

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended). If you have sold or transferred all your ordinary shares of 1 penny each in the capital of Solomon Gold plc (“Ordinary Shares”), you should pass this document and the accompanying form of proxy to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.**

## SOLOMON GOLD PLC

(Registered in England & Wales with Company No. 5449516)

### LETTER FROM THE CHAIRMAN

*Directors*

Cameron Wenck  
Nicholas Mather  
Brian Moller  
Dr Robert Weinberg

*Registered Office*  
7 Pilgrim Street  
London EC4V 6LB  
United Kingdom

3 November 2008

*Corporate Office*  
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Australia

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Website: [www.solomongold.com](http://www.solomongold.com)

*To the holders of Ordinary Shares*

Dear Shareholder,

#### **Introduction**

The purpose of this letter is to provide you with an update on the progress to date of Solomon Gold plc (“**Solomon Gold**” or the “**Company**”) and also to provide you with further information in understanding the background to the enclosed Notice convening an Extraordinary General Meeting (“**EGM**”) of the Company to be held at HopgoodGanim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland, Australia at 11.00am (Brisbane, Australia time) on 1 December 2008, at which the resolutions described below will be proposed.

#### **Update**

The Company made an announcement to the London Stock Exchange on 8 October 2008, which provided an update on the Company’s exploration activities. For further details on the exploration activities of the Company please refer to this announcement, a copy of which can be obtained from either the Company’s website ([www.solomongold.com](http://www.solomongold.com)) or the London Stock Exchange’s website ([www.londonstockexchange.com](http://www.londonstockexchange.com)).

#### **Resolutions Proposed at the EGM - Authority to allot shares and disapplication of pre-emption rights**

The Company’s authorised share capital requires to be increased to allow the Directors to allot and issue shares in excess of the Company’s existing authorised share capital. Accordingly resolution 1 is being proposed as an ordinary resolution.

Resolutions 2 and 3 set out in the Notice provide for the grant of authorities to the Directors pursuant to sections 80 and 95 of the Companies Act 1985 to allot shares. Resolution 2 will be proposed as an ordinary resolution and will permit the issue of shares *pro rata* to existing shareholders and the issue of shares otherwise than to existing

shareholders for non-cash consideration. The number of Ordinary Shares that may be issued pursuant to the authority is limited to 60,000,000 Ordinary Shares being approximately equal to 135.36% of the Company's existing issued ordinary share capital. The authority will expire 15 months after the EGM or at the conclusion of the Annual General Meeting of the Company to be held in 2009, whichever occurs first.

Resolution 3 will permit the issue of up to 60,000,000 Ordinary Shares for cash other than *pro rata* to existing shareholders, being equal to 135.36% of the Company's existing issued ordinary share capital. The authority will lapse 15 months after the EGM or at the conclusion of the Annual General Meeting of the Company to be held in 2009, whichever occurs first.

The authorities sought will replace those granted at the last Annual General Meeting of the Company to the extent not already used up.

### **Action to be taken by Shareholders**

Enclosed with the Notice of EGM accompanying this letter is a form of proxy for use by shareholders. All shareholders are invited and encouraged to attend the EGM or, if they are unable to attend in person, to complete, sign and return the form of proxy to the Company in accordance with the instructions printed on it so as to be received as soon as possible, but in any event not later than 11.00am on 29 November 2008. Shareholders can either deliver the form of proxy by hand, by mail, by facsimile or as an attachment by email. Delivery of a form of proxy will not preclude a shareholder from attending and voting at the EGM in person if the shareholder wishes.

### **Recommendation**

Your Directors believe that the Resolutions to be proposed at the EGM are in the best interests of the Company and its shareholders as a whole and recommend you vote in favour of such resolutions as they intend to do in respect of their own beneficial shareholdings.

Yours faithfully,

**Cameron Wenck, Chairman**

# SOLOMON GOLD PLC

(Registered in England & Wales with Company No. 5449516)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HERBY GIVEN that an extraordinary general meeting of Solomon Gold plc (the “Company”) will be held at HopgoodGanim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland, Australia on 1 December 2008 at 11.00am (Brisbane, Australia time) for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as to the resolutions numbered 1 and 2 as ordinary resolutions and as to the resolution numbered 3 as a special resolution:

### Ordinary Resolutions

1. THAT the authorised share capital of the Company be increased from £1,000,000 to £2,000,000 by the creation of 100,000,000 new ordinary shares of 1p each in the capital of the Company ranking *pari passu* in all respects with the existing ordinary shares.
2. THAT the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (as amended) (the “Act”) to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £600,000 provided that this authority shall expire at the earlier of the date 15 (fifteen) months from the date of passing of this Resolution and the conclusion of the 2009 Annual General Meeting of the Company but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.

