

29 June 2012

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

### **NON-RENOUNCEABLE RIGHTS ISSUE – ALLOCATION OF SHORTFALL**

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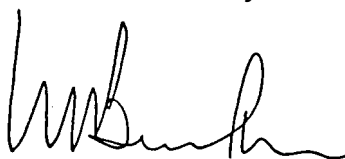
The Non-renounceable Rights Issue announced by Atlantic Gold on 17 April 2012 provided for any Shortfall to be placed at the discretion of the directors within 3 months after the close of the Offer. The Offer closed on 15 May 2012.

The directors have subsequently received applications under the Shortfall provision for 13,762,223 ordinary fully paid shares at 3 cents per share for receipts of \$412,866.69.

The directors are continuing with endeavours to place the remaining Shortfall of 64,450,832 fully paid ordinary shares pursuant to clause 5.8 of the Prospectus.

Appendix 3B is attached.

Yours sincerely,



**Wally Bucknell**  
**Executive Director**

For further information please contact:

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#### **About Atlantic Gold NL**

Atlantic Gold is an ASX listed company (ATV) which aims to develop open pit gold deposits in Nova Scotia, the Touquoy and Cochrane Hill Gold Projects being the starting point. The extensive goldfields of Nova Scotia have never before been systematically approached in this way. The Company's skills are derived from 15 years of such work in Western Australia, where its principals, as executives and directors of the highly successful Plutonic Resources Limited, discovered more than 11 million ounces of gold and operated up to five gold mines, three of which are still in production, and now owned by Canada's Barrick Gold Corporation. The Company principals have considerable previous experience in exploration in Atlantic Canada.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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   | Fully paid ordinary shares  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <b>13,762,223</b> fully paid ordinary shares being Shortfall pursuant to a non-renounceable entitlements offer ("Rights Issue") described in the ASX announcement lodged with ASX on 17 April 2012. |
| 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) | Fully paid ordinary shares issued on pursuant to clause 5.8 'Placement of Shortfall outside the Shortfall facility' of Prospectus dated 17 April 2012.  |

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +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>	Yes. The shares issued will rank equally with existing fully paid ordinary shares on issue.	
5	Issue price or consideration	3 cents per share	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The net proceeds of the funds raised from the issue will be used by ATV as outlined in the ASX announcement lodged with ASX on 17 April 2012.	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	28 June 2012	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		582,259,662	ATV fully paid ordinary shares
		30,286,342	ATVCD partly paid ordinary shares

+ See chapter 19 for defined terms.

<p>9     Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th><th><sup>+</sup>Class</th></tr> </thead> <tbody> <tr> <td>2,000,000</td><td>ATVAQ options 15.5c exp 28/8/2012</td></tr> <tr> <td>400,000</td><td>ATVAI options 15c exp 14/10/2012</td></tr> </tbody> </table>	Number	<sup>+</sup> Class	2,000,000	ATVAQ options 15.5c exp 28/8/2012	400,000	ATVAI options 15c exp 14/10/2012
Number	<sup>+</sup> Class						
2,000,000	ATVAQ options 15.5c exp 28/8/2012						
400,000	ATVAI options 15c exp 14/10/2012						
<p>10    Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>Fully paid ordinary shares rank equally with other fully paid ordinary shares on issue.</p>						

## Part 2 - Bonus issue or pro rata issue

<p>11    Is security holder approval required?</p>	
<p>12    Is the issue renounceable or non-renounceable?</p>	
<p>13    Ratio in which the <sup>+</sup>securities will be offered</p>	
<p>14    <sup>+</sup>Class of <sup>+</sup>securities to which the offer relates</p>	
<p>15    <sup>+</sup>Record date to determine entitlements</p>	
<p>16    Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?</p>	
<p>17    Policy for deciding entitlements in relation to fractions</p>	
<p>18    Names of countries in which the entity has <sup>+</sup>security holders who will not be sent new issue documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	
<p>19    Closing date for receipt of acceptances or renunciations</p>	

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

**Appendix 3B**  
**New issue announcement**

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	
33	<sup>+</sup> Despatch date	

+ 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

### 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

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+ See chapter 19 for defined terms.

- 4 Do the <sup>+</sup>securities rank equally in  
o all respects from the date of  
allotment with an existing <sup>+</sup>class of  
quoted <sup>+</sup>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)

- 42 Number and <sup>+</sup>class of all <sup>+</sup>securities  
quoted on ASX (*including* the  
securities in clause 38)

Number	<sup>+</sup> Class

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

### 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 June 2012

Print name:      JULIE FIDLER

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+ See chapter 19 for defined terms.