

**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)  
Dr Orrie Fenn (Non-executive Director)  
Ms Angela List (Non-executive Director)  
Mr Richard Wilkins (Non-executive Director)

### **Registered Office:**

2nd Floor, International House  
41 The Parade  
St. Helier  
Jersey  
JE2 3QQ

5 August 2022

*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 2021 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 2022 AGM of the Company for 11.30 a.m. on Wednesday 24 August 2022 to be held at the offices of 7 Pilgrim Street, London EC4V 6LB, for the purposes of considering and, if thought fit, approving the Resolutions.

Resolutions 1 to 6 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 2021; ratifying and approving the remuneration of directors; 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.

Resolution 7 will 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 147,731,045 Ordinary Shares, representing approximately 30 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 2023 AGM of the Company and (ii) 24 November 2023.

Resolution 7 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 and questions**

A form of proxy is enclosed for use by shareholders 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 22 August 2022.

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

The Board understands that the AGM also serves as a forum for shareholders to raise questions and comments. The Directors engage regularly with shareholders on an informal basis and would be delighted to address any queries prior to the AGM from Shareholders not able to attend in person, including any which Shareholders wish to raise prior to submitting proxy votes for the AGM. Therefore, if shareholders do have any questions or comments relating to the business of the meeting that they would like to ask the Board, they are asked to submit those questions in writing via email to [info@goldstoneresources.com](mailto:info@goldstoneresources.com) by no later than 11.30 a.m. on 23 August 2022.

Only questions from registered shareholders of the Company will be accepted and not all questions may be able to be answered by the Board.

## **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 191,968,121 Ordinary Shares, representing approximately 38.98% per cent. of the current issued ordinary share capital of the Company.

Yours sincerely



**WILLIAM TREW**

*Non-executive Chairman*

# GOLDSTONE RESOURCES LIMITED

*(incorporated in Jersey with company number 71490)*

## Notice of Annual General Meeting

Notice is hereby given that the 2022 Annual General Meeting of GoldStone Resources Ltd (the “Company”) will be held at 7 Pilgrim Street, London EC4V 6LB at 11.30 a.m. on 24 August 2022 for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolutions 1 to 6 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 of the Company for the year ended December 2021 (the “Accounts”), 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 William (Bill) Trew 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 Mrs Angela List as a director of the Company who submits herself for re-election in accordance with the Company’s articles of association.
- Resolution 5** To confirm the reappointment of Dr Orrie Fenn as a director of the Company who submits himself for re-election in accordance with the Company’s articles of association.
- Resolution 6** 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 2023, on terms and conditions (including remuneration) to be agreed by the directors.

### SPECIAL RESOLUTION

- Resolution 7** 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 147,731,045 Ordinary Shares, representing approximately 30 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 2023 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**

5 August 2022

### **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) (BST) on the day which is two days before the date of the meeting.