

# 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.

### 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   | Options to purchase ordinary fully paid shares   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | Maximum 22,348,790 options   |
| 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) | One free option for each ten fully paid ordinary shares held and <i>pro rata</i> equivalent for partly paid shares held (one option for approximately 22.2 partly paid shares), to subscribe for a fully paid ordinary share (ATV) at 18 cents per share no later than 30 October 2009 |

+ See chapter 19 for defined terms.

4	<p>Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>The options are a new class of security. ATV shares issued upon exercise of an option will rank equally with all other fully paid ordinary shares on issue.</p>								
5	Issue price or consideration	Nil								
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The purpose of the free issue is to reward the Company's existing shareholders for their continued support of the Company. Subject to the exercise of the New Options, funds raised will be directed to the Company's gold exploration and development activities particularly in Nova Scotia Canada and on-going working capital of the Company.</p>								
7	<p>Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	19 June 2008								
8	<p>Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; padding: 2px;">Number</th> <th style="text-align: left; padding: 2px;"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td style="padding: 2px;">209,859,048</td> <td style="padding: 2px;">fully paid ordinary shares</td> </tr> <tr> <td style="padding: 2px;">30,286,342</td> <td style="padding: 2px;">partly paid ordinary shares</td> </tr> <tr> <td style="padding: 2px;">22,348,790</td> <td style="padding: 2px;">Options 18c exp. 30 Oct 2009</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	209,859,048	fully paid ordinary shares	30,286,342	partly paid ordinary shares	22,348,790	Options 18c exp. 30 Oct 2009
Number	<sup>+</sup> Class									
209,859,048	fully paid ordinary shares									
30,286,342	partly paid ordinary shares									
22,348,790	Options 18c exp. 30 Oct 2009									

<sup>+</sup> See chapter 19 for defined terms.

9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	<sup>+</sup> Class
		2,200,000	ATVAI options 20c exp 31/12/2008
		4,550,000	ATVAK options 15c exp 22/8/2010
		3,000,000	ATVAM options 15c exp 14/10/2010
		7,500,000	ATVAO options 15c exp 27/12/2008
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	A holder of an option has no right to receive a dividend unless the option is exercised	

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the <sup>+</sup> securities will be offered	One free option for each ten fully paid ordinary shares held and <i>pro rata</i> equivalent for partly paid shares held (one option for approximately 22.2 partly paid shares), to subscribe for a fully paid ordinary share (ATV) at 18 cents per share no later than 30 October 2009
14	<sup>+</sup> Class of <sup>+</sup> securities to which the offer relates	Options 18c exp 30 October 2009
15	<sup>+</sup> Record date to determine entitlements	12 June 2008
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Entitlement rounded up to the next whole number of options
18	Names of countries in which the entity has <sup>+</sup> 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>	United Kingdom, Hong Kong, Singapore, Malaysia, Canada, Switzerland, British Isles, Netherlands, Papua New Guinea, Sweden
19	Closing date for receipt of acceptances or renunciations	12 June 2008

+ See chapter 19 for defined terms.

20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	Not applicable
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	29 May 2008
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	29 May 2008
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do <sup>+</sup> security holders sell <i>part of</i> their entitlements through a broker and accept for the balance?	Not applicable
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	<sup>+</sup> Despatch date	19 June 2008

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<sup>+</sup> See chapter 19 for defined terms.

## 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

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+ 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)		

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**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:



(Director/Company secretary)

Date: 29 May 2008

Print name:

W R BUCKNELL, Executive Director

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+ See chapter 19 for defined terms.