



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of the shareholders of **ATACAMA MINERALS CORP.** (the "Corporation") will be held at the offices of the Corporation at Suite 2101, 885 West Georgia Street, **Vancouver, British Columbia, on Friday, the 5th day of June, 2009 at the hour of 9:00 a.m. (Vancouver time)** for the following purposes:

1. To receive the annual report of management to the shareholders and the consolidated audited financial statements of the Corporation for the year ended December 31, 2008, together with the report of the auditors thereon;
2. To appoint auditors for the Corporation for the ensuing year, at a remuneration to be fixed by the directors of the Corporation;
3. To fix the number of directors at seven;
4. To elect directors for the ensuing year;
5. To consider and, if thought fit, approve an ordinary resolution of disinterested shareholders to approve the grant of 3,700,000 incentive stock options to Insiders as set forth in the Corporation's management information circular dated April 27, 2009;
6. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

This Notice is accompanied by a management information circular and a form of proxy. The audited consolidated financial statements and accompanying management discussion and analysis of the Corporation for the year ended December 31, 2008 were mailed to those shareholders who requested them on April 30, 2009.

If you are a *registered shareholder* of the Corporation and are unable to attend the Meeting in person, please complete, sign, date and return the enclosed form of Proxy either in the addressed envelope enclosed to Proxy Department, Computershare Investor Services Inc., 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by fax to 1-866-249-7775. Proxies must be received not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof.

If you are a *non-registered shareholder* of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. **If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting, either in person or by proxy.**

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining, completing and depositing the required form of proxy, you should contact Computershare Investor Services Inc. by telephone (toll free within North America) at 1-800-564-6253 or 1-514-982-7555 for international callers or by e-mail at service@computershare.com.

DATED at Vancouver, British Columbia the 27th day of April, 2009.

BY ORDER OF THE BOARD

(Signed) Edward F. Posey
President and CEO