

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. If you have sold or transferred all your ordinary shares in Solomon Gold plc, 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)

Directors

Cameron Wenck
Nicholas Mather
Brian Moller
Dr. Robert Weinberg

Registered Office

7 Pilgrim Street
London EC4V 6LB
United Kingdom

Corporate Office

Level 5, 60 Edward Street
Brisbane, QLD 4000
Australia

3 February 2009

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Dear Shareholder,

Annual General Meeting

Introduction

The Annual General Meeting (“**AGM**”) of Solomon Gold plc (“**Solomon Gold**” or the “**Company**”) will be held at 4:00 p.m. (Brisbane, Australia time) on 12 March 2009 at the offices of Hopgood Ganim, Level 8, Waterfront Place, 1 Eagle Street, Brisbane, Queensland 4000, Australia. The notice convening the AGM is set out at the end of this letter.

The purpose of this letter is to provide you with further information in understanding the background to and the resolutions to be proposed at the AGM.

Exploration Update

An exploration updated was provided in the 2008 Solomon Gold plc Annual Report which was mailed to shareholders on 22 December 2008.

Corporate Update

On 19 November 2008, Solomon Gold announced that it had completed a placement of nearly 11.7 million ordinary shares of 1 penny each at a price of 3 pence per share for gross proceeds of £350,000. The Company now has in issue 55,991,668 fully paid ordinary shares.

The Company would like to propose the following Resolutions:

Resolution 1

Resolution 1 is to receive the Company’s financial statements and the report of the directors and auditors for the year ended 30 June 2008. Shareholders will have a reasonable opportunity at the AGM to ask questions and make comments on these reports and on the business and operations of the Company.

Resolution 2

Cameron Wenck retires by rotation in accordance with the articles of association of the Company (“**Articles**”) and, being eligible, offers himself for re-election as a Non-Executive Director.

Resolution 3

Nicholas Mather also retires by rotation in accordance with the Articles and, being eligible, offers himself for re-election as the Company's Chief Executive Officer.

Resolution 4

Resolution 4 is to re-appoint PKF (UK) LLP as auditors of the Company to hold office from the conclusion of the AGM to the conclusion of the next meeting of the Company at which accounts are laid before the Company at a remuneration to be determined by the directors.

Resolutions 5 and 6

These Resolutions are being proposed to authorise the Board to allot and issue ordinary shares of the Company up to the proposed nominal amount, save that such allotments are made within the confines of the Resolutions being proposed. The purpose of the Resolutions is to allow the Board to raise equity funds at a future date, if needed, to continue the Company's exploration programme in the Solomon Islands.

Shareholder Voting

All shareholders registered as holding ordinary shares of the Company at 4:00pm (Brisbane, Australia time) on the second day prior to the date of the AGM or any adjournment of it shall be (unless otherwise entitled to do so) entitled to attend the AGM and vote on the Resolutions proposed thereat.

Action to be taken by Shareholders

Attached to the Notice of AGM accompanying this letter is a Proxy Form for use by Shareholders. All Shareholders are invited and encouraged to attend the AGM or, if they are unable to attend in person, to complete, sign and return the Proxy Form to the Company. Lodgement of a Proxy Form will not preclude the Shareholder from attending and voting at the AGM in person.

Shareholders can either deliver the Proxy by hand, by mail, by facsimile or as an attachment by email.

Recommendation

The Board believes that the Resolutions are fair and reasonable and in the best interests of the Company and Shareholders alike, and therefore recommends you to vote in favour of them.

Yours faithfully,



Cameron Wenck, Chairman

SOLOMON GOLD PLC

(Incorporated in England and Wales with registered number 5449516)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the third annual general meeting of Solomon Gold plc (the "Company") will be held on 12 March 2009 at 4:00 p.m. (Brisbane Australia time) at the offices of Hopgood Ganim, Level 8, Waterfront Place, 1 Eagle Street, Brisbane, Queensland 4000, Australia for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the Company's financial statements and the report of the directors and auditors for the year ended 30 June 2008.
2. To re-elect Cameron Wenck as a director of the Company with the title "Non-Executive Director" who retires by rotation in accordance with the Articles, and is eligible for re-election.
3. To re-elect Nicholas Mather as a director of the Company with the title "Chief Executive Officer" who retires by rotation in accordance with the Articles, and is eligible for re-election.
4. To re-appoint PKF (UK) LLP as auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting of the Company at which accounts are laid before the Company at a remuneration to be determined by the directors.
5. THAT the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (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 £800,000 provided that this authority is for a period expiring at the Company's next annual general meeting 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.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

