



King Solomon Mines Limited

ARBN 122 404 666

Notice of Annual Meeting

with Chairman's Letter and Explanatory Notes



King Solomon Mines Limited
242 Marine Parade, Otaki 5512, New Zealand
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enquiries@kingsolomonmines.com
www.kingsolomonmines.com

Chairman's Letter

10 July 2014

Dear Shareholder

I am pleased to enclose King Solomon Mines Limited's 2014 Annual Report and the Notice for the Annual Shareholders' Meeting to be held on Thursday 28 August 2014 at the Straterra office, Level 1, 93 The Terrace, Wellington, commencing at 11.00 am.

Shareholders should note that they will be able to ask questions or discuss matters arising from the Annual Report at the Annual Meeting.

If you are unable to attend the Annual Meeting in Wellington but would like to cast your vote on any of the resolutions proposed for the Annual Meeting, please lodge your proxy in accordance with the instructions contained with the enclosed Explanatory Notes which form part of the Notice of Annual Meeting dated 10 July 2014.

If you would like to attend the Annual Shareholder's Meeting we would be grateful if you could R.S.V.P. for catering either by email to enquiries@kingsolomonmines.com or by phoning 0800 546 476 (NZ) or 1 800 061 569 (Australia).

We look forward to seeing you.

Yours sincerely

Chris Castle
Chairman



Notice of Annual Meeting

Notice is given that the Annual Meeting of King Solomon Mines Limited (“the Company”) will be held on Thursday 28 August 2014 at the Straterra office, Level 1, 93 The Terrace, Wellington, commencing at 11.00 am (NZ time).

AGENDA

Re-election of Directors

1. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr. Christopher David Castle be re-elected as director of the Company."

Appointment of Auditors

2. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That PricewaterhouseCoopers be re-appointed as auditors of the Company to:

- (a) hold office from the conclusion of this meeting to the conclusion of the next annual meeting; and
- (b) audit the financial statements of the Company for the year ending 31 March 2015, and that the Board of Directors of the Company be authorised to fix the auditor's remuneration."

Approval for Issue of Shares to Directors

3. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Christopher David Castle as Non-Executive Chairman of the Company receive Director's Fees of A\$13,125 for services for a period of six months to 31 December 2014, payable in 4,375,000 shares in the Company as set out in the attached Explanatory Notes."

4. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Bodhi Svaha Holdings Limited which supplies the services of Stephen James McPhail as Managing Director of the Company receive Fees of A\$14,000 as part payment for services for a period of six months to 31 December 2014, payable in 4,666,667 shares in the Company as set out in the attached Explanatory Notes."



5. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Inner Mongolia Ao Meng Xin Economic and Trade Co., Ltd which supplies the services of Fu La as Executive Director of the Company receive Fees of A\$14,000 as part payment for services for a period of six months to 31 December 2014, payable in 4,666,667 shares in the Company as set out in the attached Explanatory Notes.”

Voting Exclusion Statements

The Company will disregard any votes cast on Resolutions 3-5 by:

- any Directors of the Company; and
- an associate of any of those Directors.

However the Company need not disregard any vote by any such persons if:

- it is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or
- it is cast by the person who is chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

Each of these resolutions is described in the attached Explanatory Notes which forms part of this Notice of Annual Meeting.

For and on behalf of the Board of Directors of King Solomon Mines Limited

Managing Director
Dated: 10 July 2014



Explanatory Notes

The purpose of these Explanatory Notes (which forms part of the Notice of Annual Meeting dated 10 July 2014) is to provide shareholders with an explanation of the resolutions to be proposed and considered at the Annual Meeting of the Company to be held on 28 August 2014.

Re-election of Directors (Resolution 1)

In accordance with the Corporate Governance Charter, adopted by the Board, the longest serving one-third of the Company's Directors (rounded down to the nearest whole number and excluding the Managing Director) are expected to retire at each Annual General Meeting. Accordingly Mr. Christopher David Castle being the longest serving director, has retired and, being eligible, offers himself for re-election. His details are set out on page 3 of the Annual Report.

Appointment and remuneration of Auditor (Resolution 2)

The New Zealand Companies Act 1993 ("the Companies Act") provides that at each Annual General Meeting the Company must appoint an auditor and fix the auditor's remuneration. PricewaterhouseCoopers has consented to continue as auditor of the Company. In order to make sure that the Company is able to obtain competitive rates, the Board seeks shareholder authorisation to set the auditor's remuneration.

APPROVAL OF PROPOSED ISSUE OF SHARES (RESOLUTIONS 3-5)

The intention of resolutions 3-5 is to preserve the cash of the Company by paying for some or all of services of Directors over the period to 31 December 2014 through the issues of shares for fees.

Resolution 3 is to consider the issue of shares to a Director as payment for Directors' Fees. The King Solomon Board has resolved that Non-executive Directors' Fees for the six month period ending 31 December 2014 will be payable through the issue of King Solomon fully paid ordinary shares. Accordingly, subject to shareholder approval, Christopher David Castle, as Non-executive Chairman of the Company, will receive a fee of A\$13,125, payable in shares in the Company at a share price of A\$0.003. The maximum number to be issued will be 4,375,000 shares in the case of Mr Castle.

