



15 August 2014

Dear Shareholder

General Meeting of Shareholders

On behalf of the Board of Directors of Apollo Minerals Limited (**Apollo** or **Company**), I am pleased to enclose the Notice of Meeting and related information for the General Meeting of Shareholders to be held on 15 September 2014.

The company has two key assets:

- 1) South Australian copper & gold and iron projects
- 2) West African iron ore project (Kango North)

This year the company has announced and agreed joint venture and financing transactions of over \$10m. Whilst Apollo's efforts have been targeted towards copper and gold exploration in South Australia, our team has also been working on enhancing the value of our iron ore assets in West Africa. The upcoming exploration campaign could significantly lift the value of these assets.

As announced earlier in the year, the Kango North project will be initially fully funded by up to \$4m by way of a joint venture with a major international group Zoradox Limited (**Zoradox**).

The support of Zoradox as a strategic partner in Kango North is a beneficial and positive progression for the Company. The proposed investments by Zoradox are noteworthy given the early stage nature of the Kango North project and the fact that the overall US\$4m funding package will help enable Apollo to best manage its capital and focus its existing funds on high potential copper and gold exploration in South Australia.

Shareholders will be asked to consider a resolution to approve matters associated with the entry into a new US\$750,000 convertible note facility (**Convertible Note**) with Zoradox Limited (**the Noteholder**), as announced on 5 May 2014. If licence is renewed on acceptable terms, the note will not convert into shares and the loan funds will be treated as part of the Zoradox expenditure under the agreement.



If a trigger event occurs, which includes the licence not being renewed or renewed on unacceptable terms, the note automatically converts into ordinary shares, as explained in the notice of meeting and the agreement with Zoradox will end.

As noted, the Convertible Note must be converted into equity and will not become a debt burden on the Company. The resolution is explained in detail in the enclosed Notice of Meeting.

The Convertible Note will be used to fund the 2014 exploration programme at the Company's Kango North project, including an estimated 1,000m of drilling. The Board believes that the 2014 exploration programme at Kango North has the potential to substantially increase the value of an important asset in the Company's portfolio. A successful 2014 exploration programme will also encourage Zoradox to directly fund a further US\$3.25 million of exploration at Kango North by which time the full potential of the Kango North project is expected to be clear.

The Board considered a range of alternative funding options and concluded that the Convertible Note was the most achievable and advantageous to all shareholders, given current market conditions and the strategic benefits that the relationship with Zoradox brings.

The Directors unanimously recommend that Shareholders vote in favour of the resolution at the upcoming General Meeting.

I would ask that you to read carefully the attached Notice of Meeting and either attend the General Meeting in person or lodge your vote using the enclosed proxy form. If you have any questions, please contact the Company Secretary of Apollo, your stockbroker or other professional adviser.

Yours sincerely

A handwritten signature in black ink, appearing to read 'R Shemesian', written in a cursive style.

Richard Shemesian
Chairman



**NOTICE OF GENERAL MEETING TO BE HELD
ON MONDAY 15 SEPTEMBER 2014 at 11am
IN THE BOARDROOM OF RSM BIRD CAMERON, AT LEVEL 12, 60
CASTLEREAGH STREET, SYDNEY, NSW 2000**

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the shareholders of Apollo Minerals Limited (ABN 96 125 222 924) will be held in the Boardroom of RSM Bird Cameron on Level 12, 60 Castlereagh Street, Sydney, New South Wales, Australia on 15 September 2014 at 11am AEST.

The Explanatory Memorandum provides additional information on matters to be considered at the General Meeting and forms part of this Notice. Terms and abbreviations used in this Notice are defined in Schedule 1.

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding in the Company and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7pm on 13 September 2014.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

1. **(Appointing a Proxy):** A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote for the Shareholder at the meeting. A Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint a second proxy. The appointment of the second proxy must be done on a separate copy of the proxy form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a Shareholder of the Company.
2. **(Direction to Vote):** A proxy need not vote in that capacity on a show of hands on any Resolution nor (unless the proxy is the Chairman of the Meeting) on a poll. However, if the proxy's appointment specifies the way to vote on a Resolution, and the proxy decides to vote in that capacity on that Resolution, the proxy must vote the way specified (subject to the other provisions of this notice of general meeting, including the voting exclusions noted below).

