

24 October 2007

Dear Shareholder,

NOTICE OF MEETING AND PROXY FORM

A general meeting of Atlantic Gold NL ('ATV') shareholders is called to seek shareholder approval under ASX Listing Rule 7.1 to complete an issue of 19.1 million shares which are subject to Shareholder Approval (refer to enclosed Notice of Meeting and Explanatory Memorandum for details).

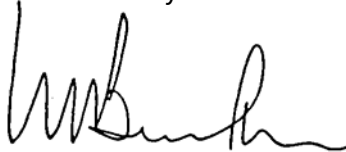
As announced 10 October 2007, the 19.1 million share placements subject to Shareholder Approval is part of a total issue of 32.4 million fully paid ordinary shares at an issue price of \$0.13 to raise a total of \$4.2 million. The funds raised from these placements will be used to:

- commence exploration and resource development drilling on ATV's Cochrane Hill joint venture given the excellent results being returned from re-evaluation of historic drilling, and continue regional exploration elsewhere in the Touquoy district; and
- subject to obtaining acceptable pricing and financing arrangements secure, by at least partial acquisition of, a used processing plant to expedite and enhance the economics of the Touquoy Gold Project; and
- commence a grade control drilling program on the Touquoy Gold Deposit to establish ore distribution for the first several months of mining. This program follows on from the trial grade control drilling undertaken in December 2006, and is to be undertaken in place of an infill diamond drilling program previously planned to enable upgrade of the remaining 80,000 ounces of Inferred Resources to the Measured and Indicated Resource categories; and
- following environmental assessment approval progress the Touquoy Gold Project Engineering and Cost Study, completed May 2007, into a Bankable Feasibility Study; and
 - repay \$0.7 million in borrowings; and,
 - assist with short-term working capital requirements.

Enclosed for your attention are the Notice of Meeting, Explanatory Memorandum and Proxy Form for the general meeting which is to be held in the Imperial Room, Sovereign Inn, 220 Pacific Highway Crows Nest 2065 on **Friday 23 November 2007** at 11:00 am, Sydney time.

Your completed Proxy Form must be received by the Company by 11:00 am Sydney time on **21 November 2007** to be effective. Enquiries concerning the Placement and General Meeting should be directed to enquiries@atlanticgold.com.au or by phone to Philip Killen on +61 (0)2 9929 6633.

Yours faithfully



W R Bucknell
Executive Director

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Atlantic Gold NL ('Company') will be held at the Imperial Room Sovereign Inn, 220 Pacific Highway, Crows Nest on **Friday 23 November 2007 at 11:00 am Sydney Time.**

Shareholders of the Company should refer to the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting for important information in respect to each proposed resolution.

The enclosed Proxy Form forms part of this Notice of General Meeting ('Meeting'). The completed Proxy Form must be received by the Company at its registered office at least 48 hours prior to the commencement of the meeting.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on Wednesday 21 November 2007 at 7:00 pm, Sydney time.

BUSINESS OF THE MEETING

Resolution: Approve Placements totalling 19.1 million shares subject to Shareholder Approval

To consider, and if thought fit, pass with or without amendment as an ordinary resolution the following:

That, for the purpose of ASX Listing Rule 7.1 and all other purposes, Shareholders approve the issue and allotment by the Company of:

- **7,692,308 fully paid ordinary shares to Macquarie Bank Limited at an issue price of 13 cents per share; and**
- **6,000,000 fully paid ordinary shares to Patersons Securities Limited and their clients at an issue price of 13 cents per share; and**
- **5,401,733 fully paid ordinary shares to CRX Investments Pty Limited and their clients at an issue price of 13 cents per share.**

Voting Exclusion:

The Company will disregard any votes cast on this resolution by Macquarie Bank Limited, Patersons Securities Limited and their clients and CRX Investments Pty Limited and their clients or any of their associates who will participate in the issue of shares under this resolution.

However the Company will not disregard a vote cast on this resolution if:

- a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- b) it is cast by the person 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.

By Order of the Board of Directors



Julie Fidler, Company Secretary
24 October 2007

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of shareholders of the Company in connection with the business to be conducted at the Meeting to be held at the Imperial Room, Sovereign Inn, 220 Pacific Highway, Crows Nest on Friday 23 November 2007 at 11:00 am Sydney time.

The purpose of this Explanatory Memorandum is to provide information that the Board of Directors believes is material to Shareholders in relation to the resolutions set out in the Notice of General Meeting. The Explanatory Memorandum explains the resolutions and identifies the Directors' reasons for putting them to Shareholders.

ASX Listing Rule 7.1 imposes a limit on the number of equity securities (eg shares or options to subscribe for shares) which a company can issue without shareholder approval. In general terms, the limit is that a company may not issue or agree to issue without shareholder approval in any 12 month period, equity securities which are more than 15% of:

- the number of fully paid ordinary shares on issue 12 months before the issue, plus
- the number of fully paid ordinary shares issued in that 12 months under an exception contained in ASX Listing Rule 7.2 or with Shareholder Approval.

Equity securities which are issued under an exception contained in ASX Listing Rule 7.2 or with Shareholder Approval do not reduce the number of equity securities that may be issued by the Company under ASX Listing Rule 7.1.

2 Resolution: Share Placements Subject to Shareholder Approval

The Resolution seeks shareholder approval for the authority to complete the issue of 19.1 million fully paid ordinary shares to Macquarie Bank Limited, Patersons Securities Limited and their clients and CRX Investments Pty Limited and their clients ('Placements') under ASX Listing Rule 7.1.

