

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Apollo Consolidated Limited (Apollo)

ACN/ARSN 102 084 917

1. Details of substantial holder(1)

Name Ramelius Resources Limited (Ramelius) and each of the other entities listed in Ramelius' 2021 Annual Financial Report on page 68 (as updated from time to time and available on request and including Ramelius Kalgoorlie Pty Ltd (Ramelius Kalgoorlie)) (Ramelius Group Entities)

ACN/ARSN (if applicable) 001 717 540

There was a change in the interests of the substantial holder on 15/11/21

The previous notice was given to the company on 12/11/21

The previous notice was dated 12/11/21

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	150,426,011	51.58%	173,695,534	59.56%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
15/11/21	Ramelius and each Ramelius Group Entity	Acquisition of relevant interests in ordinary shares in Apollo as a result of acceptances of the takeover offers made pursuant to the bidder's statement dated 1 November 2021 and any replacements or supplements to it (Offer).	0.1778 fully paid ordinary share in Ramelius for every 1 fully paid ordinary share in Apollo and \$0.34 cash per Apollo share, subject to the terms and conditions of the Offer	23,269,523 fully paid ordinary shares	23,269,523

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Ramelius Kalgoorlie	Apollo shareholders to whom the Offer was made and who have accepted the Offer	Subject to the terms of the Offer, Ramelius Kalgoorlie	Relevant Interest under s608(1) and/or s608(8) of the Corporations Act pursuant to the acceptances of the Offer.	173,695,534 fully paid ordinary shares	59.56%
Ramelius and each Ramelius Group Entity (except for Ramelius Kalgoorlie)	Apollo shareholders to whom the Offer was made and who have accepted the Offer	Subject to the terms of the Offer, Ramelius Kalgoorlie	Relevant interest in the ordinary shares referred to above under s608(3)(b) of the Corporations Act, by reason of Ramelius having control of Ramelius Kalgoorlie.	173,695,534 fully paid ordinary shares	59.56%

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Each of the Ramelius Group Entities	Each of the Ramelius Group Entities is a body corporate that is controlled by Ramelius

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Ramelius and each of the Ramelius Group Entities	Level 1, 130 Royal Street, East Perth WA 6004
Apollo Consolidated Limited	1202 Hay Street West Perth WA 6005

Signature

print name Richard Jones Capacity: Company Secretary

sign here 

date 16/11/2021

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identify of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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