



Prospectus

Apollo Minerals Limited

ABN 96 125 222 924

For a non-renounceable pro rata offer to Eligible Shareholders of one New Share for every one Existing Share at an issue price of \$0.05 per New Share to raise up to \$3,119,107 before issue costs (*Offer*).

ASX Code: AON

This Prospectus provides important information about the Company. You should read the entire document including the Application Form. If you have any questions about the Shares being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser. An investment in the Shares offered under this Prospectus is highly speculative.

Important Notice

This Prospectus is dated 22 July 2016 and was lodged with ASIC on that date. Application will be made to ASX for quotation of the New Shares offered under this Prospectus within 7 days of this date.

Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Nature of this Prospectus

The New Shares offered under this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the 3 months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the offer on the company and the rights attaching to the securities offered. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus contains information only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all of the information that would be included in a prospectus for an initial public offer.

Prospectus availability

Eligible Shareholders can obtain a copy of this Prospectus at any time prior to the Closing Date on the Company's website at www.apollominerals.com.au or by contacting the Company. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus.

The electronic copy of this Prospectus available from the Company's website will not include a personalised Entitlement and Acceptance Form. Eligible Shareholders will only be able to accept the Offer by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus or by making payment using BPAY® (refer to section 6.4 of this Prospectus for further information).

Foreign jurisdictions

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are residents in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

Disclaimer of representations

No person is authorised to provide any information or make any representation in connection with the Offer which is not contained in this Prospectus.

Forward looking statements

This Prospectus contains forward looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Prospectus. These risks, uncertainties and assumptions include, but are not limited to, the risks outlined in section 5 of this Prospectus. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'believe', 'should', 'will', 'may' and similar expressions.

Privacy

Please read the privacy information located in section 7.15 of this Prospectus. By submitting an Entitlement and Acceptance Form, you consent to the matters outlined in that section.

Definitions

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in section 11.

Enquiries

If you have any questions please call the Company Secretary on +61 8 9322 6322 or Security Transfer Registrars Pty Ltd (**Share Registry**) on +61 8 9315 2333 at any time between 8:00am and 5:00pm (WST) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional adviser.

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Corporate Directory

Directors

Mr Ian Middlemas (Chairman)
Mr Mark Pearce (Non Exec. Director)
Mr Richard Shemesian (Non Exec. Director)

Company Secretary

Mr Clint McGhie

Auditor*

Hall Chadwick
Tel: +61 2 9263 2600
Fax: +61 2 9263 2800

Website

www.apollominerals.com.au

Registered and Business Office

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Perth WA 6000
Tel: +61 8 9322 6322
Fax: +61 8 9322 6558
Email: info@apollominerals.com.au

Share Registry

Security Transfer Registrars Pty Ltd
Tel: +61 8 9315 2333
Fax: +61 8 9315 2233

Solicitors to the Offer

Kings Park Corporate Lawyers
Level 2, 45 Richardson Street
West Perth WA 6005

*This party is named for informational purposes only and was not involved in the preparation of this Prospectus.

1 TIMETABLE TO THE OFFER

Lodgement of the Prospectus with ASIC and ASX	22 July 2016
Ex-date	27 July 2016
Record date to determine Entitlement (Record Date)	28 July 2016
Prospectus with Entitlement and Acceptance Form dispatched	29 July 2016
Offer opens for receipt of Applications	29 July 2016
Closing date for acceptances (Closing Date)	12 August 2016
Deferred settlement trading commences	15 August 2016
Notify ASX of Shortfall	17 August 2016
Issue of New Shares	19 August 2016
Deferred settlement trading ends	19 August 2016
Dispatch of shareholding statements	22 August 2016
Normal trading of New Shares expected to commence	22 August 2016

The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date, subject to such date being no later than 3 months after the date of this Prospectus. As such the date the New Shares are expected to commence trading on ASX may vary.

