

16 March 2015

Company Announcements Office
Australian Securities Exchange

**RENOUNCEABLE ENTITLEMENT ISSUE OF SHARES
LETTERS TO SHAREHOLDERS**

Dear Sir, enclosed are letters to Eligible and Ineligible shareholders regarding the Company's Rights Issue announced to ASX on Friday 13th March, 2015. These letters are being mailed today.

Yours sincerely,



Michael Beer
Company Secretary

16 March 2015

Address

XXXXX

XXXXX

Dear Shareholder

**RENOUNCEABLE ENTITLEMENT ISSUE OF SHARES
NOTICE FOR ELIGIBLE SHAREHOLDERS**

On 13 March 2015, Aphrodite Gold Limited (ASX:AQQ) (the **Company**) announced a pro rata renounceable entitlement issue of three (3) Shares for every seven (7) Shares held by Eligible Shareholders at the Record Date, at an issue price of 0.7 cents per Share, to raise approximately \$738,000 before costs (**Offer**). The Offer is being made pursuant to an Offer Document which will be lodged with ASX and mailed to shareholders after the record date (refer Timetable below) on 24 March 2015.

The Rights Issue is fully underwritten by R.M.S. Australia Pty Ltd, a company owned by the Executive Chairman, Mr Peter Buttigieg.

Under the Offer, every Shareholder with an Australian, New Zealand or Singapore registered address (**Eligible Shareholders**) who is registered as the holder of fully paid ordinary Shares in the capital of the Company at 5.00pm WST on 19 March 2015 (**Record Date**) will be entitled to participate in the Offer in respect of the number of Shares that Shareholder is then registered as the holder of.

The principal effect of the Offer (assuming all Entitlements are accepted or placed and no Options are exercised, and no convertible notes are converted, prior to the Record Date) will be to:

- (a) fund exploration activities, the feasibility analysis, miscellaneous items, the expenses of the offer and the Company's general working capital requirements; and
- (b) increase the number of Shares on issue from 245,975,919 as at the date of this notice to 351,394,170 Shares.

Further information will be included in the Offer Document.

The Offer Document and the accompanying Entitlement and Acceptance Form and Shortfall Application Form will be sent to Eligible Shareholders on 24 March 2015.

The Offer is open for acceptance by Eligible Shareholders from 24 March 2015 until 5.00pm (WST) 2 April 2015 (subject to the Directors varying the closing date in accordance with the ASX Listing Rules). Please note that the Company's Shares will be quoted on an "ex" basis from 17 March 2015 and therefore any Shares bought or sold on market on and from this date will not carry entitlements under the Offer.

Shareholder approval is not required for the Offer. Shares issued under the Offer will be issued as fully paid and will rank equally with existing ordinary fully paid Shares in the Company.

Address: 116 Harrick Road, Keilor Park, VIC, 3042 Ph: +61 3 8609 6321 Fax 61 3 9331 7323
info@aphroditegold.com.au www.aphroditegold.com.au ABN 61 138 879 928

ASX Code: AQQ

Fractions of a Share will be rounded down to the nearest whole Share where the determination of an Eligible Shareholder's entitlement under the Offer results in a fraction. The total number and class of all securities (including the maximum number of Shares to be issued in the Offer) is as follows:

	Shares	Options
Current issued capital	245,975,919	35,000,000 ¹
Issued under the Offer	105,418,251	Nil
Total	351,394,170	35,000,000

Notes

1. This consists of 35,000,000 unlisted options exercisable at 2.5 cents on or before 31 July 2017.

The Company currently has no dividend policy.

The proposed timetable is set out below.

Announcement and lodgment of Appendix 3B and s708AA notice	13 March 2015
Notice to Shareholders	16 March 2015
Existing Shares quoted on an "ex" basis	17 March 2015
Record Date	19 March 2015
Rights Issue Offer Document and Entitlement and Acceptance Form sent to Eligible Shareholders	24 March 2015
Rights trading ends	26 March 2015
Shares quoted on a deferred settlement basis	27 March 2015
Closing Date	2 April 2015
Company to notify ASX of under subscriptions (if any)	9 April 2015
Anticipated date for the issue of the Shares	13 April 2015
Deferred settlement trading ends	13 April 2015

Actions required of Eligible Shareholders

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying the Offer Document. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

You may participate in the Offer as follows:

- (a) taking up all of your Entitlement;
- (b) selling all of your Entitlement on ASX;
- (c) taking up a proportion of your Entitlement and selling the balance on ASX;
- (d) taking up a proportion of your Entitlement and allowing the balance to lapse;
- (e) selling all or a proportion of your Entitlement other than on ASX; or

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- (f) allowing all or part of your Entitlement to lapse.
If you wish to accept all or part of your Entitlement, you must:
- (a) complete the Entitlement and Acceptance Form and attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for all or part of the amount indicated on the Entitlement and Acceptance Form; or
 - (b) pay the appropriate application monies for all or part of your Entitlement through the BPay® facility described in the Offer Document and the Entitlement and Acceptance Form. If you make your payment by BPay®, you do not need to return the Entitlement and Acceptance Form.
- Details on how to deal with your Entitlement will be set out in the Offer Document.