3. **(Voting restrictions with respect to undirected proxies):** The Chairman of the Meeting intends to vote undirected proxies (where he has been appropriately authorised, having regard to the voting restrictions set out in this notice of general meeting) in favour of each Resolution.
4. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form (and attach any authority under which it is signed or a copy which appears on its face to be an authentic copy) by:
 - (a) post to Apollo Minerals Limited, Suite 1503B, Level 15, 1 Alfred Street, Sydney, NSW 2000; or PO Box R933 Royal Exchange, NSW 1225
 - (b) facsimile to the Company on facsimile number +61 2 9078 7661; OR
 - (c) by email to info@apollominerals.com.au,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

CORPORATE REPRESENTATIVE

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the meeting. Unless it has previously been given to the Company, the representative should bring evidence of their appointment to the Meeting, together with any authority under which it is signed. The appointment must comply with section 250D of the Corporations Act 2001.

ATTORNEY

A Shareholder may appoint an attorney to vote on their behalf. To be effective for the Meeting, the instrument effecting the appointment (or a copy which appears on its face to be an authentic copy) must be received by the deadline for the receipt of proxy forms (see above), being no later than 48 hours before the Meeting.

AGENDA

1 RESOLUTION 1 - RATIFICATION OF PRIOR ISSUE OF 73,600,000 SHARES

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 73,600,000 Shares to institutional and sophisticated investors on the terms and conditions set out in the Explanatory Memorandum."

2 RESOLUTION 2 - RATIFICATION OF PRIOR ISSUE OF 26,400,000 SHARES

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 26,400,000 Shares to institutional and sophisticated investors on the terms and conditions set out in the Explanatory Memorandum."

3 RESOLUTION 3 - APPROVAL OF CONVERTIBLE NOTE

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, Shareholders approve the issue of the Convertible Note to Zoradox Limited and the issue of fully paid ordinary shares in the Company to Zoradox Limited consequent on the conversion of the Convertible Note on the terms and conditions set out in the Explanatory Memorandum."

Enquiries

If you have any questions in relation to the Resolutions to be considered at the Meeting, please call the Company Secretary, Mr Guy Robertson on (61) 2 9078 7671.

By order of the Board
Guy Robertson
Secretary
Date: 15 August 2014

VOTING EXCLUSION STATEMENTS

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on the Resolutions by the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
1. Ratification of prior issue of 73,600,000 Shares	<ul style="list-style-type: none">• Any person who participated in the issue; and• Any of their respective associates.
2. Ratification of prior issue of 26,400,000 Shares	<ul style="list-style-type: none">• Any person who participated in the issue; and• Any of their respective associates.
3. Approval of convertible note and shares	<ul style="list-style-type: none">• Zoradox Limited• Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and• Any of their respective associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business specified to be conducted at the General Meeting to be held in the Boardroom of RSM Bird Cameron at Level 12, 60 Castlereagh Street, Sydney NSW 2000 on 15 September 2014 at 11am (EST).

The Directors recommend that Shareholders read this Explanatory Memorandum in full in conjunction with the accompanying Notice of which this Explanatory Memorandum forms a part.

BACKGROUND TO RESOLUTIONS 1 AND 2

On 11 July 2014 the Company announced to the ASX the completion of a capital raising. Resolutions 1 and 2 relate to this capital raising.

Resolution 1 ratifies the issue of shares undertaken to institutional and sophisticated investors on 14 July 2014, under Listing Rule 7.1. This allows the Company the flexibility to issue up to 15% of the total number of fully paid ordinary shares going forward.

Resolution 2 ratifies the issue of shares undertaken to institutional and sophisticated investors on 14 July 2014, under Listing Rule 7.1A. This allows the Company the flexibility to issue up to 15% of the total number of fully paid ordinary shares going forward.