2 KEY OFFER TERMS AND CAPITAL STRUCTURE

Shares currently on issue ¹	62,382,141
Options currently on issue ²	8,441,668
New Shares offered under this Prospectus at \$0.05 per New Share ¹	62,382,141
Maximum amount raised under this Prospectus (before costs) ¹	\$3,119,107

Notes:

- 1 This is after the one for four share consolidation approved by Shareholders on 15 June 2016 and assumes no further Shares are issued (including by way of exercise of Options) prior to the Record Date.
- 2 See section 4.5 for a list of the Company's Options on issue.

3 INVESTMENT OVERVIEW AND KEY RISKS

This information is a selective overview only. Prospective investors should read the Prospectus in full before deciding to invest in New Shares.

Question	Response	Where to find more information
What is the Offer?	<p>One New Share for every one Existing Share held on the Record Date at an issue price of \$0.05.</p> <p>Application will be made for the New Shares to be quoted on ASX.</p> <p>The Offer will raise up to \$3,119,107 (before costs) if fully subscribed.</p>	Section 4.1
Am I an Eligible Shareholder?	<p>The Offer is only made to Eligible Shareholders, who are those Shareholders that:</p> <ul style="list-style-type: none">(a) are the registered holders of Shares as at 7:00pm (AEST) on the Record Date; and(b) have a registered address in Australia or New Zealand.	Section 7.4
How will the proceeds of the Offer be used?	<p>In the event the Offer is fully subscribed the Company intends to use the funds raised from the Offer broadly as follows:</p> <ul style="list-style-type: none">• \$1,213,707 to further exploration at its exploration projects;• \$767,622 for corporate and administrative costs;• \$1,006,449 for general working capital and to assess new opportunities; and• \$131,329 to pay the costs of the Offer.	Section 4.3
What are the key risks of a subscription under the Offer?	<p>An investment in the Company has risks that you should consider before making a decision to invest. These risks include:</p> <ul style="list-style-type: none">• Exploration risks - the Company's projects are early stage exploration tenements with significant exploration risk.• Acquisition risk - there is a risk that the Company will not succeed in finding new projects or investments suitable for the Company. Any projects identified may not be successful and may increase the risk profile of the Company. Furthermore, ASX may require the Company to seek Shareholder approval and to meet the admission requirements under Chapters 1 and 2 of	Section 5

Question	Response	Where to find more information
	<p>the Listing Rules if a new investment or acquisition by the Company is completed.</p> <ul style="list-style-type: none"> • Project in Gabon - the Company has an iron ore project in Gabon. The Company is subject to risks in operating in Gabon such as economic, social or political instability or change, government participation, tenement grant and renewal, working conditions, environmental protection and mine safety. • As a junior explorer with no production or income, the Company is exposed to general market and economic condition risks. <p>Please carefully consider these risks and the information contained in other sections of this Prospectus before deciding whether or not to apply for New Shares.</p>	
Is the Offer underwritten?	The Offer is not underwritten.	Section 7.5
Is the Offer subject to any conditions?	The Offer is not subject to any minimum subscription.	Section 7.2
What will be the effect of the Offer on control of the Company?	The effect of the Offer on control of the Company will vary with the level of Entitlements taken up by Eligible Shareholders and the number of Shortfall Securities placed in the Shortfall Offer.	Section 4.6
How do I apply for New Shares under the Offer?	Applications for New Shares can be made by Eligible Shareholders completing the relevant sections of the personalised Entitlement and Acceptance Form and sending it to the Share Registry together with payment by cheque or BPAY in the amount of Entitlement applied for.	Section 6.2
Can I sell my Entitlements?	No, the Offer is non-renounceable meaning Entitlements may not be transferred, and any Entitlement not taken up will become Shortfall Securities.	
Can I apply for Shortfall Securities?	Any New Shares under the Offer that are not applied for by the Closing Date will become Shortfall Securities and will be allocated at the Directors' discretion.	Section 7.6
How can I obtain further advice?	Contact the Company Secretary on +61 8 9322 6322 at any time during business hours until the Closing Date. Alternatively, consult your broker or other professional	

Question	Response	Where to find more information
	adviser.	

4 PURPOSE AND EFFECT OF THE OFFER

4.1 Introduction

The Company is seeking to raise up to \$3,119,107 before issue costs under the Offer at a price of \$0.05 per Share by offering Eligible Shareholders one New Share for every one Existing Share held as at the Record Date.

