

This document is important and requires your immediate attention. If you are in any doubt about the contents of this document or the action you should take, you should immediately seek your own independent financial advice from your stockbroker, solicitor or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your ordinary shares in GoldStone Resources Ltd, you should forward this document, together with the accompanying form of proxy, immediately to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

GOLDSTONE RESOURCES LTD

(Incorporated in Jersey with company number 71490)

Directors:

Mr William (Bill) Trew (Non-executive Chairman)
Ms Emma Priestley (Chief Executive Officer)
Mr Richard Lloyd (Non-executive Director)
Ms Angela List (Non-executive Director)
Mr Richard Wilkins (Non-executive Director)

Registered Office:

15 Esplanade
St. Helier
JE1 1RB
Jersey

19 July 2019

To the holders of Ordinary Shares

Dear Shareholder

Notice of Annual General Meeting

1. Introduction

The purpose of this letter is to provide you with background to the resolutions (“**Resolutions**”) set out in the Notice of Annual General Meeting attached to this document and to request shareholder support for the Resolutions.

A copy of the Annual Report and Accounts containing the Company’s financial statements for the period ended 31 December 2018 can be found on the Company’s website (<http://www.goldstoneresources.com>).

You will find set out at the end of this document the Notice of Annual General Meeting (“**Notice of AGM**”) convening the 2019 AGM of the Company for 11.30 a.m. on Tuesday, 6 August 2019 at the offices of Faegre Baker Daniels LLP, 7 Pilgrim Street, London EC4V 6LB, for the purposes of considering and, if thought fit, approving the Resolutions.

Resolutions 1 to 5 deal with the business customarily addressed at annual general meetings of the Company, including receiving and adopting the accounts for the financial year ended December 2018; ratifying and approving the remuneration of directors; approving the reappointment of certain directors who, having indicated their willingness to be reappointed, are retiring by rotation in accordance with the Company’s articles of association; and the reappointment of DSG as auditors of the Company. These Resolutions will be proposed as ordinary resolutions and, as such, require to be passed by a majority of not less than half of the shareholders who (being entitled to do so) vote in person or by proxy at the AGM.

The final resolution to be proposed at the AGM, Resolution 6, would authorise the Board to issue further Ordinary Shares (or grant rights, such as options or warrants, which might convert into Ordinary Shares) up to an aggregate maximum of 499,415,982 Ordinary Shares, representing approximately 200 per cent. of the Company's issued ordinary share capital at the date of this letter. This authority will provide the Board with flexibility as it considers future funding options for the Company. The authority in Resolution 6 would expire on the earlier of (i) the conclusion of the 2020 AGM of the Company and (ii) 6 November 2020.

Resolution 6 will be proposed as a special resolution of the Company and, as such, will require to be passed by a majority of not less than two-thirds of the shareholders who (being entitled to do so) vote in person or by proxy at the AGM.

2. Action to be taken

A form of proxy is enclosed for use by shareholders at the AGM. Whether or not you intend to be present at the AGM, you are asked to complete and return the form of proxy in accordance with the instructions printed thereon so as to be received by the Company's registrars, Computershare Investor Services (Channel Islands) Ltd, c/o The Pavilions, Bridgewater Road, Bristol BS99 6ZY, not later than 11.30 a.m. on Friday, 2 August 2019.

Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person, if you so wish.

3. Recommendation

The Directors believe that the Resolutions are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that shareholders vote in favour of such Resolutions as they intend to do in respect of their own beneficial shareholdings amounting in aggregate to 128,194,699 Ordinary Shares, representing approximately 51.3% per cent. of the current issued ordinary share capital of the Company.

Yours sincerely

WILLIAM TREW

Non-executive Chairman



GOLDSTONE

RESOURCES LTD.

(incorporated in Jersey with company number 71490)

Notice of Annual General Meeting

Notice is hereby given that the 2019 Annual General Meeting of GoldStone Resources Ltd will be held at the offices of Faegre Baker Daniels LLP, 7 Pilgrim Street, London EC4V 6LB at 11.30 a.m. on Tuesday, 6 August 2019 for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 5 will be proposed as Ordinary Resolutions and Resolution 6 will be proposed as a Special Resolution:

ORDINARY RESOLUTIONS

- Resolution 1** To receive and adopt the annual financial statements (the “Accounts”) of the company for the year ended December 2018, 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 Accounts.
- Resolution 3** To confirm the reappointment of Mr Richard Wilkins as a director of the company who submits himself for re-election in accordance with the Company’s articles of association.
- Resolution 4** To confirm the reappointment of Ms Emma Priestley as a director of the company who submits herself for re-election in accordance with the Company’s articles of association.
- Resolution 5** To re-appoint DSG Accountancy and Business Services Limited as auditors of the company until the conclusion of the annual general meeting of the company to be held in 2020, on terms and conditions (including remuneration) to be agreed by the directors.

SPECIAL RESOLUTION

- Resolution 6** THAT the directors be and are hereby authorised to allot Ordinary Shares, or grant rights to subscribe for or convert any security into Ordinary Shares, as if Article 4(2)(a) of the Articles of Association did not apply to such allotment or grant, provided that this power:
- (a) shall only apply to the allotment of up to an aggregate maximum of 499,415,982 Ordinary Shares, representing approximately 200 per cent. of the Company’s issued ordinary share capital at the date of notice of this Resolution; and
 - (b) shall expire on the earlier of the conclusion of the Annual General Meeting of the company to be held in 2020 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 of Ordinary Shares or the grant of rights to subscribe for or convert any security into

Ordinary Shares after such expiry pursuant to any such offer or agreement as if the power conferred hereby had not expired.

BY ORDER OF THE BOARD

COL Secretaries Limited
Company Secretary

19 July 2019

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 (Channel Islands) Ltd, 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.