

**ATLANTA GOLD INC.
LETTER OF TRANSMITTAL**

TO: EQUITY FINANCIAL TRUST COMPANY AND ATLANTA GOLD INC.

The completed letter of transmittal, accompanied by the share certificate(s) of Atlanta Gold Inc.(the “**Company**”) should be personally delivered or forwarded by registered mail to: EQUITY FINANCIAL TRUST COMPANY, c/o **TMX Equity Transfer Services Inc.**¹ Suite 300, 200 University Ave, Toronto, Ontario, M5H 4H1 (the “**Transfer Agent**”). **DO NOT FORWARD SHARE CERTIFICATES TO THE HEAD OFFICE OF THE COMPANY.**

PLEASE TYPE OR WRITE LEGIBLY IN BLOCK LETTERS.

The undersigned hereby delivers to you the following share certificate(s) representing Common Shares of the Company, and the undersigned represents and warrants that it has good title to such Common Shares and has full power and authority to deposit, assign and transfer same.

Number on certificate	Name in which registered	Number of Common Shares shown on face of certificate

(Attach additional list if the space above is insufficient)

The Transfer Agent is hereby requested and authorized to issue new certificates of the Company on the following basis, namely for every ten (10) Common Shares of the Company, shareholders shall receive one (1) consolidated Common Share of the Company (each a “**Consolidated Share**”), it being understood and agreed that no fractional Consolidated Shares will be issued.

A. NAME AND NUMBER OF CERTIFICATES FOR CONSOLIDATED SHARES

Certificate(s) representing Consolidated Shares are to be issued as follows:

Name on Certificate	Number of Consolidated Shares

(See instruction 4. Attach additional list if the space above is insufficient)

B. DELIVERY Mail or make available for pick-up certificate(s) representing Consolidated Shares as follows: Name: _____ Address: _____ Postal (Zip) Code: _____ Make available for pick-up at the office of Equity Financial Trust Company, against a counter receipt, by: Name: _____ Address: _____ _____	C. IMPORTANT: This box must be completed fully if the name in which any Consolidated Share is to be issued differs from the name of the registered holder appearing on the existing certificate(s). Date: _____ Signature: _____ Name: _____ Address: _____ _____ Postal (Zip) Code: _____ Signature Guaranteed by: _____ _____
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IMPORTANT: THIS LETTER OF TRANSMITTAL MUST BE DATED AND SIGNED

Dated: _____

Signature of Shareholder: _____

Telephone: _____

¹ TMX Equity Transfer Services Inc. is operating the transfer agency and corporate trust business in the name of Equity Financial Trust Company for a transitional period

INSTRUCTIONS

1. Shareholders should refer to the Management Information Circular of the Company dated May 21, 2015 for particulars of the consolidation.
2. Pursuant to the proposed amendment to the Articles of the Company, each shareholder will receive one (1) Consolidated Share for each ten (10) Common Shares of the Company. No fractional Consolidated Shares will be issued as a result of the share consolidation. When the exchange results in a fractional share, the number of Consolidated Shares to be received by a shareholder will be rounded up (in the case of one-half of a Consolidated Share or more) or down (in the case of less than one-half of a Consolidated Share).
3. Each registered holder of Common Shares of the Company must deliver the Letter of Transmittal completed and signed, together with their certificate(s) to Equity Financial Trust Company (the “**Transfer Agent**”) at the office of the Transfer Agent set out in Instruction 8 below. The method of delivery of the Common Share certificate(s) is at the option and risk of the holder of Common Shares. It is recommended such documents be delivered by hand to the Transfer Agent and a receipt obtained. If mail is used, registered mail, properly insured with acknowledgement of receipt requested, is suggested. Delivery will be effected only when documents are actually received by the Transfer Agent at the office set out below.
4. Each registered holder of Common Shares must fill in the delivery instructions in Part B and sign and date this Letter of Transmittal. If Part B is not completed, the certificate(s) representing Consolidated Shares will be mailed to the shareholder’s address recorded on the books of the Transfer Agent.
5. If no change in the name of the registered holder appearing on the existing Common Share certificate(s) is desired but more than one new certificate is to be issued in that name, a holder should also fill out Part A of this Letter of Transmittal. Any holder who does not fill out Part A will receive one Consolidated Share certificate for each Common Share certificate delivered herewith. No charge will be made for one new replacement certificate but where more than one certificate is requested a charge of \$5.25 (plus H.S.T.) will be levied for each additional certificate.
6. A registered holder of Common Shares who wishes to have the certificate(s) representing Consolidated Shares registered in the name of a person other than the registered holder must fill in Part C as well as Parts A and B of the Letter of Transmittal and must endorse the existing Common Share certificate(s) delivered with the Letter of Transmittal. The signature of the registered holder must correspond in every respect with the name appearing on the face of the certificate(s). Such signature must be guaranteed by a Canadian chartered bank, or a member of the Securities Transfer Association Medallion Program (STAMP).
7. Where the Letter of Transmittal is executed on behalf of a corporation, partnership or association or by any agent, executor, administrator, trustee, curator, guardian or any person acting in a representative capacity, the Letter of Transmittal must be accompanied by evidence of authority to act satisfactory to the Transfer Agent.
8. Additional copies of the Letter of Transmittal may be obtained from the Transfer Agent at the office of the Transfer Agent specified below.

Equity Financial Trust Company
Suite 300, 200 University Ave
Toronto, Ontario
M5H 4H1

Attention: Stock Transfer Department

9. If a share certificate has been lost or destroyed, the Letter of Transmittal should be completed as fully as possible and forwarded to Equity Financial Trust Company, at the address set out in Instruction 8 above, together with correspondence stating that the original certificate has been lost. Equity Financial Trust Company will forward appropriate documentation. Any questions should be directed to Equity Financial Trust Company; telephone number 1 (866) 393-4891, facsimile number (416) 361-0470.