wholly attributable to circumstances that it would not be reasonable for the Company to prevent or avoid.

(18) Any amendment or revocation of a notification given to the Company or agreement (or deemed agreement) under Articles 31(10) to 31(11) shall only take effect if in writing, signed (or authenticated by electronic means) by the member and on actual receipt by the Company thereof.

(19) Communications sent to the Company by electronic means shall not be treated as received by the Company if it is rejected by computer virus protection arrangements.

(20) Where these Articles require or permit a notice or other document to be authenticated by a person by electronic means, to be valid it must incorporate the electronic signature or personal identification details of that person, in such form as the directors may approve, or be accompanied by such other evidence as the directors may require to satisfy themselves that the document is genuine.

(21) Where a member of the Company has received a document or information from the Company otherwise than in hard copy form, he is entitled to require the Company to send to him a version of the document or information in hard copy form within 21 days of the Company receiving the request.

(22) Other than as expressly set out in these Articles or required by applicable laws (including the Law) or regulations, references in these Articles to any consent, notice, confirmation, offer, determination, disclosure, instrument, certificate or copy being sent or given in writing or in hard copy or equivalent shall include such consent, notice, confirmation, offer, determination, disclosure, instrument, certificate or copy being sent or given by electronic means in accordance with the foregoing provisions."

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  
14 October 2014



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**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 or her 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. Completion and return of a form of proxy does not preclude a member from attending and voting at the meeting in person should he or she so wish.
3. The proxy must be completed and returned so as to reach the company's registrars, Computershare Investor Services (Jersey) Limited c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY (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.
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 9.00 a.m. (GMT) on the day which is two days before the date of the meeting.