Resolution 4 is to consider the issue of shares to Bodhi Svaha Holdings Limited ("BSHL") as payment for fees to supply the services of Stephen James McPhail as Managing Director of the Company. The King Solomon Board has resolved that 70% of the fees to BSHL for the six month period ending 31 December 2014 will be payable through the issue of King Solomon fully paid ordinary shares. BSHL has agreed to provide the services of Stephen James McPhail as Managing Director of the Company for the six months to 31 December 2014 for A\$4,000 per month in fees. Accordingly, subject to shareholder approval, BSHL, a company associated with Stephen James McPhail, will receive a fee of \$14,000, payable in shares in the Company at a share price of A\$0.003. The maximum number to be issued will be 4,666,667 shares in the case of BSHL.



Resolution 5 is to consider the issue of shares to Inner Mongolia Ao Meng Xin Economic and Trade Co., Ltd (“AMX”) as payment for fees to supply the services of Fu La as Executive Director of the Company. The King Solomon Board has resolved that 70% of the fees to BSHL for the six month period ending 31 December 2014 will be payable through the issue of King Solomon fully paid ordinary shares. AMX has agreed to provide the services of Fu La as Executive Director of the Company for the six months to 31 December 2014 for A\$4,000 per month in fees. Accordingly, subject to shareholder approval, AMX, a company associated with Fu La, will receive a fee of A\$14,000, payable in shares in the Company at a share price of A\$0.003. The maximum number to be issued will be 4,666,667 shares in the case of AMX.

The share price at the date of this notice is A\$0.003, and this compares to a share price high of A\$0.003 and a low of A\$0.002 in the month leading up to this notice. The Directors' Fees cover the period from 1 July 2014 to 31 December 2014 and amount to A\$13,125. Fees for services to BSHL and AMX cover the period 1 July 2014 to 31 December 2014 and each amount to A\$14,000. A proportion of the shares, being those in respect of Fees for the September 2014 and December 2014 quarters will be held in escrow until the Directors' Fees are earned i.e. until the months of September 2014 and December 2014.

The Shares will be issued to Directors or their associated companies within one month of the meeting, i.e. prior to 28 September 2014 and no funds will be received from the issue of these shares in payment of fees.

General

VOTING:

All of the resolutions are ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders who are entitled to vote on the resolution and who exercise their right to vote.

All shareholders are entitled to attend and vote at the meeting or to appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on their behalf. A proxy need not be a shareholder of the Company. A proxy form is enclosed and completed forms (or, if a corporate shareholder prefers, a completed appointment of representative) must be received at the offices of the Company, no later than 48 hours before the time of holding the meeting. Proxies may be delivered to the offices of the Company, 242 Marine Parade, Otaki 5512, New Zealand, sent by mail to PO Box 15-005, Otaki 5542, New Zealand or by facsimile to: +646 364 8497. If the form is completed under a power of attorney, a copy of the power together with a certificate of non-revocation must accompany the completed form.

The Chairman of the Company has advised that he is prepared to act as proxy for any shareholder who wishes him to do so. If that is what you want, please fill in the words “Chairman of the Meeting” in the proxy form. The Chairman has indicated that he will vote all proxies in favour of all resolutions.



Proxy Form

King Solomon Mines Limited

242 Marine Parade,
Otaki 5512, New Zealand

Office (within Australia): 1 800 061 569
(outside Australia): +64 6 364 8462

Fax: +64 6 364 8497
enquiries@kingsolomonmines.com
www.kingsolomonmines.com

I/We _____

of _____

being a Shareholder/Shareholders of King Solomon Mines Limited ("the Company") hereby appoint

_____ of _____

or failing him or her

_____ of _____

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of Shareholders of the Company to be held on Thursday, the 28th day of August 2014 and at any adjournment thereof.

SIGNED this _____ day of _____ 2014

INDIVIDUALS:

COMPANIES:

SIGNATURE OF SHAREHOLDER

_____ Limited
PRINT NAME OF COMPANY

SIGNATURE OF SHAREHOLDER

By: _____
Director

SIGNATURE OF SHAREHOLDER

Name of Director: _____
(PLEASE PRINT)



The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 1 and 2.

This form is to be used in favour of or against the following resolutions:

<p>Resolution 1: That Mr Christopher David Castle be re-elected as director of the Company. (Ordinary Resolution)</p>	<table> <tr> <th>For</th> <th>Against</th> <th>Abstain</th> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	For	Against	Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	Against	Abstain					
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
<p>Resolution 2: That PricewaterhouseCoopers be re-appointed as auditors of the Company to:</p> <p>(a) hold office from the conclusion of this meeting to the conclusion of the next annual meeting; and</p> <p>(b) audit the financial statements of the Company for the year ending 31 March 2015,</p> <p>and that the Board of Directors of the Company be authorised to fix the auditor's remuneration. (Ordinary Resolution)</p>	<table> <tr> <th>For</th> <th>Against</th> <th>Abstain</th> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>	For	Against	Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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