The Placements combined with securities issued by the Company in the preceding 12 month represent more than 15% of the Company's securities on issue for the purposes of ASX Listing Rule 7.1. Accordingly, shareholder approval is sought in accordance with ASX Listing Rule 7.1.

For the purposes of Shareholder Approval of the Placements and the requirements of ASX Listing Rule 7.3, the following information is provided:

- The maximum number of Shares the Company can issue under the Placements is 19,100,000 Shares each at an issue price of \$0.13 to raise approximately \$2,500,000 (prior to costs).
- The Company will issue and allot the Shares no later than 3 months after the date of the Meeting (or such longer period of time as ASX may, in its discretion, allow pursuant to a waiver of ASX Listing Rule 7.3.2). However, it is intended that the shares will be issued expeditiously after the Meeting.
- The shares to be issued are fully paid ordinary shares in the capital of the Company and will rank equally with all other ordinary shares on issue.

3 Use of funds raised from Share Placements

As announced on 10 October 2007, a total funds of \$4.2 million raised through the Placements (\$2.5 million) plus funds raised from issue of shares not subject to Shareholder Approval (\$1.7 million) will be used to:

- commence exploration and resource development drilling on ATV's Cochrane Hill joint venture given the excellent results being returned from re-evaluation of historic drilling, and continue regional exploration elsewhere in the Touquoy district; and
- subject to obtaining acceptable pricing and financing arrangements secure, by at least partial acquisition of, a used processing plant to expedite and enhance the economics of the Touquoy Gold Project; and

- commence a grade control drilling program on the Touquoy Gold Deposit to establish ore distribution for the first several months of mining. This program follows on from the trial grade control drilling undertaken in December 2006, and is to be undertaken in place of an infill diamond drilling program previously planned to enable upgrade of the remaining 80,000 ounces of Inferred Resources to the Measured and Indicated Resource categories; and
- following environmental assessment approval progress the Touquoy Gold Project Engineering and Cost Study, completed May 2007, into a Bankable Feasibility Study; and
- repay \$0.7 million in borrowings; and
- assist with short-term working capital requirements.

4 Action to be taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions. A Proxy Form is attached to the Notice.

This is to be used by shareholders if they wish to appoint a representative ('proxy') to vote in their place. All shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, to sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgment of a Proxy Form will not preclude a shareholder from attending and voting at the Meeting in person.

5 Proxy Votes

A shareholder entitled to attend and vote at the Meeting may appoint a person or a corporation as the shareholder's proxy to attend and vote for the shareholder at that Meeting. If the shareholder is entitled to cast 2 or more votes at the Meeting the shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the shareholder's votes.

A proxy may, but need not be, a shareholder of the Company. If a shareholder appoints a corporation as the shareholder's proxy to attend and vote for the shareholder at that meeting, the representative of the corporation to attend the meeting must produce the appropriate Certificate of Appointment of Representation prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

- *Joint Holding:* Where the holding is in more than one name all of the holders must sign.
- *Power of Attorney:* If signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
- *Companies:* A Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission (facsimile number 02 9929 9366, if faxed from within Australia or +61 2 9929 9366 if faxed from outside Australia) at the Registered Office of the Company:

Atlantic Gold NL
Suite 701
220 Pacific Highway
Crows Nest NSW 2065, Australia

not less than 48 hours prior to the commencement of the Meeting.

NAME:

SHAREHOLDER REFERENCE NUMBER (SRN/HIN):

APPOINTMENT OF PROXY

I/We being a member/members of Atlantic Gold NL
hereby appoint

the Chairman of the meeting

OR

.....

NAME

or failing that person, 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 General Meeting of Atlantic Gold NL to be held at the Imperial Room of the Sovereign Inn, 220 Pacific Highway, Crows Nest NSW 2065 on Friday 23 November 2007 at 11:00 am and at any adjournment of that meeting.

VOTING DIRECTIONS TO YOUR PROXY

A My proxy may vote as he or she thinks fit.

OR

B My proxy is directed to vote as follows:

RESOLUTION	FOR	AGAINST
Approve Placements totalling 19.1 million shares	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGNING

This section must be signed in accordance with the Notes to enable your directions to be implemented.

Signed..... Date

Signed..... Date

NOTES

- 1 A shareholder entitled to attend and vote at this meeting is entitled to appoint another person as a proxy to attend and vote in his or her place.
- 2 The instrument appointing a proxy must be in writing under the hand of the appointor or of his or her attorney duly authorised in writing.
- 3 The instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- 4 A shareholder is entitled to instruct his or her proxy to vote in favour of or against any motion.
- 5 Unless otherwise instructed a proxy may vote as he or she thinks fit.
- 6 **Signing:**
 - (a) This form must be signed by each shareholder appointing a proxy.
 - (b) If your shares are held in joint names all shareholders must sign the form.
 - (c) If you are signing as an Attorney then the Power of Attorney must have been noted by the Atlantic Gold NL share registry or a certified copy must accompany this form.
 - (d) Only duly authorised officers can sign on behalf of a company. Please sign in the space provided stating the office held by the signatory i.e. Director and Director/Company Secretary or the Sole Director.

Proxies must be lodged with Atlantic Gold NL by 11:00 am on Wednesday 21 November 2007. Proxies lodged after this time will be invalid.

Proxies may be posted or delivered to
**Suite 701, 220 Pacific Highway
Crows Nest NSW 2065**
or sent by facsimile to
02-9929 9366.

Enquiries: within Australia 02 9929 6633
outside Australia +61-2-9929 6633
or email enquiries@atlanticgold.com.au