Shortfall Offer

The Offer includes an offer of the Shortfall Shares. Eligible Shareholders are entitled to participate in the offer of the Shortfall Shares by completing the relevant sections of the Entitlement and Acceptance Form. The Offer Document will include further information and details of the Shortfall Offer.

Ineligible Shareholders

A Shareholder who has a registered address outside Australia, New Zealand or Singapore (**Ineligible Shareholder**) will not be eligible to participate in the Offer and will not be sent a copy of the Offer Document. This decision has been made in accordance with Listing Rule 7.7.1 of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia, New Zealand and Singapore compared with the small number of Ineligible Shareholders and the number and value of Shares to which they would otherwise be entitled.

The Company has appointed a nominee that will arrange for the sale of those Entitlements and, if they are sold, for the net proceeds to be sent to the relevant Ineligible Shareholder.

The Offer Document will be available to download from www.asx.com.au and www.aphroditegold.com.au.

If you have any queries concerning the Offer please contact the Company Secretary, Michael Beer on 613 9600 3599.

Yours sincerely,



Michael Beer
Company Secretary

16 March 2015

Address

XXXXX

XXXXX

Dear Shareholder

RENOUNCEABLE ENTITLEMENT ISSUE OF SHARES NOTICE FOR INELIGIBLE SHAREHOLDERS

On 13 March 2015, Aphrodite Gold Limited (ASX:AQQ) (the **Company**) announced a pro rata renounceable entitlement issue of three (3) Shares for every seven (7) Shares held by Eligible Shareholders at the Record Date, at an issue price of 0.7 cents per Share, to raise approximately \$738,000 before costs (**Offer**). The Offer is being made pursuant to an Offer Document which will be lodged with ASX and mailed to Eligible shareholders after the record date (refer Timetable below) on 24 March 2015.

The Rights Issue is fully underwritten by R.M.S. Australia Pty Ltd, a company owned by the Executive Chairman, Mr Peter Buttigieg.

Under the Offer, every Shareholder with an Australian, New Zealand or Singapore registered address (**Eligible Shareholders**) who is registered as the holder of fully paid ordinary Shares in the capital of the Company at 5.00pm WST on 19 March 2015 (**Record Date**) will be entitled to participate in the Offer in respect of the number of Shares that Shareholder is then registered as the holder of.

The principal effect of the Offer (assuming all Entitlements are accepted or placed and no Options are exercised, and no convertible notes are converted, prior to the Record Date) will be to:

- (a) fund exploration activities, the feasibility analysis, miscellaneous items, the expenses of the offer and the Company's general working capital requirements; and
- (b) increase the number of Shares on issue from 245,975,919 as at the date of this notice to 351,394,170 Shares.

Fractions of a Share will be rounded down to the nearest whole Share where the determination of an Eligible Shareholder's entitlement under the Offer results in a fraction. The total number and class of all securities (including the maximum number of Shares to be issued in the Offer) is as follows:

	Shares	Options
Current issued capital	245,975,919	35,000,000 ¹
Issued under the Offer	105,418,251	Nil
Total	351,394,170	35,000,000

Notes

1. This consists of 35,000,000 unlisted options exercisable at 2.5 cents on or before 31 July 2017.

The Company currently has no dividend policy.

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ASX Code: AQQ

The Offer Document will be available to download from www.asx.com.au and www.aphroditegold.com.au.

Shortfall Offer

The Offer includes an offer of the Shortfall Shares. Eligible Shareholders are entitled to participate in the offer of the Shortfall Shares by completing the relevant form. The Offer Document will include further information and details of the Shortfall Offer.

Ineligible Shareholders

A Shareholder who has a registered address outside Australia, New Zealand or Singapore (**Ineligible Shareholder**) will not be eligible to participate in the Offer and will not be sent a copy of the Offer Document. This decision has been made in accordance with Listing Rule 7.7.1 of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside of Australia, New Zealand and Singapore compared with the small number of Ineligible Shareholders and the number and value of Shares to which they would otherwise be entitled.

This letter is being sent to inform you that you are an Ineligible Shareholder and consequently you will not be sent a copy of the Offer Document or an offer in respect of the Offer.

The Company will appoint a nominee that will arrange for the sale of the Entitlements of Ineligible Shareholders and, if they are sold, for the net proceeds to be sent to the relevant Ineligible Shareholder. You will be informed in due course of the outcome of the sale of your Entitlements.

If you have any queries concerning the Offer please contact the Company Secretary, Michael Beer on 613 9600 3599.

Yours sincerely,



Michael Beer
Company Secretary