4.2 Background

The Company has recently made a placement of 38,000,000 Shares at \$0.05 per Share to a number of sophisticated investors, including Arredo Pty Ltd, a company associated with Mr Ian Middlemas. In addition and with Shareholder approval, the Company has made a placement of 4,000,000 Shares to Mr Richard Shemesian.

The Directors wish to provide existing Eligible Shareholders with the opportunity to be issued Shares in proportion to their shareholding at the same price as these placements.

The Company currently has several projects in Australia and overseas, including the Fraser Range Nickel project. In order to deliver returns to Shareholders, the Company will build on these assets and continue to review the best options to extract value from these assets.

The raisings come as the Company is, as a result of current market sentiment, also actively pursuing alternative potential opportunities. The Company is looking to invest in potential projects in Australia or overseas, and in the resources or other sectors, which have the potential to increase the Company's Share price. As a result of the Placement and Offer, the Company will have raised up to approximately \$5,200,000, before costs. This will provide the Company with sufficient funds to identify new opportunities and assess the technical, legal and commercial suitability of those opportunities.

The Board considers that the Company's relatively strong financial position will assist its negotiating position in relation to potential opportunities and has resulted in ongoing approaches from parties with different potential opportunities for the Company.

Each Director brings different qualifications, expertise and experience to the Company. The Directors will engage with consultants and brokers to assist the Company in identifying and assessing new opportunities. Any acquisition may, depending upon the circumstances, require Shareholder approval and, if required by ASX, re-compliance with Chapters 1 and 2 of the Listing Rules.

4.3 Purpose of the Offer

The Directors intend to apply the proceeds from the Offer as follows:

Use of funds (approximately) ¹	Full Subscription \$3,119,107
Exploration on the Company's exploration projects - year 1	\$422,511
Exploration on the Company's exploration projects - year 2	\$791,196
Identification of new business opportunities and projects ²	\$250,000
Corporate and administrative costs - year 1	\$400,452
Corporate and administrative costs - year 2	\$367,170
General working capital ³	\$756,449
Costs of the Offer ⁴	\$131,329
Total use of funds	\$3,119,107

Notes:

- 1 This table is a statement of the proposed application of the funds raised as at the date of this Prospectus. As with any budget, intervening events, results from activities and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.
- 2 This includes due diligence costs, legal costs, travel costs and consultant fees.
- 3 General working capital may be applied to directors' fees, ASX and share registry fees, legal, tax and audit fees, insurance and travel costs.
- 4 See section 9.5 for further details relating to the estimated expenses of the Offer. The Company estimates that it will pay a placement fee of 3% for Shortfall Securities placed. The Company may also pay a stamping fee of 3% to Australian Financial Services Licensees.

In the event that the amount raised under this Prospectus is less than the Full Subscription, it is intended that the amount raised will be applied firstly to pay the costs of the Offer, then (depending upon exploration success) exploration on the Company's exploration projects and finally general working capital and assessment of new opportunities.

4.4 Statement of financial position

Set out in section 12 is the un-audited Consolidated Statement of Financial Position of the Company and the Consolidated Pro-Forma Statement of Financial Position, as at 30 June 2016 and prepared on the basis of the following assumptions:

- (a) the Offer was effective on 30 June 2016;
- (b) no further Shares are issued (including by way of exercise of Options) other than all Shares issued under the Placement or offered under this Prospectus; and
- (c) take up of the Offer is based on Full Subscription.

The pro-forma Statement of Financial Position has been prepared in accordance with draft ASIC Guide to Disclosing Pro Forma Financial Information (issued July 2005).

