

12 February 2007

ASX Limited
PO Box H224
AUSTRALIA SQUARE NSW 1215

Dear Karen,

CHANGES TO SECURITIES – OFFICIAL QUOTATION 23 NOVEMBER 2006

In November 2006 we received a Notice of Exercise of Options in respect of 80,000 ATVAK options, which are unlisted options issued to directors and employees under the Director/Employee Share Option Plan ('the Plan') approved at our annual general meeting in May 2006.

Under the provisions of the Plan, 20% of the options had been vested and the holder of the options was only able to exercise 40,000 options at that time. However, the Appendix 3b was unfortunately not corrected and the appendix 3b referred to 80,000 new ATV ordinary shares.

Our share registry was requested to record the allotment of shares and correctly allotted 40,000 ATV ordinary shares.

An appendix 3b to replace the incorrect document lodged on 20 November 2006 is attached. Correct totals for all classes of securities as at 12 February 2007 are:

Listed:


▪ ATV fully paid ordinary shares	161,676,670
▪ ATVCC ordinary shares partly paid to 7 cents	30,286,342
▪ ATVO options 12 cents exp. 1 November 2007	16,454,837

Unlisted:

▪ ATVAI options 20 cents exp. 31 December 2008	2,200,000
▪ ATVAK options 15 cents exp. 22 August 2010	5,410,000
▪ ATVAM options 15 cents exp. 14 October 2010	3,000,000
▪ ATVAO options 15 cents exp. 27 December 2010	5,000,000

Please accept our sincere apologies for this error.

Sincerely,


JULIE FIDLER
Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

ATLANTIC GOLD NL

ABN

82 062 091 909

We (the entity) give ASX the following information.

REPLACES APPENDIX 3B ISSUED 20 NOVEMBER 2006 (AMENDMENTS SHOWN IN BOLD)

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|----------------------------|
| 1 | +Class of +securities issued or to be issued | Ordinary fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 52,223 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

4	<p>Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes, securities rank equally with existing fully paid ordinary shares</p>								
5	Issue price or consideration	<p>40,000 x 15 cents per share 12,223 x 12 cents per share</p>								
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Exercise of 40,000 ATVAK options (15c exp. 22-Aug-10) and 12,223 ATVO options (12c exp. 1-Nov-07)</p>								
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	<p>20 November 2006</p>								
8	<p>Number and ⁺class of all ⁺securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable) TOTALS AT 20 NOVEMBER 2006</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>⁺Class</th> </tr> </thead> <tbody> <tr> <td>161,669,433</td> <td>ATV ordinary fully paid shares</td> </tr> <tr> <td>30,286,342</td> <td>ATVCC ordinary partly paid shares</td> </tr> <tr> <td>16,462,074</td> <td>ATVO options 12 cents exp. 1-Nov-07</td> </tr> </tbody> </table>	Number	⁺ Class	161,669,433	ATV ordinary fully paid shares	30,286,342	ATVCC ordinary partly paid shares	16,462,074	ATVO options 12 cents exp. 1-Nov-07
Number	⁺ Class									
161,669,433	ATV ordinary fully paid shares									
30,286,342	ATVCC ordinary partly paid shares									
16,462,074	ATVO options 12 cents exp. 1-Nov-07									

+ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	Number	⁺ Class
		2,200,000	ATVAI options 20 cents exp. 31-Dec-08
	TOTALS AT 20 NOVEMBER 2006	5,410,000	ATVAK options 15 cents exp. 22-Aug-10
		3,000,000	Options 15 cents exp. 14-Oct-10
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as for existing fully paid ordinary shares	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the ⁺ securities will be offered	
14	⁺ Class of ⁺ securities to which the offer relates	
15	⁺ Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	

⁺ See chapter 19 for defined terms.

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

+ See chapter 19 for defined terms.

- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional ⁺securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which
+quotation is sought

39 Class of +securities for which quotation is
sought

40 Do the +securities rank equally in all
respects from the date of allotment with
an existing +class of quoted +securities?

If the additional securities do not rank
equally, please state:

- the date from which they do
- the extent to which they participate
for the next dividend, (in the case of a
trust, distribution) or interest
payment
- the extent to which they do not rank
equally, other than in relation to the
next dividend, distribution or interest
payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of
restriction period

(if issued upon conversion of another
security, clearly identify that other
security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)		

+ See chapter 19 for defined terms.

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



(Company secretary)

Date: 12 FEBRUARY 2007

Print name: JULIE FIDLER

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+ See chapter 19 for defined terms.