



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, 28 July 2016 at 10h00 (GMT) at the offices of Faegre Baker Daniels LLP, 7 Pilgrim Street, London EC4V 6LB at which meeting 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 December 2015, together with the reports of the directors and the auditors.

Note: The accounts were dispatched to shareholders on 30 June 2016 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 the reappointment of Mr Bob Foster as a director of the company who submits himself for re-election in terms of the articles of association.

Ordinary Resolution 4 To confirm the appointment of Ms Emma Priestley as a director of the company who submits herself for election in terms of the articles of association.

Ordinary Resolution 5 To confirm the appointment of Mr Andrew Bell as a director of the company who submits himself for election in terms of the articles of association.

Ordinary Resolution 6 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 2017, 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 2017 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 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 62,286,363 shares (representing 100 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).



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Special Resolution 2

The following amendments to the Memorandum and Articles of Association be approved:

- i. That the Articles be amended by deleting the words “No meeting of the Directors shall be held in the United Kingdom and any decision reached or resolution passed by the Directors at any meeting which is held in the United Kingdom shall be invalid and of no effect.” from the beginning of Article 21. (2); and
- ii. By deleting the words “, PROVIDED THAT no Director physically present in the United Kingdom at the time of any such meeting may participate in the meeting by means of a conference telephone or, similar communications equipment” from the end of Article 21. (2).

BY ORDER OF THE BOARD

Jacques Marcel Coetzer
Company Secretary
11 July 2016

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, Bridgewater 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 17.00 (Close of business) (GMT) on the day which is two days before the date of the meeting.