The pro-forma Statement of Financial Position has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

4.5 Effect of the Offer on the Company's securities

Assuming that no further Shares are issued prior to the Record Date (including by way of exercise of Options), at the close of the Offer, the capital structure of the Company will be:

Shares	Full Subscription	
	Number	%
Existing Shares ¹	62,382,141	50.0
New Shares offered under this Prospectus	62,382,141	50.0
Total Shares	124,764,282	100.0

¹Post one for four share consolidation

Options	Number	Exercise price
Unlisted expiry date 30 June 2018	1,500,000	\$0.05
Unlisted expiry date 30 June 2019	2,000,000	\$0.075
Unlisted expiry date 28 February 2017	1,763,543	\$1.20
Unlisted expiry date 28 February 2018	1,678,125	\$0.52
Unlisted expiry date 30 November 2020	1,500,000	\$0.32
Total Options currently on issue	8,441,668	

4.6 Effect on control

(a) Effect on control

There will be no effect on control of the Company if all Shareholders take up their Entitlement.

No shareholder will increase their voting power in the Company to 20% or more under the Offer.

As the Offer is non-renounceable, Eligible Shareholders may not rely upon item 10 of section 611 of the Corporations Act to increase their voting power to 20% or more by taking up their Entitlement under the Offer.

(b) Dilution

Shareholders who do not participate in the Offer will have their holdings diluted. Following is a table which sets out the dilutionary effect assuming only the Full Subscription is raised and no further Shares are issued or options exercised:

Holder	Holding at Record Date		Entitlement	Holding following the Offer if no Entitlement taken up	
	Number	%		Number	%
1	2,000,000	3.21	2,000,000	2,000,000	1.60
2	1,000,000	1.60	1,000,000	1,000,000	0.80
3	500,000	0.80	500,000	500,000	0.40
4	250,000	0.40	250,000	250,000	0.20

5 RISK FACTORS

The New Shares offered under this Prospectus are considered speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below and together with information contained elsewhere in this Prospectus and to consult with their professional advisers before deciding whether to apply for the New Shares pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the New Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

5.1 Risks specific to the Offer

(a) Future funding

The funds raised from the Offer will be used to fund further exploration on the Company's exploration projects, to look for new opportunities and for limited general working capital. The Company will be required to raise further funds for future exploration and operational activities. There is a risk that further raisings may not be on terms favourable to existing Shareholders.

Furthermore, raising additional capital may be dilutive to existing Shareholders.

(b) Dilution

Shareholders who do not take up their Entitlement will have their holding in the Company diluted. Details of dilution are set out in section 4.6(b) above.

5.2 Company and industry risks

The risks outlined below are specific to the Company's operations and to the resource exploration industry in which the Company operates.

(a) Exploration

The Company is an exploration company with various concessions and projects located in Australia and Gabon that are in the exploration phase and with no known reserves. Investors should understand that mineral exploration is a high risk activity. The Company's projects are early stage exploration tenements with

significant exploration risk and the Company does not provide any assurances that its exploration activities will guarantee the discovery and/or economic exploitation of a significant mineral resource.

The exploration and operating costs of the Company are based on certain assumptions with respect to exploration methods and the timing of exploration activities undertaken. By their nature, these estimates and assumptions are subject to uncertainties and as such, actual costs may materially differ from the estimates and assumptions. No assurances can be provided that cost estimates and their underlying assumptions will be realised in practice which could adversely affect the Company.

(b) New projects and acquisitions

The Company has to date and will continue to actively pursue and assess other new business opportunities in the resources or other sectors. These new business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of tenements/permits, or direct equity participation.

The acquisition of projects (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence and prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or successful. If the proposed acquisition is not completed, monies already advanced may not be recoverable, which may have a material adverse effect on the Company.

If an acquisition is completed, the Directors will need to reassess, at that time and having regard to exploration success on current projects, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from current projects and/or the raising of additional capital (if available). Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with the new project/business activities will remain.

Furthermore, if a new investment or acquisition by the Company is completed, ASX may require the Company to seek Shareholder approval and to meet the admission requirements under Chapters 1 and 2 of the Listing Rules as if the Company were a new listing. There would be costs associated in re-complying with the admission requirements and the Company's securities may be suspended from trading on ASX. The Company may be required to incur these costs in any event, were it to proceed to seek to acquire a new project which is considered to result in a significant change to the nature or scale of its existing operations.

