

GOLDSTONE RESOURCES LTD

(Incorporated in Jersey with company number 71490)

FORM OF PROXY

I/We appoint or 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 annual general meeting of the Company to be held at the offices of Faegre Baker Daniels LLP, 7 Pilgrim Street, London EC4V 6LB at 10:30 am on Friday, 2 June 2017 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 resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name(s), in accordance with the following instructions:

Ordinary Resolutions

	Resolutions	For	Against	Vote Withheld
Ordinary Resolution 1	To receive and adopt the annual financial statements of the company for the year ended December 2016.			
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 Neil Gardyne as a director of the company.			
Ordinary Resolution 4	To confirm the appointment of Mr Richard Lloyd as a director of the company.			
Ordinary Resolution 5	To appoint PKF Littlejohn LLP as auditors of the company until the conclusion of the annual general meeting of the company to be held in 2018, on terms and conditions to be agreed by the directors.			

Special Resolution

	Resolutions	For	Against	Vote Withheld
Special Resolution 6	To increase the authorised share capital of the Company to £12,500,000 by the creation of Two Hundred and Fifty Million (250,000,000) new ordinary shares of GBP 0.01 each.			
Special Resolution 7	To authorise the directors to allot new ordinary shares, or grant rights to subscribe for or convert any security into such shares, in the Company to Paracale Gold Limited (pursuant to the terms of the Paracale Loan Agreement), as if Article 4(2)(a) of the Articles of Association did not apply to such allotment or grant.			
Special Resolution 8	To authorise the directors to issue such aggregate number of ordinary shares as represents up to 200 per cent of the ordinary share capital as enlarged by the conversion of the Paracale loan, without the issue of such shares being subject to shareholder pre-emption rights.			

FOR AN INDIVIDUAL:

Signed aton this the.....day of2017

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(Signature)

FOR A CORPORATE ENTITY:

Signed at.....on this the.....day of.....2017

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(Signature)

NOTES OF 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. Only members or their proxies may attend the meeting. Only members personally present may vote on a show of hands. A proxy may not vote on a show of hands. If no indication is given your proxy will have discretion to vote or to abstain.
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 (Close of business) 17.00 p.m. on the day which is two business days before the date of the meeting.
5. In the case of a corporation, the form of proxy must be either given under its seal or signed by a duly authorised officer or attorney.
6. In the case of joint holders, the form of proxy must be signed by the first-named holder of the shares.