

GOLDSTONE RESOURCES LTD
(Incorporated in Jersey with company number 71490)

FORM OF PROXY

I/Weappoints 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 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:

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 February 2013, together with the reports of the directors and the auditors.			
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.			
Ordinary Resolution 4	To re-appoint Mr Jonathan Best as director of the company.			
Ordinary Resolution 5	To re-appoint Mr Andrew McIlwain as director of the company.			
Ordinary Resolution 6	To re-appoint Mr Jurie Wessels as director of the company.			
Ordinary Resolution 7	To re-appoint Mr Dr Hendrik Schloemann as director of the company.			
Ordinary Resolution 8	To appoint Benjamin Charles Hill as director of the company.			
Ordinary Resolution 9	To re-appoint Messrs Deloitte LLP (Jersey) as auditors of the company for the ensuing year, on terms and conditions to be agreed by the directors.			

Special Resolution

Resolutions		For	Against	Vote Withheld
Special Resolution 1	To increase the authorised share capital of the company to £10 million comprising 1, 000 million ordinary shares of 1 pence each			
Special Resolution 2	To authorise the directors to issue up to a certain amount of shares without first having to offer them to shareholders pursuant to their pre-emption rights.			
Special Resolution 3	Deleting Articles 35-37 (inclusive) of the Articles of Association			

Signed aton this the.....day of2013

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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.
3. The proxy must be completed and returned so as to reach the Company's registrars, Computershare Investor Services (Jersey) Limited, Queensway House, Hillgrove 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 09h00 a.m. on the day which is two days before the date of the meeting.