6. THAT subject to the passing of resolution 5 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 £800,000 wholly for cash 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 fifteen months from the date of passing of this resolution and the conclusion of the next 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


Kevin Nagle
Company Secretary
3 February 2009

Registered Office
7 Pilgrim Street
London EC4V 6LB
United Kingdom

Website: 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 notorially 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 "FAO Simon Holden, Faegre & Benson LLP" to +44 207 450 4545; or
 - (c) by attachment to an email sent to 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 10 March 2009 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 10 March 2009. Changes to entries in the Register after close of business on 10 March 2009 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 Annual 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

(Incorporated in England and Wales with registered number 5449516)

FORM OF PROXY

NAME AND ADDRESS OF SHAREHOLDER:

ANNUAL GENERAL MEETING of SOLOMON GOLD PLC (the "Company") to be held at the offices of Hopgood Ganim, Level 8, Waterfront Place, 1 Eagle Street, Brisbane, Queensland 4000, Australia on 12 March 2009 at 4:00 p.m. (Brisbane Australia time), and at any adjourned meeting.

Before completing this form, please read the explanatory notes on page 8 of this Proxy Card.

I/We being a member of the Company appoint _____ or, failing him/her, the Chairman of the Meeting (see note 6) to act as my/our proxy to attend and vote on my/our behalf at the annual general meeting of the Company to be held at • [a.m.][p.m.] on • 2009 and at any adjournment of the meeting.

(Please use a **black** pen. Mark with an **X** inside the box)

RESOLUTIONS	For	Against	Votes withheld (see note 5)	Discretionary (see note 5)
ORDINARY RESOLUTIONS:				
1. To receive the Company's financial statements and the report of the directors and auditors for the year ended 30 June 2008.				
2. To re-elect Cameron Wenck as a director of the Company with the title "Non-Executive Director".				
3. To re-elect Nicholas Mather as a director of the Company with the title "Chief-Executive Officer".				
4. To re-appoint PKF (UK) LLP as auditors of the Company				
5. THAT the directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate amount of £[800,000].				
SPECIAL RESOLUTION				
6. THAT subject to the passing of resolution 5 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) wholly for cash.				

YOUR BOARD RECOMMENDS THAT YOU VOTE IN FAVOUR OF ALL THE ABOVE RESOLUTIONS.

In order to assist us in the preparation of the meeting, please indicate by placing an **X** in the relevant box below whether you will be attending the meeting.

	YES	NO
I/We will be attending the meeting		

I/We would like my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

_____ 2009

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director or secretary).

NOTES

1. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 4.00 p.m. (Brisbane Australia time) on 10 March 2009 or, if the meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting shall be entitled to attend and vote at the meeting.
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 a form of proxy 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 "FAO Simon Holden, Faegre & Benson LLP" to +44 207 450 4545; or
 - (c) by attachment to an email sent to 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. The register of directors' interests in the share capital of the Company and copies of directors' service contracts are available for inspection during usual business hours, at the registered office of the Company on any weekday (weekends and public holidays excepted) from the date of this notice until the date of the annual general meeting and also at the place of the annual general meeting for at least 15 minutes prior to, and until the conclusion of the meeting.
5. To abstain from voting on a resolution, tick the box "vote 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.
6. The Chairman of the Meeting shall act as a proxy unless another proxy is desired, in which case, insert full name of your proxy in the space provided above. A proxy will act in his/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).
7. 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.
8. 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.
9. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which an issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. Any alterations to this form should be initialled.
11. The completion and return of this form will not preclude a member from attending the meeting and voting in person.
12. You may not use any electronic address provided either in the Notice of Annual General Meeting or any related documents (included this form of proxy) to communicate with the Company for any purposes other than those expressly stated.

To be effective, all votes must be lodged in accordance with note 3 above.