1. RESOLUTION 1 - RATIFICATION OF PRIOR ISSUE OF 73,600,000 SHARES

1.1 Background

Under Resolution 1, the Company seeks Shareholder ratification of the allotment and issue by the Company of 73,600,000 Shares to institutional and sophisticated investors on 14th July 2014. These Shares were issued within the Company's existing capacity under ASX Listing Rule 7.1.

1.2 Listing Rules 7.1 and 7.4

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 1 will have no effect on the issue of the Shares in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 73,600,000 Shares.

1.3 ASX Listing Rules Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.5:

(a) *The number of securities allotted*

The number of Shares allotted and issued under Listing Rule 7.1 on 14th July 2014 was 73,600,000 Shares.

(b) *The price at which securities were issued*

The price at which the Shares were issued was \$0.022 per Share.

(c) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The Shares were allotted to 45 allottees in total being existing shareholders, clients of Patersons Securities Limited and institutional and sophisticated investors, and were not issued to related parties of the Company, or their Associates

(d) *The terms of the equity securities*

The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(e) *The intended use of the funds raised*

The funds were raised to further the Company's exploration projects and for general working capital purposes.

(f) *Voting Exclusion*

A voting exclusion statement forms part of this notice.

1.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1, as it will allow the Company greater flexibility to issue further securities which could assist the Company to raise capital and to preserve cash resources.

2. RESOLUTION 2 - RATIFICATION OF PRIOR ISSUE OF 26,400,000 SHARES

2.1 Background

Under Resolution 2, the Company seeks Shareholder ratification of the allotment and issue by the Company of 26,400,000 Shares to institutional investors on 14 July 2014. These Shares were issued within the Company's existing capacity under ASX Listing Rule 7.1A.

2.2 Listing Rules 7.1A and 7.4

The Company obtained approval by special resolution at the Annual general Meeting on 28 November 2013 to issue up to 10% of the Company's issued share capital calculated in accordance with the formula prescribed in Listing Rule 7.1A.2.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made with approval under ASX Listing Rule 7.1A can be ratified under Listing Rule 7.4.

While the outcome of Resolution 2 will have no effect on the issue of the Shares in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of 15% of the 26,400,000 Shares issued.

2.3 ASX Listing Rules Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.5:

2.3.1 *The number of securities allotted*

The number of Shares allotted and issued on 14 July 2014 was 26,400,000 Shares.

2.3.2 *The price at which securities were issued*

The price at which the Shares were issued was \$0.022 per Share.

2.3.3 *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The Shares were allotted to existing shareholders, clients of Patersons Securities Limited and institutional and sophisticated investors, and were not issued to related parties of the Company, or their Associates.

The names of the allottees are as follows:

PATICOA NOMINEES PTY LTD	14,454,545
J P MORGAN NOM AUST LTD	4,909,091
CPS CAPITAL GROUP LIMITRED	4,000,000
CLEVELAND INVESTMENT GLOBAL LTD	2,000,000
THANG PTY LTD	1,000,000
SPRING STREET HOLDINGS PTY LTD	36,364
	<u>26,400,000</u>

2.3.4 The terms of the equity securities

The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

2.3.5 The intended use of the funds raised

The funds raised will be used to further the Company's exploration projects and for general working capital purposes.

2.3.6 Voting Exclusion

A voting exclusion statement forms part of this notice.

2.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2, as it will allow the Company greater flexibility to issue further securities which could assist the Company to raise capital.

3. RESOLUTION 3 - APPROVAL OF CONVERTIBLE NOTE

- 3.1 As announced to ASX on 5 May 2014, the Company has entered into a farm-in joint venture with Zoradox Limited ("Zoradox") for its 400 km² Kango North iron ore and gold project. Under the terms of the JV, Zoradox may acquire a 50.01% equity interest in Apollo Gabon SA, which owns the Kango North Project, through debt and equity funding for exploration and development expenditure totalling US\$4m.

Zoradox has agreed to continue exploration on the Gabon project subject to the terms of the Subscription and Loan Agreement entered into on 1 May 2014, as amended. Under this agreement Zoradox will loan funds to Apollo under a Convertible Note facility to continue exploration pending renewal of the License.

The loan funds provided under the Convertible Note to Apollo will be on-lent to Apollo Gabon SA.