Any new project or business acquisition may change the risk profile of the Company, particularly if the new project is located in another jurisdiction, involving a new commodity and/or changes the Company's capital/funding requirements. Should the Company propose or complete the acquisition of a new project or business activity, investors should re-assess their investment in the Company in light of the new project/business activity.

(c) Limited operating history

The Company's current projects have limited exploration history. The success of the Company in the short to medium term is dependent upon a number of factors, including the successful exploration and development of current projects and successful identification and acquisition of new projects in the resources sector.

The prospects of the Company must be considered in light of the considerable risks, expenses and difficulties frequently encountered by companies in the early stage of exploration and development activities.

Furthermore, there is no guarantee that the Company's existing or any new projects will operate in line with assumed cost structures. Should the level of costs required to explore the projects be higher than anticipated then it may have a materially adverse effect on the future performance and prospects of the Company.

There can be no assurance that any new or current projects will be profitable in the future. Should production commence, the operating expenses and capital expenditures of the projects may increase in future years as targeted resources are more difficult to extract.

The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, and other factors, many of which are beyond the Company's control.

The Company expects to incur losses unless and until such time as any new or current projects enter into commercial production and generate sufficient revenues to fund their continuing operations or are sold for a profit. The development of the new and current projects will require the commitment of substantial resources. There can be no assurance that the Company will generate any revenues or achieve profitability.

(d) Commodity price risk

The Company is currently an explorer for nickel, copper and gold and potentially other minerals. If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and currency exchange rate risks.

Commodities prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for commodities, general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

Commodities are principally sold throughout the world in US dollars. As a result, any significant and/or sustained fluctuations in the exchange rate between the Australian dollar and the US dollar and/or adverse movements in commodity prices, could have a materially adverse effect on the Company's operations, financial position (including revenue and profitability) and performance. The Company may

undertake measures deemed necessary by the board of directors to mitigate such risks.

(e) Operations in Gabon

One of the Company's projects is located in Gabon, which is a less developed country than Australia, and has associated political, economic, legal and social risks. These various risks and uncertainties could include, but are not limited to, exchange rate fluctuations, potential for higher inflation, labour unrest, the risks of expropriation and nationalization, renegotiation or nullification of existing concessions, licences, permits and contracts, illegal mining, changes in taxation policies, restrictions on foreign exchange and repatriation and changing political conditions, currency controls and restrictions on imports of equipment and consumables and on the use of foreign contractors.

Changes, if any, in mining or investment policies or shifts in political attitude in Gabon may impact the operations or profitability of the Company. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, production, price controls, export controls, foreign currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral rights applications and tenure, could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests.

Outcomes in courts in Gabon may be less predictable than in Australia, which could affect the enforceability of contracts entered into by the Company in Gabon.

The occurrence of these various factors and uncertainties cannot be accurately predicted and could impact on the operations or profitability of the Company. The Company has made its investment and strategic decisions based on the information currently available to the Directors, however should there be any material change in the political, economic, legal and social environments in Gabon, the Directors may reassess investment decisions and commitments to assets in Gabon.

(f) Reliance on key personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these current or future employees or officers cease their employment or role with the Company.

5.3 Operating risks

The Company's operations may be affected by various factors including failure to locate or identify mineral deposits; failure to achieve predicted grades in exploration and mining; operational and technical difficulties encountered in mining; difficulties in operating plant and equipment; mechanical failures or breakdowns; unanticipated metallurgical problems which may affect extraction costs; adverse weather conditions; industrial and

environmental accidents; industrial disputes; and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

No assurances can be provided that the Company will achieve commercial viability through the successful exploration and/or mining of its concession interests. Until the Company is able to extract value from its projects, the Company is likely to incur ongoing operating losses.

(a) Resource estimates

Resource estimates are expressions of judgement based on knowledge, experience and industry practice (refer to the JORC Code for further information on resource estimation). In addition, by their very nature, resource estimates are imprecise and depend on interpretations which may prove to be inaccurate, and whilst the Company will employ industry-standard techniques including compliance with the JORC Code to reduce the resource estimation risk, there is no assurance that this approach will alter the risk. As further information becomes available through additional fieldwork and analysis, resource estimates may change. This may result in alterations to mining and development plans which may in turn adversely affect the Company.

