

Allied Gold Limited: Notification of Approval of Shareholder and Optionholder Schemes and Resolutions of General Meeting

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TORONTO, ONTARIO -- ([Marketwire](#) - June 6, 2011) - [Allied Gold Limited](#) ("Allied Gold" or the "Company") (TSX: ALG) (ASX: ALD) (AIM: AGLD) - Further to the announcements released by Allied Gold on 4 May 2011, 6 May 2011 and 31 May 2011, Allied Gold is pleased to announce, that the Share and Option Schemes ("Schemes") were approved by the requisite majorities of Allied Gold shareholders and Allied Gold optionholders at the Scheme Meetings held earlier today, Monday, 6 June 2011. The Share Scheme was approved by 99.51% of the total votes cast on the resolution and by 83.2% of the shareholders who voted on the resolution. The Option Scheme was approved by 100% of the total votes cast on the resolution and by 100% of the optionholders who voted on the resolution.

No other resolutions were put to the Scheme Meetings. In accordance with section 251 AA(2) of the Corporations Act 2001 (Cth), Allied Gold advises that proxy votes were received as follows:

| | For | Against | Abstain | Proxy Holder Discretion | |
|--------------------------|-----|---------------------------|---------|-------------------------|-------|
| Shareholders Resolution | | Approval of Share Scheme | | 659,100,691 | 3,308 |
| Optionholders Resolution | | Approval of Option Scheme | | 22,037,500 | Nil |

Under the proposed Schemes, all existing shares and options in Allied Gold will be exchanged for shares or options in Allied Gold Mining PLC. The next major step in the implementation of the Schemes is for AGL to apply to the Supreme Court of Queensland for orders approving the Schemes ("Second Court Hearing"). The Second Court Hearing is to be held on 20 June 2011 at the Supreme Court of Queensland in Brisbane.

Allied Gold also announces that separate resolutions were passed by Allied Gold shareholders by a show of hands at a General Meeting held earlier today Monday, 6 June 2011 (before the Scheme Meetings) approving the allotment and issue of:

(1) approximately 156.3 million Allied Gold shares at a value of AU\$93.8 million / ₤60.1 million for capital raising purposes on the terms and conditions set out in Allied Gold's announcement of 6 April 2011; and

(2) 1,500,000 unlisted options to Mr Sean Harvey (or his nominee) on the terms and conditions set out in the Option Explanatory Statement.

No other resolutions were put to the meeting. In accordance with section 251 AA(2) of the Corporations Act 2001 (Cth), Allied Gold advises that proxy votes were received as follows:

| | For | Against | Abstain | Proxy Holder Discretion | |
|--------------|-----------------------|---------|-------------|-------------------------|------|
| Resolution 1 | Placement for Shares | | 505,298,751 | 1,723,721 | 4,70 |
| Resolution 2 | Placement for Options | | 413,293,840 | 293,087,772 | 2 |

The Company expects admission to a Premium Listing on the London Stock Exchange's Main Market and commencement of trading of Allied Gold Mining PLC to occur at 8.00 a.m. on 30 June 2011.

Allied Gold Mining PLC will be eligible for the FTSE UK Index Series and expects to be included in the FTSE's upcoming September quarterly review.

RBC Capital Markets is acting as Sponsor to the listing and will also act as Corporate Broker to the Company

going forward.

The related Scheme documents and the circular are available on Allied Gold's website, www.alliedgold.com.au.

Capitalised terms used, but not otherwise defined in this announcement have the same meanings as set out in the Allied Gold's announcement of 4 May 2011 with RNS number 8920F.

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