

Notice of meeting

The Annual General Meeting of Atlantic Gold NL ('Company') will be held in the Imperial Room of the Sovereign Inn, 220 Pacific Highway, Crows Nest NSW 2065 on Friday 26 May 2006 at 11:00 am.

Business

1 Report of the Board and financial statements

To receive and consider the report of the Board and the financial statements for the year ended 31 December 2005 and the report by the auditor.

2 Directors' remuneration report

To adopt the directors' remuneration report for the year ended 31 December 2005.

3 Re-elect R J Hawkes as a director

To re-elect as a director Mr Ronald Joseph Hawkes who is retiring under the provisions of Article 20 Rotation of Directors and is eligible for re-election.

4 Elect R H N Symons as a director

To elect as a director Mr Robert Henry Neil Symons, who was appointed by the directors on 31 December 2005 to fill a casual vacancy on the Board.

5 Approval of Director/Employee Share Option Plan

To consider and if thought fit to pass the following resolution:

That for the purposes of Listing Rule 7.2 (Exception 9) of the Australian Stock Exchange Limited, the Atlantic Gold NL Director/Employee Share Option Plan (**Share Option Plan**) as set out in the Explanatory Statement be approved.

6 Participation by R J Hawkes in the Share Option Plan

To consider and if thought fit to pass the following resolution:

That approval is given under Listing Rule 10.14 to the grant of up to 1,000,000 options to the Chairman of the Company Mr R J Hawkes or his associates pursuant to the Share Option Plan.

7 Participation by Mr W R Bucknell in the Share Option Plan

To consider and if thought fit to pass the following resolution:

That approval is given under Listing Rule 10.14 to the grant of up to 2,000,000 options to the Executive Director of the Company Mr W R Bucknell or his associates pursuant to the Share Option Plan.

8 Participation by R H N Symons in the Share Option Plan

To consider and if thought fit to pass the following resolution:

That approval is given under Listing Rule 10.14 to the grant of up to 200,000 options to a Director of the Company Mr R H N Symons or his associates pursuant to the Share Option Plan.

Voting Exclusion Statement

In respect of Resolution 5 the Company will disregard any votes cast on the resolution by a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the entity) or any associate of such Directors.

In respect of Resolutions 6, 7 and 8 the Company will disregard the votes of Mr R J Hawkes, Mr W R Bucknell and Mr R H N Symons and any of their associates where they are the subject of the resolution.

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 any of them 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.

Explanatory Statement

Resolution 2

Remuneration Report

The remuneration report is set out on page 19 of the Company's 2005 Annual Report.

Resolution 4

Election of R H N Symons as a director

The Board of the Company accepted with regret the resignation of Mr Donald Ledingham Cooper on 31 December 2005.

The directors appointed Mr Robert Henry Neil Symons to fill the vacancy arising from Mr Cooper's resignation in order to meet the requirement for a minimum of three directors (section 201A(2) of the Corporations Act 2001 and clause 17.1 of the Company's Constitution). A director appointed to fill a casual vacancy on the board of a listed public company can hold office only until the next annual general meeting of the company and is then eligible for re-election (Australian Stock Exchange Listing Rule 14.4 and clause 17.4 of the Company's Constitution).

Mr Symons is a Melbourne-based senior partner of the law firm Deacons. He has extensive experience in many aspects of corporate and commercial legal practice with particular expertise in resources, energy and infrastructure.

Resolution 5

Approval of Director/Employee Share Option Plan

Listing Rule 7.1 prohibits the Company from issuing equity securities exceeding 15% of its capital in any 12 month period without shareholders' approval.

Listing Rule 7.1 does not apply in certain cases set out in Listing Rule 7.2, including Exception 9, which permits an issue under an employee incentive scheme if such issue is made within three years from the date the plan is approved by shareholders.

The resolution proposes that shareholders consider and approve the Share Option Plan.

A summary of the terms of the Share Option Plan is set out below.

Resolutions 6, 7 and 8

Participation of Directors

Listing Rule 10.14 requires that the Company must obtain shareholder approval before the Company can issue equity securities under an employee incentive scheme. It is proposed that up to 3,200,000 options be granted to the Directors of the Company or their associates.

In accordance with the Listing Rules, shareholders are hereby advised of the following details concerning the proposed participation by Directors in the Share Option Plan for which your approval is sought:

- 1 The following Directors (or their associates) are eligible to participate in the Share Option Plan, subject to your approval:
 - Chairman: Mr R J Hawkes
 - Executive Director: Mr W R Bucknell
 - Director: Mr R H N Symons
- 2 The maximum number of options that may be granted to the Directors (or their associates), subject to shareholders' approval, is as follows:
 - Mr R J Hawkes: 1,000,000
 - Mr W R Bucknell: 2,000,000
 - Mr R H N Symons: 200,000
- 3 The issue of options approved under these resolutions will occur within 3 months of the date of this meeting.
- 4 The options will be issued pursuant to the Share Option Plan for nil consideration. The exercise price of the options will be the greater of either 15 cents or the weighted average price of the Company's fully paid ordinary shares traded in the 5 business days prior to the date the options are offered plus 20%. The options will expire if not exercised within four years less one day from date of issue.
- 5 20% of options will be immediately exercisable, 30% of options will be exercisable 1 year after the date of issue, and 50% of options will be exercisable 2 years after the date of issue.
- 6 The funds raised will be used for the Company's gold exploration and development activities particularly in Nova Scotia, Canada.

