

**Plato Gold Corp.**

**Amended Notice of Annual and Special Meeting of Shareholders**

Notice (amended) is hereby given that the annual and special meeting (the "Meeting") of shareholders of **Plato Gold Corp.** (the "Corporation") will be held at the **offices of Cassels Brock & Blackwell LLP, 40 King Street West, Suite 2100**, Toronto, Ontario, Canada, on **June 1, 2006** at **10:00** a.m. Eastern Standard Time for the following purposes:

1. to receive and consider the financial statements of the Corporation for the year ended December 31, 2005, together with the report of the auditors thereon;
2. to consider, and if thought advisable, to pass with or without amendment, a special resolution fixing the number of directors at five (5) and granting authority to the directors to fix the the number of directors in the future;
3. to elect the directors for the ensuing year;
4. to consider, and if thought advisable, to pass with or without amendment, a resolution ratifying the Corporation's stock option plan;
5. to appoint Smith, Nixon & Co. LLP, Chartered Accountants, as auditors and to authorize the directors to fix their remuneration; and
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the meeting are set forth in the amended management proxy circular (the "Circular") accompanying this notice.

The Corporation's annual financial statements and management's discussion and analysis (the "MD&A") and the Circular accompany this notice.

Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and to return it in the envelope provided for that purpose.

Proxies to be used at the Meeting must be deposited with the Corporation, c/o the Corporation's transfer agent, Computershare Investor Services Inc., Proxy Dept. 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 prior to 5:00 p.m. (Eastern Standard Time) on Wednesday May 31, 2006 or any adjournment thereof is held, or with the chairman of the Meeting at any time prior to the commencement of the Meeting or any adjournment thereof.

DATED at Toronto, Ontario this 26th day of April, 2006.

By Order of the Board of Directors



Robert E. Van Tassell  
Corporate Secretary