

30 June 2014

Market Announcements Office
Australian Securities Exchange
10th Floor, 20 Bridge Street
Sydney NSW 2000

MERGER WITH SPUR VENTURES INC. – DESPATCH TO SHAREHOLDERS

The Scheme Booklet, including notice of Scheme Meeting and Extraordinary General Meeting on 31 July 2014, has been despatched to shareholders today.

A copy of the letter to shareholders and sample proxy forms are attached.



JULIE FIDLER
Company Secretary

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26 June 2014

Dear Atlantic shareholder,

Atlantic Gold NL Scheme Booklet

Please find enclosed a copy of the Scheme Booklet which provides information in relation to the proposed merger between Atlantic Gold NL (**Atlantic**) and Spur Ventures Inc. (**Spur**) which was announced by Atlantic on 7 April 2014 (**Merger**).

It is proposed that the Merger will be effected by way of either a scheme of arrangement under Part 5.1 of the *Corporations Act* 2001 (Cth) between Atlantic and its shareholders (**Scheme**) or, if the Scheme is not approved by Atlantic shareholders or the Court, the purchase by Spur of all the issued shares in DDV Gold Limited, a wholly-owned subsidiary of Atlantic (**DDV Gold Alternative Transaction**).

Upon implementation of the Scheme, Atlantic shareholders will hold approximately 43% of the merged group on an undiluted basis, and will hold share purchase warrants exercisable over a four year period, providing Atlantic shareholders with additional optionality and leverage to the continued development potential of Touquoy and Cochrane Hill, as well as any additional investments or acquisitions that the merged group may undertake in the future.

The accompanying Scheme Booklet provides information on the Merger and the reasons behind the Atlantic Directors' unanimous recommendation that Atlantic shareholders vote in favour of both the Scheme and the DDV Gold Alternative Transaction, in the absence of a superior proposal. The Scheme Booklet also includes a full copy of the Independent Expert's Report which concludes that the Scheme is fair and reasonable and in the best interests of Atlantic shareholders.

The Atlantic Directors encourage you to read the Scheme Booklet in its entirety before making your decision on how to vote.

You are encouraged to attend and vote at:

- 1** the Scheme meeting to approve the Scheme, which is to be held at 10:00 am (Sydney time) on Thursday 31 July 2014 at The Menzies Hotel at 14 Carrington Street, Sydney; and
- 2** the extraordinary general meeting (**EGM**) of Atlantic shareholders to approve the DDV Gold Alternative Transaction, which is to be held at the same venue at 11:00 am (Sydney time) or immediately following the Scheme meeting (whichever is later).

Following completion of the 2 meetings to approve the proposed Merger, Atlantic will hold its 2014 Annual General Meeting (**AGM**) on Thursday 31 July 2014 at the same venue at 11:30 am (Sydney time) or immediately following the EGM (whichever is the later).

Your vote is important to the outcome of the Merger.

The process for voting on the Scheme is described in the Notice of Scheme Meeting which is included as Annexure I to the Scheme Booklet. The process for voting on the DDV Gold Alternative Transaction is described in the Notice of EGM which is included as Annexure J to the Scheme Booklet. The process for voting at the AGM is described in the Notice of Annual General Meeting and Explanatory Statement which is being separately despatched to Atlantic shareholders.

You are entitled to attend and vote in person at the Scheme meeting, the EGM and the AGM. Alternatively, you can nominate a proxy for the requisite meetings by using the proxy forms which accompany the notices of meeting. Proxy forms must be lodged with the Atlantic share registry in accordance with the instructions on the forms.

If you are a company, you may appoint a corporate representative.

Further information

Atlantic will keep shareholders informed of any material developments in relation to the Merger through announcements on the ASX Market Announcements Platform (which can be accessed at www.asx.com.au (Atlantic ASX Code: ATV)) and on Atlantic's website at www.atlanticgold.com.au.

If you have any questions, please contact Atlantic on +61 (0)2 9410 0993.

Thank you for your continued support.



Ron Hawkes
Chairman

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MR JOHN SAMPLE
FLAT 123
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLETOWN VIC 3030

Lodge your vote:



By Mail:
Computershare Investor Services Pty Limited
GPO BOX 1282 Melbourne
VIC 8060 Australia

By Fax:
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

By Hand Delivery:
Computershare Investor Services Pty Limited
452 Johnston Street
Abbotsford VIC 3067

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

For all enquiries call:

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

Scheme Meeting – Proxy Form

For your vote to be effective, this proxy form must be received by 10:00am (Sydney time) Tuesday, 29 July 2014.

