

Athol Gold and Value Limited

Notice of Annual General Meeting

Notice is given that the annual general meeting of the members of the Company will be held at the offices of Libertas Capital Corporate Finance Limited, 17c Curzon Street, London, W1J 5HU on Thursday 26 July 2012 at 10.00 am, to consider and, if thought fit, pass the following:

ORDINARY BUSINESS

To consider, and if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive the accounts and reports for the year ended 31 December 2011.
2. To re-elect Nicholas Woolard 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.
3. To re-appoint Welbeck Associates as auditors and authorise the directors to determine their remuneration.

SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

4. That the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities up to an aggregate nominal amount of £500,000 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company, save that the Company may before such expiry make an offer or agreement which would or might require relevant equity securities to be allotted after such expiry and the board may allot relevant equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
5. That the directors be authorised to disapply the pre-emption rights set out in article 17 of the Company's articles of association, such power to expire at such time as the general authority conferred on the board by resolution 4 above expires, except that the Company may at any time before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors of the Company may allot or sell equity securities for cash in pursuance of such an offer or agreement as if the authority conferred hereby had not expired, and the directors may allot equity securities for cash following an offer or agreement made before the expiry of the authority, and provided that this authority is limited to the allotment of equity securities up to an aggregate nominal amount of £500,000.

By order of the Board

Jennifer Allsop
Director

Date: 29 June 2012

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

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 23 July 2012. 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.