The Convertible Note has two trigger events for conversion of the Convertible Note into fully paid Shares.

The Trigger First Event occurs if the Subscription and Loan Agreement is terminated without Closing occurring in which case the amount of US\$45,000 advanced by Zoradox Limited will be converted into Shares at the Volume Weighted Average Price (VWAP) for the 60 ASX trading days preceding the conversion date.

The Trigger Second Event occurs in the event any of the following conditions are not met: (i) an application in a form reasonably acceptable to the Zoradox Limited for the renewal of the License for an additional period of three years ending on or about 10 January 2018 has not been submitted to the Central Directorate of Mines and Geology by the earlier of: (1) the date falling 14 Business Days prior to the last date on which such application is required to be submitted under applicable law; and (2) 26 September 2014; or (ii) the License not being renewed by 11 January 2015 on terms providing for an additional period of 3 years ending on or about 10 January 2018 including a work programme for those three additional years, as required by Applicable Laws, involving the expenditure of no more than 1.2 billion FCFA (approximately AUD 3.2 million) in total.

The amount to be converted into Shares on the Trigger Second Event will be an amount up to US\$750,000 (which will include the amount of US\$45,000 in Trigger First Event), based on the amounts Zoradox has advanced to Apollo Gabon SA up to 11 January 2015.

The amount advanced will be converted to Shares at the Volume Weighted Average price for the 60 ASX trading days preceding the conversion date.

If the License is renewed, the Convertible Note will be redeemed by assigning to Zoradox the right to be repaid the loan owing to the Company from Apollo Gabon SA so that Apollo Gabon SA will owe the relevant amount to Zoradox and no amount will be repayable by the Company.

The Convertible Note will be issued within 30 days of shareholders approving Resolution 3.

The Convertible Note will be for US\$750,000. As example of shares to be issued in the event of the Trigger First Event and the Trigger Second Event is as follows:

Trigger First Event - US \$45,000 (AUD \$48,000 at AUD = US\$0.9375)
Shares to be issued assuming a 60 day VWAP of 2 cents = 2,400,000 (\$48,000/\$0.02).

Shares on issue pre Trigger First Event	593,355,333
Shares on issue post Trigger First Event	595,755,333
% increase	0.4%

Trigger Second Event - US \$750,000 (AUD \$800,000 at AUD = US\$0.9375) (This would include \$48,000 under Trigger Event 1).
 Shares to be issued assuming a 60 day VWAP of 2 cents = 40,000,000 (\$800,000/\$0.02).

Shares on issue pre Trigger First and Second Event	593,355,333
Shares on issue post Trigger First Event	633,755,333
% increase	6.74%

Under the Convertible Note interest is calculated at 3% on a daily basis. Interest will not be paid but will be added to the capital. In the event of conversion which would be on or around 15 January 2015, accrued interest, in the amount of approximately \$8,000, will also be satisfied by the issue of shares. However the shares to be issued to satisfy the interest will be issued out of the Company's 15% capacity.

3.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

Resolution 3 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of the Convertible Note to Zoradox and for the issue of the Shares in the event that the Trigger First Event or Trigger Second Event occurs. The effect of such approval is that any such Shares will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

3.3 The following information is provided in the event that shares have to be issued under the Convertible Note:

(a) *The maximum number of securities the entity is to issue*

The maximum number of Shares to be issued will be determined by the amount advanced divided by the 60 day VWAP prior to the conversion date. See example above for Shares that could be issued under a Trigger First Event and a Trigger Second Event.

(b) *The date by which the entity will issue the securities*

Subject to Shareholder approval, the Shares will be allotted and issued in the event of a Trigger First Event or a Trigger Second Event but no later than 15 January 2015.

(c) *Issue price of securities*

The Shares will be issued at a price being the volume weighted average market price for Shares, where the average is calculated, in accordance with ASX Listing Rule 7.3.3, over the last sixty ASX trading

days before the day on which the conversion of the Convertible Note occurs and the Shares are issued.

(d) *Terms of the securities*

The Shares issued rank equally with all other Shares on issue and in all other respects the rights and entitlements of the holders of the Shares are identical to the rights and entitlements of the holders of other issued Shares.

