

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme APOLLO MINERALS LIMITED

ACN/ARSN 125 222 924

1. Details of substantial holder (1)

Name RICHARD SHEMESIAN (AND ASSOCIATES)

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 15/07/2016

The previous notice was given to the company on 14/06/2011

The previous notice was dated 14/06/2011

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)
ORDINARY SHARES	14,818,630	9.43%	4,934,395	7.91%

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 or scheme 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
See Annexure A					

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
BLACK SWAN GLOBAL PTY LTD	BLACK SWAN GLOBAL PTY LTD	BLACK SWAN GLOBAL PTY LTD	REGISTERED HOLDER	422,242 ORD	422,242
NORMANDY CORPORATION PTY LTD	NORMANDY CORPORATION	NORMANDY CORPORATION	REGISTERED HOLDER	216,367 ORD	216,367

RICHARD SHEMESIAN	RICHARD SHEMESIAN	RICHARD SHEMESIAN	REGISTERED HOLDER	4,295,786 ORD	4,295,786
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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
NORMANDY CORPORATION PTY LTD (ACN 111 727 078)	RICHARD SHEMESIAN IS A DIRECTOR OF NORMANDY CORPORATION PTY LTD AND A MEMBER OF THE SELF MANAGED SUPER FUND FOR WHICH IT ACTS AS TRUSTEE.
BLACK SWAN GLOBAL PTY LTD (ACN 150 204 792)	TRUSTEE OF AN INVESTMENT TRUST OF WHICH RICHARD SHEMESIAN IS A POTENTIAL BENEFICIARY

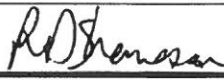
6. Addresses

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

Name	Address
BLACK SWAN GLOBAL PTY LTD, NORMANDY CORPORATION PTY LTD AND RICHARD SHEMESIAN	PO BOX N80, GROSVENOR PLACE NSW 1220

Signature

print name RICHARD SHEMESIAN capacity

sign here  date 15/07/2016

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 identity 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.

Annexure A

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
14/06/ 2011	Normandy Corporation Pty Ltd	Correction	-	800 ORD	800
4/01/2012	Black Swan Global Pty Ltd	On market trade	\$2,674	59,431 ORD	59,431
30/08/2012	Normandy Corporation Pty Ltd	On market trade	\$1,750	50,000 ORD	50,000
3/04/2013	Black Swan Global Pty Ltd	On market trade	\$6,310	157,748 ORD	157,748
	Normandy Corporation Pty Ltd	On market trade	\$6,310	157,748 ORD	157,748
28/06/2013	Normandy Corporation Pty Ltd	On market trade	\$6,250	250,000 ORD	250,000
16/12/2014	Normandy Corporation Pty Ltd	On market trade	\$4,142	500,000 ORD	500,000
7/05/2015	Black Swan Global Pty Ltd	Share consolidation	N/A	-9,350,711 ORD	-9,350,711
	Normandy Corporation Pty Ltd	Share consolidation	N/A	-5,044,210 ORD	-5,044,210
28/05/2015	Black Swan Global Pty Ltd	On market trade	\$14,000	200,000 ORD	200,000
12-16/06/2015	Black Swan Global Pty Ltd	On market trade	\$10,885	250,000 ORD	250,000
24/06/2015	Black Swan Global Pty Ltd	On market trade	\$3,500	100,000 ORD	100,000
20/07/2015	Black Swan Global Pty Ltd	Off market purchase	\$6,000	100,000 ORD	100,000
11-12/02/2016	Normandy Corporation Pty Ltd	On market trade	\$3,000	100,000 ORD	100,000
4/03/2016	Normandy Corporation Pty Ltd	On market trade	\$5,529	205,000 ORD	205,000
22/03/2016	Richard Shemesian	Off market purchase	\$29,579	1,183,144 ORD	1,183,144
17/06/2016	Black Swan Global Pty Ltd	Share Consolidation	N/A	-1,266,726 ORD	-1,266,726
	Normandy Corporation Pty Ltd	Share consolidation	N/A	-649,101 ORD	-649,101
	Richard Shemesian	Share consolidation	N/A	-887,358 ORD	-887,358
7/07/2016	Richard Shemesian	Placement	\$200,000	4,000,000 ORD	4,000,000

This is Annexure A of 1 page referred to in Form 604 for Richard Shemesian (and Associates) dated 15 July 2016.



Richard Shemesian