General

This proxy form should be read in conjunction with the Scheme Booklet by Atlantic Gold NL dated on or about 26 June 2014 (Scheme Booklet). Words and expressions used in this form have the same meaning given to them in the Scheme Booklet, unless the context requires otherwise.

How to Vote on Items of Business

All your Atlantic Shares will be voted in accordance with your directions, in relation to the items of business (overleaf).

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 Atlantic Shares 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 Atlantic Shares 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 another Atlantic Shareholder.

Signing Instructions

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

Joint Holding: Where the holding is in more than one name, all of the Atlantic Shareholders must sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Atlantic Registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the holding is in the name of a company, this form must be signed in accordance with the Corporations Act, either by:

- a sole director and sole company secretary **OR** a sole director (if no company secretary exists), **OR**
- two directors, **OR**
- a director and secretary

Overseas Companies: Where the holding is in the name of an overseas company (companies incorporated outside Australia), the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of the Death Certificate and Will **OR** Probate **OR** Letters of Administration must accompany this form.

Attending the Meeting

Bring this form to assist registration if attending the meeting in person. If a representative of a corporate Atlantic Shareholder 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 help tab, "Printable 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 or update your securityholding, 24 hours a day, 7 days a week:

<http://www.investorcentre.com>

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN: 11234567890



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

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

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



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I N D

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, and to the extent permitted by law, as the proxy sees fit) at the Scheme Meeting of Atlantic Gold NL to be held at Launceston Room, Lower Ground Floor North Wing, The Menzies Hotel, 14 Carrington Street, Sydney NSW 2000 on Thursday, 31 July 2014 at 10:00am (Sydney time) and at any adjournment or postponement 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

1. That pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between Atlantic and holders of its fully paid ordinary shares and partly paid ordinary shares (other than Excluded Shareholders), as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Federal Court of Australia to which Atlantic and Spur agree.

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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 / /

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For all enquiries call:

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Extraordinary General Meeting – Proxy Form

For your vote to be effective this proxy form must be received by Computershare Investor Services Pty Limited 11:00am (Sydney time) Tuesday, 29 July 2014.

General

This proxy form should be read in conjunction with the Scheme Booklet by Atlantic Gold NL dated on or about 26 June 2014 (Scheme Booklet). Words and expressions used in this form have the same meaning given to them in the Scheme Booklet, unless the context requires otherwise.

How to Vote on Items of Business

All your Atlantic Shares will be voted in accordance with your directions, in relation to the items of business (overleaf).

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 Atlantic Shares 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 Atlantic Shares 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.

A proxy need not be another Atlantic Shareholder.

Signing Instructions

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

Joint Holding: Where the holding is in more than one name, all of the Atlantic Shareholders must sign.

Power of Attorney: Where signing by Attorney, if you have not already lodged the Power of Attorney with the Atlantic Registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the holding is in the name of a company, this form must be signed in accordance with the Corporations Act, either by:

- a sole director and sole company secretary **OR** a sole director (if no company secretary exists), **OR**
- two directors, **OR**
- a director and secretary

Overseas Companies: Where the holding is in the name of an overseas company (companies incorporated outside Australia), the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of the Death Certificate and Will **OR** Probate **OR** Letters of Administration must accompany this form.

Attending the Meeting

Bring this form to assist registration if attending the meeting in person. If a representative of a corporate Atlantic Shareholder 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 by contacting the enquiry numbers set out above or online at www.investorcentre.com under the help tab, "Printable 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 →



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<http://www.investorcentre.com>

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

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

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I N D

Proxy Form

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STEP 1 Appoint a Proxy to Vote on Your Behalf

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

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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, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Atlantic Gold NL to be held at Launceston Room, Lower Ground Floor North Wing, The Menzies Hotel, 14 Carrington Street, Sydney NSW 2000 on Thursday 31 July 2014 at 11:00 am (Sydney time) or immediately after the Scheme Meeting, whichever is later, and at any adjournment or postponement 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

1. That, for the purposes of ASX Listing Rule 11.2 and for all other purposes, the sale by Atlantic of DDV Gold to Spur on the terms and conditions of the DDV Gold Sale Agreement, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is approved and the Atlantic Board is authorised to take all action necessary or expedient to enable Atlantic to comply with its obligations under the DDV Gold Sale Agreement.

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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 ____/____/____

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