(e) *Names of the allottees or basis on which allottees were determined*

The Shares will be issued to Zoradox Limited.

(f) *The use or intended use of the funds raised*

The funds will be used for further exploration of the Gabon iron ore project.

(g) *The dates of allotment or a statement that allotment will occur progressively*

See paragraph 3.3(b).

(h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

3.4 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3 as it will provide the Company with necessary funds to enable it to continue with its exploration program on the Gabon Project and meet the License renewal conditions.

SCHEDULE 1 GLOSSARY

The following is a glossary of various words and their meanings used in the Notice and Additional Information:

“**Associate**” has the meaning given by Sections 10 to 17 of the Corporations Act;

“**ASX**” means ASX Limited ACN 008 624 691 and the market operated by it, as the context requires;

“**ASX Listing Rules**” means the Listing Rules of ASX and any other rules of ASX which are applicable while the entity is admitted to the official list of ASX, each as amended or replaced from time to time except to the extent of any express written waiver by ASX;

“**Board**” means the Board of Directors;

“**Closing**” means the closing of transactions contemplated in the Subscription and Loan Agreement between the Company and Zoradox Limited dated 1 May 2014, expected on or around 15 August 2014.

“**Company**” means Apollo Minerals Limited (ABN 96 125 222 924) of Level 9, 50 Margaret Street, Sydney, NSW 2000;

“**Convertible Note**” means the Gabon Convertible Note to be registered in the name of Zoradox Limited following shareholder approval.

“**Corporations Act**” means *Corporations Act 2001 (Cth)*;

“**Director**” means a director of the Company;

“**Explanatory Memorandum**” means the explanatory memorandum which accompanies and forms part of this Notice;

“**License**” means the Kango North iron and gold exploration license 0028, located in Gabon for the contemplated area which coordinates are attached in the Decree/Order no. 0028 dated 11 January 2012 amended by order no. 0066 dated 17 December 2012;

“**Meeting**” means the general meeting convened by the Notice;

“**Notice**” means this notice of general meeting;

“**Officer**” has the same meaning as in the Corporations Act;

“**Related Party**” means, in respect of an individual, an Associate of that individual or which is a company, trust, person or superannuation scheme for the benefit of any member of the family of that individual;

“**Resolution**” means a resolution to be considered at the Meeting;

“**Share**” means an ordinary share in the issued capital of the Company; and

“**Shareholder**” means the holder of a Share.

“Trigger First Event” means the Subscription and Loan Agreement (SLA) between Apollo Minerals Limited (and its subsidiaries) and Zoradox Limited is terminated without Closing occurring (including, without limitation, under clause 3.4 of the SLA)

“Trigger Second Event” means any of: (i) an application in a form reasonably acceptable to the Zoradox Limited for the renewal of the License for an additional period of three years ending on or about 10 January 2018 has not been submitted to the Central Directorate of Mines and Geology by the earlier of: (1) the date falling 14 Business Days prior to the last date on which such application is required to be submitted under applicable law; and (2) 26 September 2014; or (ii) the License not being renewed by 11 January 2015 on terms providing for an additional period of 3 years ending on or about 10 January 2018 including a work programme for those three additional years, as required by Applicable Laws, involving the expenditure of no more than 1.2 billion FCFA in total.

My/Our contact details in case of enquiries are:

NAME

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TELEPHONE NUMBER

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NOTES

1. Name and Address

This is the name and address on the Share Register of Apollo Minerals Limited. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark "X" in the box in Section A.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of Apollo Minerals Limited.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. Appointment of a Second Proxy

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by telephoning the Company's share registry +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- (b) Return both forms in the same envelope.

5. Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Apollo Minerals Limited no later than 11.00am AEST on Saturday 13 September 2014 being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

**Apollo Minerals Limited
Suite 1503B
Level 15, 1 Alfred Street,
Sydney, NSW 2000**

**OR
PO Box R933 Royal Exchange, NSW 1225**

Facsimile: +61 2 9078 7661

Email to: info@apollominerals.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.