

GOLDSTAKE EXPLORATIONS INC.
21 Saddlewood Court
Markham, Ontario
L3R 8S8

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting of shareholders of **GOLDSTAKE EXPLORATIONS INC.** (the "Company") will be held at The National Club, 303 Bay Street, Toronto, Ontario, on Tuesday, the 7th day of June, 2005, at the hour of 4:00 o'clock in the afternoon (Toronto time), for the purposes of:

- (a) receiving the Company's 2004 Annual Report containing the financial statements for the year ended December 31, 2004, and the report of the auditors thereon;
- (b) electing directors for the ensuing year;
- (c) appointing auditors for the ensuing year and authorizing the directors to fix their remuneration
- (d) considering and, if deemed advisable, approving an increase in the number of common shares which may be reserved for issuance in connection with the Company's stock option plan from 16,000,000 to 25,000,000 common shares; and
- (e) transacting such further and other business as may properly come before the meeting or any adjournment or adjournments thereof.

A shareholder wishing to be represented by proxy at the meeting or any adjournment thereof must deposit his or her duly executed form of proxy with Equity Transfer Services Inc., 120 Adelaide Street West, Suite 420, Toronto, Ontario, M5H 4C3, on or before the close of business of the last date preceding the day of the meeting or any adjournment thereof at which the proxy is to be used, or deliver it to the Chairman of the meeting on the day of the meeting or any adjournment thereof prior to the voting.

Shareholders who are unable to attend the meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the meeting.

DATED this 9th day of May, 2005.

BY ORDER OF THE BOARD

"C. L. McAlpine"

Charles L. McAlpine
Secretary