

# Atlantic Gold Corp. (Formerly Spur Ventures Inc.) and Atlantic Gold NL Complete Merger

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VANCOUVER, BRITISH COLUMBIA -- (Marketwired - Aug. 20, 2014) - [Atlantic Gold Corporation](#) (TSX VENTURE:AGB)(ASX:AGB) (formerly known as [Spur Ventures Inc.](#)) ("AGB") is pleased to announce the successful implementation of the merger of [Atlantic Gold NL](#) (ASX:ATV) ("Atlantic") and AGB by way of a scheme of arrangement under Part 5.1 of the Australian Corporations Act 2001 (Cth) ("Scheme"), under which AGB has acquired all the fully paid and partly paid ordinary shares on issue in Atlantic. As of August 21, 2014 (Sydney time) following the implementation of the Scheme, and including the 46,275,272 AGB common shares ("AGB Shares") and 23,137,361 share purchase warrants in respect of unissued AGB common shares ("AGB Warrants") issued under the Scheme, AGB has 106,682,459 AGB Shares and 23,137,361 AGB Warrants issued and outstanding. Each AGB Warrant entitles the holder to purchase one AGB Share at an exercise price of \$0.60 at any time up to 5:00 pm (Vancouver time) on August 20, 2018, subject to the terms of a warrant indenture between AGB and Computershare Trust Company of Canada dated June 20, 2014.

Out of the 46,275,272 AGB Shares issued under the Scheme, as at implementation of the Scheme, 42,506,236 CHESS Depository Interests ("CDIs") in respect of AGB Shares are listed on the Australian Securities Exchange ("ASX") and 3,769,036 AGB Shares are listed on the TSX Venture Exchange ("TSX-V"). Out of the 23,137,361 AGB Warrants issued under the Scheme, as at implementation of the Scheme, 21,252,851 CDIs in respect of AGB Warrants are listed on the ASX and 1,884,510 AGB Warrants are listed on the TSX-V.

A summary of AGB's capital structure as at implementation of the Scheme is presented below:

CDIs in respect of AGB Shares listed on ASX	42,506,236
AGB Shares listed on TSX-V	64,176,223
Total number of AGB Shares issued and outstanding	106,682,459
CDIs in respect of AGB Warrants listed on ASX	21,252,851
AGB Warrants listed on TSX-V	1,884,510
Total number of AGB Warrants issued and outstanding	23,137,361

In addition, a total of 973,700 stock options in respect of unissued AGB Shares, with an exercise price of \$0.50, expiring on August 28, 2017 have been granted to individuals who were previously stock option holders in Atlantic. These individuals will continue to have an ongoing role with the combined company.

The securities of Atlantic were suspended from quotation on the ASX at the close of trading on August 7, 2014 (Sydney time) and an application for Atlantic to be removed from the official list of the ASX will be submitted in the coming days. CDIs in respect of AGB Shares and AGB Warrants are anticipated to begin trading on the ASX on a normal settlement basis on August 22, 2014 (Sydney time) and the AGB Shares and AGB Warrants are anticipated to begin trading on the TSX-V on August 21, 2014 (Vancouver time). Holding statements (or equivalent documents) will be sent shortly to former holders of Atlantic fully paid and partly paid ordinary shares who received the Scheme consideration in the form of AGB Shares and AGB Warrants or CDIs in respect of AGB Shares and AGB Warrants.

## Appointment of New Director

Wally Bucknell, the former Managing Director of Atlantic, was appointed to the board of directors of AGB effective upon the implementation of the Scheme, with the existing six directors of AGB continuing as directors.

## Name Change

Effective 12:01am on August 20, 2014 (Vancouver time), AGB changed its name from Spur Ventures Inc. to

Atlantic Gold Corporation and its new trading symbol on the TSX-V is AGB. The name change is expected to become effective for ASX purposes on August 25, 2014 (Sydney time).

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

**Forward-Looking Statements:**

*This release contains certain "forward looking statements" and certain "forward-looking information" as defined under applicable Canadian and U.S. securities laws. Forward-looking statements and information can generally be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "estimate", "anticipate", "believe", "continue", "plans" or similar terminology. Forward-looking statements and information are not historical facts, are made as of the date of this press release, and include, but are not limited to, statements regarding discussions of future plans, guidance, projections, objectives, estimates and forecasts and statements as to management's expectations with respect to, among other things, the transactions contemplated under the Scheme and otherwise in connection with the Scheme and the listing of CHES Depositary Interests in respect of AGB shares and AGB warrants issued under the Scheme on the ASX. These forward looking statements involve numerous risks and uncertainties and actual results may vary. Important factors that may cause actual results to vary include without limitation, certain transactions, the timing and receipt of certain approvals, changes in commodity and power prices, changes in interest and currency exchange rates, risks inherent in exploration results, timing and success, inaccurate geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral reserves and resources), changes in development or mining plans due to changes in logistical, technical or other factors, unanticipated operational difficulties (including failure of plant, equipment or processes to operate in accordance with specifications, cost escalation, unavailability of materials, equipment and third party contractors, delays in the receipt of government approvals, industrial disturbances or other job action, and unanticipated events related to health, safety and environmental matters), political risk, social unrest, and changes in general economic conditions or conditions in the financial markets. In making the forward-looking statements in this press release, AGB has applied several material assumptions, including without limitation, the assumptions that: (1) all necessary consents and approvals in relation to the Scheme were received in a timely manner; (2) market fundamentals will result in sustained gold demand and prices; (3) the receipt of any necessary approvals and consents in connection with the development of any properties; (4) the availability of financing on suitable terms for the development, construction and continued operation of any mineral properties; and (5) sustained commodity prices such that any properties put into operation remain economically viable. Information concerning mineral reserve and mineral resource estimates also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. Certain of the risks and assumptions are described in more detail in Spur Venture Inc.'s audited financial statements and MD&A for the year ended December 31, 2013 and the quarter ended March 31, 2014 on the SEDAR website at [www.sedar.com](http://www.sedar.com). The actual results or performance by AGB could differ materially from those expressed in, or implied by, any forward-looking statements relating to those matters. Accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what impact they will have on the results of operations or financial condition of AGB. Except as required by law, we are under no obligation, and expressly disclaim any obligation, to update, alter or otherwise revise any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.*

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