(b) Environmental

The exploration and operational activities of the Company are subject to Australian and Gabonese laws concerning the environment. The Company is required under the laws to obtain environmental approval to commence drilling.

The Company's activities are expected to have an impact on the environment particularly if advanced exploration or mine site recommissioning or development proceeds. It is the Company's intention to continue to conduct its operations and activities to the highest standard of environmental obligation including but not limited to compliance with all environmental laws and regulations.

(c) Title risk

The Company cannot give any assurance that title to Apollo's projects will not be challenged or impugned for various reasons, including that they may be subject to prior unregistered agreements or transfers or title may be affected by undetected defects.

Interests in title in Australia and Gabon are governed by laws and regulations and are evidenced by granting of licences, rights, leases, etc (**Title Right**). There is no guarantee that applications will be granted to the Company or other person who applied for a Title Right through which the Company has a beneficial interest to the Title Right. Each Title Right is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to, or its interests in, tenements if Title Right conditions are not met or if insufficient funds are available to meet expenditure commitments when they arise.

Further, Title Rights are subject to periodic renewal. There is no guarantee that current or future Title Rights will be approved. Renewal of the terms of the granted Title Right is at the discretion of the relevant government authority. Renewal conditions may include increased expenditure or work commitments or compulsory

relinquishment of the areas comprising the Company's projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

(d) Joint venture, acquisitions or other strategic investments

The Company currently has a number of joint ventures in respect of both its Australian and Gabonese projects. There is a risk that the Company's joint venture partners may default in their joint venture obligations or not act in the best interests of the joint venture. This may have an adverse effect on the interests and prospects of the Company.

(e) Third party risks

The operations of the Company will require involvement with a number of third parties, including suppliers, contractors and customers. Financial failure, default or contractual non-compliance of the part of such third parties may materially harm the performance of the Company. It is not possible for the Company to predict or protect itself against all such risks.

(f) Uninsured loss and liability

Exploration for and development of minerals involves hazards and risks that could result in the Company incurring losses and liabilities to third parties. There is a risk that the Company may not be insured against all potential losses or liabilities that could arise from its activities. If the Company incurs losses or liabilities that are not covered by its insurance policies, the funds available for exploration will be reduced and could create risk for the value of the Company's assets.

5.4 General investment risks

The risks outlined below are some of the general risks that may affect an investment in the Company.

(a) Securities investments and share market conditions

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for exploration and mining companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

(b) Liquidity risk

The market for the Company's Shares may be illiquid. As a consequence investors may be unable to readily exit or realise their investment.

(c) Economic risk

Changes in both Australia, Gabon and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth

may impact on future operations and earnings. The Company's possible revenues and price of its securities can be affected by these factors which are beyond the control of the Company and its Directors.

6 ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS

6.1 What you may do

As an Eligible Shareholder, you may:

- (a) subscribe for all or part of your Entitlement (see section 6.2); or
- (b) allow all or part of your Entitlement to lapse (see section 6.3).

6.2 Subscribe for all or part of your Entitlement

Applicants should read this Prospectus in its entirety in order to make an informed decision on the prospects of the Company and the rights attaching to the New Shares offered by this Prospectus before deciding to apply for New Shares. If you do not understand this Prospectus you should consult your stockbroker, accountant or other professional adviser in order to satisfy yourself as to the contents of this Prospectus.

If you wish to subscribe for all or part of your Entitlement, complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. The Entitlement and Acceptance Form sets out the number of New Shares you are entitled to subscribe for.

6.3 Allow all or part of your Entitlement to lapse

If you are an Eligible Shareholder and do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

If you take no action, your Entitlement will lapse. You will receive no benefit or New Shares and your Entitlement will become Shortfall Securities.

If you wish to apply for New Shares, you must take action to accept your Entitlement in accordance with the instructions above and on the accompanying personalised Entitlement and Acceptance Form.

The number of Existing Shares you hold as at the Record Date and the rights attached to those Existing Shares will not be affected if you choose not to accept any of your Entitlement.

