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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Take notice that the annual general and special meeting (the “Meeting”) of Shareholders of **AM GOLD INC.** (the “Company”) will be held at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, on Thursday, September 15, 2011 at 11:00 a.m. Pacific Time, for the following purposes:

1. To present the audited financial statements of the Company for the financial year ended December 31, 2010, the report of the auditor and the related management discussion and analysis;
2. To set the number of directors at five;
3. To elect directors of the Company for the ensuing year;
4. To appoint an auditor for the ensuing year;
5. To approve the continuation of the share option plan; and
6. To approve the adoption of a shareholder rights plan.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The audited financial statements for the year ended December 31, 2010, report of the auditor and related management discussion and analysis will be made available at the Meeting and are available on www.sedar.com.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy or complete another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the voting instruction form and in the information circular to ensure their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

Dated at Vancouver, British Columbia, August 19, 2011.

BY ORDER OF THE BOARD

“Gerald Aberle”

**Gerald Aberle
President and Chief Operating Officer**