Summary of the rules of the Director/Employee Share Option Plan

Purpose of the Share Option Plan

- The Share Option Plan is a key part of the retention and incentive strategy of key senior staff of the Company.
- The Share Option Plan recognises that the growth and profitability of the Company is heavily dependant on the retention of key senior staff. This dependence is heightened by the Company's flat structure and the reliance on a very small number of senior staff.

Term of the Share Option Plan

The Share Option Plan commenced on 10 April 2006 and may be terminated at any time by resolution of the Board.

Issue of options under the Share Option Plan

- The Board may in its absolute discretion offer options to eligible persons being any full or part-time employee or director (or any of their associates) of the Company and any of its related bodies corporate.
- Each option may be exercised into a fully paid ordinary share in the Company.
- The exercise price of an option shall be determined by the Board but must not be less than the market value of a fully paid ordinary share in the Company on the date the option is offered.
- The Company must not offer options if, at the time of the offer, the sum of the number of shares:
 - 1 the subject of such offer;
 - 2 in the same class which would be issued if all outstanding offers, invitations or options made or acquired under the Share Option Plan and any other employee share plan of the Company and any of its related bodies corporate were accepted or exercised; and
 - 3 in the same class issued under this Share Option Plan or issued under any other employee share plan of the Company and any of its related bodies corporate during the period of five years prior to the date of the offer,exceeds 5% of the total number of issued shares in that class.

Cessation of Employment

- Any non vested options issued under the Share Option Plan will automatically lapse and be forfeited if the employee or director in relation to whom the options are issued resigns or is dismissed from employment with the Company.
- If the option holder (or the employee or director in relation to whom the options are issued) dies, retires, has a total and permanent disability, or ceases employment under any other circumstances which the Board determines in its absolute discretion then the option holder does not forfeit his options and will have a period of 6 months to exercise those options.

Takeovers

If a takeover bid is made for the shares in the Company, then option holders become entitled to exercise their options notwithstanding any other terms and conditions applicable to the options at any time from the date of the notice of the bid.

Change of Control

If a change of control event occurs, then option holders become entitled to exercise their options notwithstanding any other terms and conditions applicable to the options at any time after the occurrence of the change of control event.

Administration of the Share Option Plan

The Share Option Plan will be administered by the Board in accordance with the Rules of the Share Option Plan.

Compliance with Corporations Act 2001 and Listing Rules

The terms and conditions of the Share Option Plan must at all times comply with the Corporations Act 2001 and the Listing Rules.

By order of the Board



J Fidler, Company Secretary
20 April 2006

All correspondence to:
 Computershare Investor Services Pty Limited
 GPO Box 7045 Sydney
 New South Wales 2001 Australia
 Enquiries (within Australia) 1300 855 080
 (outside Australia) 61 3 9415 4000
 Facsimile 61 2 8234 5050
 www.computershare.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



000001
 000
 ATV
 MR JOHN SMITH 1
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



I 1234567890 I ND

Appointment of Proxy

I/We being a member/s of Atlantic Gold NL and entitled to attend and vote hereby appoint



the Chairman
 of the Meeting
 (mark with an 'X')

OR



If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Atlantic Gold NL to be held at the Sovereign Inn, 220 Pacific Highway, Crows Nest, NSW on Friday 26 May 2006 at 11.00am and at any adjournment of that meeting.



IMPORTANT: FOR ITEMS 5 TO 8 BELOW

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Items 5 to 8 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of those items and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 5 to 8 and your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman of the Meeting intends to vote undirected proxies in favour of each of these items.

Voting directions to your proxy - please mark to indicate your directions

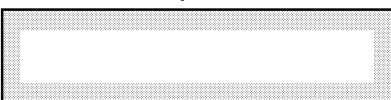
	For	Against	Abstain*		For	Against	Abstain*
Item 1. Adopt financial statements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 5. Approve Director/Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2. Adopt remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 6. Approve participation by R J Hawkes in Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3. Re-elect R J Hawkes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 7. Approve participation by W R Bucknell in Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4. Elect R H N Symons as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 8. Approve participation by R H N Symons in Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items of business.

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

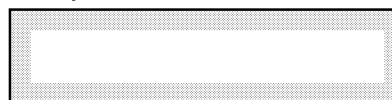
PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1



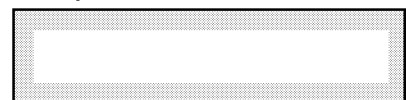
Sole Director and
 Sole Company Secretary

Securityholder 2



Director

Securityholder 3



Director/Company Secretary

In addition to signing the Proxy form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

/ /



How to complete the Proxy Form

1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the securityholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry or at www.computershare.com.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 11.00am on Friday 26 May 2006. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

- IN PERSON Registered Office - Suite 701, 220 Pacific Highway, Crows Nest NSW 2065 Australia
Share Registry - Computershare Investor Services Pty Limited, Level 2, 60 Carrington Street, Sydney NSW 2000 Australia
- BY MAIL Registered Office - Suite 701, 220 Pacific Highway, Crows Nest NSW 2065 Australia
Share Registry - Computershare Investor Services Pty Limited, GPO Box 4195, Sydney NSW 2001 Australia
- BY FAX 61 3 9473 2118