



FORM OF PROXY

For use by members of Goldstone Resources Ltd (the "Company") at an annual general meeting to be held on Monday 5 December 2011 at 2.00 p.m. ("the general meeting")

I/We appointsor 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
Ordinary Resolutions			
Resolution 1. To receive and adopt the annual financial statements of the Company for the year ended February 2011, together with the reports of the Directors and the auditors.			
Resolution 2. To ratify and approve the remuneration of the Directors as set out in the annual financial statements.			
Resolution 3. To confirm and ratify all acts of the Directors as reflected in the annual financial statements of the company for the year ended February 2011.			
Resolution 4. To reappoint Gennen McDowall as a director of the Company.			
Resolution 5. To reappoint Jurie Wessels as a director of the Company.			
Resolution 6. To reappoint Hendrik Schloemann as a director of the Company.			
Resolution 7. To appoint Rod Hanson as a director of the Company.			
Resolution 8. 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.			
Special Resolutions			
Special Resolution 1. 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.			
Special Resolution 2. To amend the articles to include Disclosure and Transparency Rules.			
Special Resolution 3. To amend the articles to include provisions relating to Take Overs.			
Special Resolution 4: To authorise the Directors to allot the Placing Shares without having to first offer them to shareholders pursuant to their pre-emption rights.			

Signed aton this the day of 2011.

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(Signature)

NOTES TO THE FORM OF PROXY

- 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 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 (Jersey) Limited, Queensway House, Hilgrove Street, St Helier, JERSEY JE1 1ES, 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 2.00 p.m. on the day which is two days before the date of the meeting.





BUSINESS REPLY
Licence Number
JE147

Computershare Investor Services
(Jersey) Limited
Queensway House
Hilgrove Street
St Helier
Jersey
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Channel Islands

