

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme ATLANTIC GOLD NLACN/ARSN 062 091 909**1. Details of substantial holder(1)**Name WAPIMALA PTY LIMITED  
ACN/ARSN (if applicable) 087 856 184There was a change in the interests of the  
substantial holder on 03/ 06/ 09The previous notice was given to the company on 14/ 11/ 07The previous notice was dated 12/ 11/ 07**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORDINARY	20,374,140	9.98%	25,792,411	7.73%
PARTLY PAID	2,375,306	1.16%	2,380,931	0.72%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
SEE ATTACHMENT A					

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Wapimala	Wapimala Pty Ltd	Wapimala Pty Ltd	Ordinary shares	21,749,911	21,499,911
Wapimala	Wapimala Pty Ltd	Wapimala Pty Ltd	Partly pd ord shares	5,290,958	2,380,931
Wapimala	Lonway Pty Ltd	Lonway Pty Ltd	Ordinary shares	4,042,500	4,042,500

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

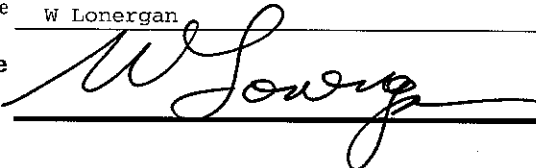
Name and ACN/ARSN (if applicable)	Nature of association
Lonway Pty Ltd	Common director

**6. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Wapimala Pty Ltd	c/o Lonergan Edwards & Assoc, Level 27, 363 George Street, Sydney 2000

**Signature**

print name W Lonergan capacity Sole Director  
 sign here  date 13/6/2009

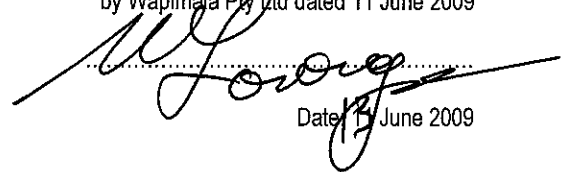
**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg, if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**A**

This is the annexure 'A' referred to in Form 604  
 Notice of change in interests or entitlements of substantial shareholder  
 by Wapimala Pty Ltd dated 11 June 2009



Date: 11 June 2009

### 3. Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
25 Jan 08	Wapimala Pty Ltd	Purchase of shares		500,000 ATV	500,000
29 Jan 08	Wapimala Pty Ltd	Sale of shares		-10,000 ATV	-10,000
06 Feb 08	Wapimala Pty Ltd	Sale of shares		-290,000 ATV	-290,000
04 Mar 08	Wapimala Pty Ltd	Purchase of shares		2,599,584 ATV	2,599,584
01 May 08	Wapimala Pty Ltd	Purchase of shares		67,700 ATV	67,700
02 May 08	Wapimala Pty Ltd	Purchase of shares		10,500 ATVCD	4,725
05 May 08	Wapimala Pty Ltd	Purchase of shares		117,022 ATV	117,022
06 May 08	Wapimala Pty Ltd	Purchase of shares		15,278 ATV	15,278
29 May 08	Wapimala Pty Ltd	Purchase of shares		2,000 ATVCD	900
13 Nov 08	Wapimala Pty Ltd	Rights issue	\$101,545	846,207 ATV	846,207
13 Nov 08	Wapimala Pty Ltd	Rights issue	\$15,598	129,980 ATV	129,980
13 Nov 08	Lonway Pty Ltd	Rights issue	\$23,100	192,500 ATV	192,500
03 Mar 09	Wapimala Pty Ltd	Placement	\$50,000	1,000,000 ATV	1,000,000
03 Jun 09	Wapimala Pty Ltd	Placement	Balance of placement 03 Mar 09	250,000 ATV	250,000

ATV = Ordinary fully paid shares

ATVCD = Ordinary partly paid shares (20 cent shares currently paid to 9 cents)