

Athol Gold Limited

Notice of Annual General Meeting

Notice is given that the annual general meeting of the members of the Company will be held at 3rd Floor, 3 London Wall Buildings, London Wall, London, EC2A 5SY on Thursday 21 July 2011 at 10.00 am, to consider and, if thought fit, pass the following:

Ordinary Resolutions

1. To receive the accounts and reports for the year ended 31 December 2010.
2. To re-elect Jennifer Allsop as a director who is retiring having been appointed by the directors since the last annual general meeting and who being eligible offers herself for re-election.
3. To re-elect Alastair Ford as a director who is retiring having been appointed by the directors since the last annual general meeting and who being eligible offers himself for re-election.
4. To re-elect Robin Andrews as a director who is retiring having been appointed by the directors since the last annual general meeting and who being eligible offers himself for re-election.
5. To re-appoint Welbeck Associates as auditors and authorise the directors to determine their remuneration.

By order of the Board

Jennifer Allsop
Director

Registered office:
Walker House, Mary Street,
PO Box 908, George Town,
Grand Cayman, Cayman Islands

Date: 23 June 2010

Notes:

1. A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and, on a poll, vote in his place. A proxy need not be a member of the Company.
2. To be effective, a completed and signed proxy (and any power of attorney or other authority under which it is signed) must be delivered to Capita Registrars, PXS, 34 Beckenham Road, Kent BR3 4TU by no later than 48 hours (excluding weekends) before the time fixed for the meeting or any adjourned meeting. You may also deliver by hand to Capita Registrars, PXS, 34 Beckenham Road, Kent BR3 4TU during normal business hours.
3. Completion of a form of proxy will not prevent a member from attending and voting in person,
4. Members will be entitled to attend and vote at the meeting if they are registered on the Company's register of members 48 hours (excluding weekends) before the time appointed for the meeting or any adjourned meeting,
5. In the case of joint holders of shares in the Company, the vote of the senior holder shall be accepted to the exclusion of the votes of the other joint holder(s), For this purpose seniority will be determined by the order in which the names appear in the Company's register of shareholder (or the Company's registrars' records),
6. In the case of holders of depository interests representing ordinary shares in the capital of the Company. a Form of Direction must be completed in order to instruct Capita IRG Trustees Limited, the Depository, how to vote on the holder's behalf at the meeting, or if the meeting is adjourned, at any adjourned meeting, To be effective, a completed and signed Form of Direction must be delivered to Capita Registrars by no later than 72 hours (excluding weekends) before the time fixed for the meeting or any adjourned meeting. Alternatively depository interest holders may instruct the Depository how to vote utilising the CREST electronic voting service. To instruct the Depository how to vote or amend an instruction to vote via the CREST system, the CREST message must be received by the issuer's agent RA10 by 10:00am on 18 July 2011. In order for the instructions to the Depository made by means of CREST to be valid, the appropriate CREST message must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s), should contact their CREST sponsor or voting service provider(s) for assistance. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual, which is available from www.Euroclear.com/CREST.