



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, 5 December 2013 at 09h00 (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:

ORDINARY RESOLUTIONS

- Ordinary Resolution 1** To receive and adopt the annual financial statements ("the accounts") of the company for the year ended February 2013, together with the reports of the directors and the auditors.
- Note: The accounts were dispatched to shareholders on 30 August 2013 and are available for download on the company website.
- 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 2013 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 confirm the recent appointment of Mr Ben Hill as a director of the company who also 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 2014, on terms and conditions (including remuneration) to be agreed by the directors.

SPECIAL RESOLUTIONS

- Special Resolution 1** The authorised share capital of the Company be and is hereby increased to £10 million comprising 1,000 million ordinary shares of 1 pence each and the Company's Memorandum of Association be amended accordingly.
- Special Resolution 2** 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 2014 and the date 15 months



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following the date this resolution was passed, save that the company 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 3

That, in light of the amendments to the City Code on Takeovers and Mergers (the "Code") administered by the UK Panel on Takeovers and Mergers which have the effect of extending the application of the Code to the company, Articles 35 to 37 (inclusive) of the Articles of Association of the company, which incorporate certain provisions based on the Code, be and are hereby deleted.

BY ORDER OF THE BOARD

Ockert Hugo Kruger
Company Secretary
18 November 2013

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, Queensway House, Hilgrove Street, St Helier, JERSEY JE1 ES, Channel Islands (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 09h00 a.m. (GMT) on the day which is two days before the date of the meeting.