

Notice of meeting

The Annual General Meeting of Atlantic Gold NL ACN 062 091 909 ('Company') will be held in the Imperial Room of the Sovereign Inn, 220 Pacific Highway, Crows Nest NSW 2065 on Friday 28 May 2010 at 11:00 am.

Business

1 Report of the Board and financial statements

To receive and consider the annual financial report of the Company, directors' report and auditor's report in respect of the financial year ended 31 December 2009.

2 Directors' remuneration report

To adopt the directors' remuneration report for the year ended 31 December 2009.

The vote on this resolution is advisory only and does not bind the Company or its directors.

3 Re-elect W R Bucknell as a director

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

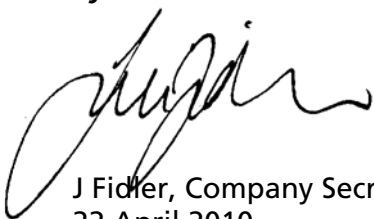
4 Approval of prior placements of shares

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

That for the purpose of ASX Listing Rule 7.4 and all other purposes, the issue of 17,600,000 fully paid ordinary shares in the capital of the Company at an issue price of 6 cents per share be approved.

A voting exclusion statement in respect of this resolution is contained in the Explanatory Statement.

By order of the Board



J Fidler, Company Secretary
22 April 2010

Proxy Votes

A shareholder of Atlantic Gold NL entitled to attend and vote at this meeting may appoint a person or a corporation as the shareholder's proxy to attend and vote for the shareholder at the meeting. A proxy may, but need not be, a shareholder of the Company.

If the shareholder is entitled to cast two or more votes at this meeting the shareholder may appoint not more than two 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 (disregarding fractions).

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) must be lodged by 11:00 am on Wednesday 26 May 2010. Proxies lodged after this time will be invalid.

Proxies may be posted or delivered to **Computershare Investor Services Pty Ltd GPO Box 242 Melbourne Vic 3001 Australia** or sent by facsimile to within Australia **1800-783 447** outside Australia **+61-3-9473 2555**

Voting entitlements

For the purposes of voting at this meeting, the directors have determined that the shareholding of each shareholder for the purposes of ascertaining voting entitlements for this meeting will be as it appears in the share register at 7.00 pm on Wednesday 26 May 2010. Accordingly, transactions registered after this time will be disregarded in determining entitlement to vote at this meeting.

Explanatory statement

Resolution 4

Approval of prior placements of shares

On 24 November 2009 the Company announced that the Share Purchase Plan had closed with gross receipts of \$1.94 million and applications for 32,396,923 new shares.

The Share Purchase Plan provided for eligible shareholders of the Company to purchase up to \$15,000 of fully paid ordinary shares at an issue price of 6 cents per share ("New Shares"). The Share Purchase Plan limited the number of New Shares issued to a maximum of 50 million to raise a total maximum amount of \$3.0 million (before expenses). As announced on 23 October 2009, the Share Purchase Plan was underwritten to \$2.0 million by Martin Place Securities.

With almost all of the underwritten amount of the Share Purchase Plan having been subscribed by the Company's shareholders, Martin Place Securities agreed to place the remaining New Shares up to the limit of 50 million for a total raising of \$3.0 million (before expenses). In December 2009, the Company issued 17,600,000 fully paid ordinary shares at 6 cents per share to clients of Martin Place Securities, raising \$1,056,000 (before expenses).

Funds raised will be used to advance the Touquoy Gold Project to the final project financing stage, with further development of the Cochrane Hill Gold Project and application to regional exploration.

The shares placed by Martin Place Securities did not require shareholder approval under the ASX Listing Rules as the placement did not exceed 15% of the Company's capital. The shares placed rank equally in all respects with the Company's existing fully paid ordinary shares.

ASX Listing Rule 7.1 provides that a company may issue up to 15% of its capital in any 12 month period without shareholder approval. ASX Listing Rule 7.4 allows a company which makes an issue which complies with ASX Listing Rule 7.1 to subsequently obtain shareholder approval for the past issue and so reinstate the company's ability to again issue up to 15% of its capital under ASX Listing Rule 7.1 without shareholder approval.

Shareholder approval is therefore being sought pursuant to ASX Listing Rule 7.4 for the prior issue of 17,600,000 fully paid ordinary shares.

The Company has no immediate intentions to issue any new shares under the provisions of Listing Rule 7.1.

Voting exclusion statement

In respect of Resolution 4 the Company will disregard any votes cast on the resolution by any person(s) who participated in the placement or any associate of that person(s).

However the Company need not disregard any vote if:

- 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
- 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.

Corporate representatives

A corporation may elect to appoint a representative to exercise its powers at meetings of a company's members. Unless otherwise specified, the representative may exercise on the corporation's behalf all of the powers that the body could exercise at a meeting or in voting on a resolution.

A company that wishes to appoint a corporate representative to vote on its behalf at the Annual General Meeting of Atlantic Gold NL should complete and sign the following Certificate in accordance with its constitution. The representative should lodge this Certificate at the shareholder registration desk at the Annual General Meeting.

Certificate of Appointment of Corporate Representative

pursuant to section 250D of the Corporations Act 2001

We ('the Company')
Please use block letters

hereby certify that

was appointed by resolution of the Board of Directors of the Company to be its representative:

- at all meetings of shareholders of Atlantic Gold NL
- at the 2010 Annual General Meeting of Atlantic Gold NL on 28 May 2010.

Dated this day of 2010

Signed on behalf of the Company
in accordance with its constitution by:

.....
Director

.....
Director/Secretary

*Common Seal
(if applicable)*

.....
Sole Director



Atlantic Gold NL

ABN 82 062 091 909

000001 000 ATV
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 11.00 am (AEST) Wednesday 26 May 2010

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

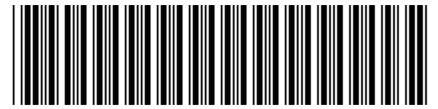
SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

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

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 in the Imperial Room of the Sovereign Inn, 220 Pacific Highway, Crows Nest NSW 2065 on Friday 28 May 2010 at 11:00 am and at any adjournment of that meeting.

STEP 2 Items of Business

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

| | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| 2 To adopt the director's remuneration report for the year ended 31 December 2009. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To re-elect Mr W R Bucknell as a director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To approve prior placements of shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____