### Special Resolution

3. THAT subject to the passing of resolutions 1 and 2 above the directors be and they are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) up to an aggregate nominal amount of £600,000 wholly for cash pursuant to the authority conferred by resolution 2 above as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall expire at the earlier of the date 15 (fifteen) months from the date of passing of this Resolution and the conclusion of the 2009 Annual General Meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

## BY ORDER OF THE BOARD OF DIRECTORS

Duncan Cornish  
Company Secretary  
3 November 2008

*Registered Office*  
7 Pilgrim Street  
London EC4V 6LB  
United Kingdom

Website: [www.solomongold.com](http://www.solomongold.com)

**Notes:**

1. A member of the Company entitled to attend and vote at the above meeting may appoint a proxy to attend and (on a poll) vote instead of him. A proxy need not 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. A form of proxy is enclosed and to be valid must be completed and signed and returned (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):
  - (a) by hand or by post either at the Company's registered office c/o Simon Holden, Faegre & Benson LLP, 7 Pilgrim Street, London EC4V 6LB, United Kingdom or at the Company's head office at Level 5, 60 Edward Street, Brisbane, Queensland 4000, Australia; or
  - (b) by facsimile to +61 7 3303 0681 or marked for the attention of Simon Holden of Faegre & Benson LLP to +44 (0)20 7450 4545; or
  - (c) by attachment to an email sent to [info@solomongold.com](mailto:info@solomongold.com),  
  
so as to be received not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
4. Pursuant to Regulation 41 of The Uncertified Securities Regulations 2001 (as amended), only those members registered in the Register of Members of the Company as at close of business on 29 November 2008 being not more than 48 hours before the time fixed for the meeting, are entitled to attend or vote at this meeting in respect of the number of shares registered in their name at close of business on 29 November 2008. Changes to entries in the Register after close of business on 29 November 2008 shall be disregarded in determining the right to attend or vote at the meeting.
5. You may not use any electronic address provided either in this Notice of Extraordinary General Meeting or any related documents (included the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

**SOLOMON GOLD PLC**  
**Extraordinary General Meeting**

**Form of Proxy**

**Before completing this form, please read the explanatory notes beneath**

I/We the undersigned, being (a) Member(s) of Solomon Gold plc (the “**Company**”) HEREBY APPOINT ..... or, failing him/her\*, the Chairman of the Meeting (see Note 5) to act as my/our\* proxy to attend and vote on my/our\* behalf at the Extraordinary General Meeting of the Company to be held at HopgoodGanim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland, Australia at 11.00am (Brisbane, Australia time) on 1 December 2008 and at any adjournment of the meeting:

I/We\* direct my/our\* proxy to vote as follows:

\*Please delete accordingly

(INDICATE WITH AN X IN THE BOXES BELOW)

<b>RESOLUTIONS:</b>	<b>For</b>	<b>Against</b>	<b>Votes withheld (see note 4)</b>	<b>Discretionary (see note 4)</b>
<b>ORDINARY RESOLUTION</b>				
1 To increase the authorised share capital of the Company from £1,000,000 to £2,000,000 by the creation of 100,000,000 new ordinary shares of 1p each.				
2. To authorise the directors for the purposes of section 80 of the Companies Act 1985 (as amended) (the “ <b>Act</b> ”) to allot relevant securities up to an aggregate nominal amount of £600,000.				
<b>SPECIAL RESOLUTION</b>				
3. To authorise the directors pursuant to section 95 of the Act to allot equity securities wholly for cash as if section 89(1) of the Act did not apply up to an aggregate nominal amount of £600,000.				

Dated this ..... day of ..... 2008

Signature .....

Full name(s) in which shares are registered .....

.....

PLEASE USE BLOCK LETTERS

**Your board recommends that you vote in favour of all the above resolutions.**

**Notes:**

1. Only holders of ordinary shares entered on the register of members of the Company at 11.00am (GMT) on 29 November 2008 being not more than 48 hours before the time fixed for the meeting, are entitled to attend or vote at this meeting in respect of the number of shares registered in their name at 11.00am (GMT) on 29 November 2008. Changes to entries in the Register after 11.00am (GMT) on 29 November 2008 shall be disregarded in determining the right to attend or vote at the meeting. This is in accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended).
2. A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, to vote instead of him or her. A proxy need not be a member of the Company.
3. To be valid for the meeting, the form of proxy should be completed and signed and returned (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):
  - (a) by hand or by post either at the Company's registered office c/o Simon Holden, Faegre & Benson LLP, 7 Pilgrim Street, London EC4V 6LB, United Kingdom or at the Company's head office at Level 5, 60 Edward Street, Brisbane, Queensland 4000, Australia; or
  - (b) by facsimile to +61 (0)7 3303 0681 or marked for the attention of Simon Holden of Faegre & Benson LLP to +44 (0)20 7450 4545; or
  - (c) by attachment to an email sent to [info@solomongold.com](mailto:info@solomongold.com),so as to be received not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
4. To abstain from voting on a resolution, tick the box "Votes withheld". A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution. Ticking "Discretionary", or failing to tick any box against a resolution, will mean your proxy can vote as he or she wishes or can decide not to vote at all.
5. The Chairman of the Meeting shall act as a proxy unless another proxy is desired, in which case, insert the full name of your proxy in the space provided. A proxy will act in his or her discretion in relation to any business, other than that above, at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
6. In the case of a corporation, this form of proxy must be executed under its common seal or signed on its behalf by an attorney or officer of the corporation.
7. In the case of joint holders, the vote of the senior holder shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names of such holders stand in the register of members in respect of the joint holding.
8. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.
9. You may not use any electronic address provided either in the Notice of Extraordinary General Meeting or any related documents (including this form of proxy) to communicate with the Company for any purposes other than those expressly stated.