6.4 Payment methods

BPAY

If you are paying by BPAY, refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders who wish to pay by BPAY must ensure that payment is received by no later than 5:00pm AEST on the Closing Date.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY are received by 5:00pm AEST on the Closing Date.

If you have more than one shareholding and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those shareholdings only use the Customer Reference Number specific to that shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same Customer Reference Number for more than one of your shareholdings. This can result in your application monies being applied to your Entitlement in respect of only one of your shareholdings (with the result that any application in respect of your remaining shareholdings will not be recognised as valid).

The Company will not be responsible for any postal or delivery delays or delay in the receipt of the BPAY payment.

Cheque, bank draft or money order

Alternatively, if you are paying by cheque, bank draft or money order, the completed Entitlement and Acceptance Form must be accompanied by a cheque, bank draft or money order made payable to 'Apollo Minerals Limited - Subscription Account' and crossed 'Not Negotiable' for the appropriate application money in Australian dollars calculated at \$0.05 per New Share accepted. Your cheque, bank draft or money order must be paid in Australian currency and be drawn on an Australian branch of an Australian financial institution. The Company will present the cheque or bank draft on the day of receipt of the Entitlement and Acceptance Form. You must ensure that your cheque account has sufficient funds to cover your payment, as your cheque will be presented for payment on receipt. If your bank dishonours your cheque your application will be rejected. Dishonoured cheques will not be represented.

If the amount of your cheque(s), bank draft(s) or money order(s) for application money (or the amount for which those cheque(s) or bank draft(s) clear in time for allocation) is insufficient to pay for the number of New Shares you have applied for in your Entitlement and Acceptance Form, you may be taken to have applied for such lower number of New Shares as your cleared application money will pay for (and to have specified that number of New Shares in your Entitlement and Acceptance Form) or your Application may be rejected.

The Entitlement and Acceptance Form must be received by the Company at the following address by no later than 5:00pm (WST) on the Closing Date:

By Post To:

Security Transfer Registrars Pty Ltd
PO Box 535
Applecross WA 6153

6.5 Entitlement and Acceptance Form is binding

Receipt of a completed and lodged Entitlement and Acceptance Form together with a cheque for the application monies, or by making a payment in respect of an Application by BPAY, constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn.

By completing and returning your Entitlement and Acceptance Form with the requisite application monies, or by making a payment in respect of an Application by BPAY, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will

also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

- (a) agree to be bound by the terms of the Offer;
- (b) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Company's share registry upon using the contact details set out in the Entitlement and Acceptance Form;
- (e) declare that you are the current registered holder of Shares and are an Australian or New Zealand resident, and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;
- (f) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the New Shares have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and New Zealand and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

The Entitlement and Acceptance Form does not need to be signed to be a valid application. An Application will be deemed to have been accepted by the Company upon the issue of the New Shares.

If the Entitlement and Acceptance Form is not completed correctly or if the accompanying payment of the application monies is for the wrong amount, it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the application monies received by the Company.

7 DETAILS OF THE OFFER

7.1 Shares offered for subscription

By this Prospectus the Company makes a non-renounceable pro rata offer to Eligible Shareholders of one New Share for every one Existing Share held as at the Record Date at a price of \$0.05 per New Share, to raise up to \$3,119,107 before issue costs. Fractional entitlements will be rounded up to the nearest whole number.

The Offer is only open to Eligible Shareholders. The Company reserves the right to reject any application that it believes comes from a person who is not an Eligible Shareholder.

Details of how to apply for New Shares are set out at section 6.

All New Shares offered under this Prospectus will rank equally with Existing Shares. The rights and liabilities of the New Shares are summarised in section 8.

7.2 Minimum subscription

There is no minimum subscription.

7.3 Acceptances

This Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to extend the Offer period or close the Offer early.

Instructions for accepting your Entitlement are set out in section 6 and on the Entitlement and Acceptance Form which accompanies this Prospectus.

7.4 Entitlement to Offer

The Offer is made to Eligible Shareholders, who are those Shareholders that:

- (a) are the registered holder of Shares as at 7:00pm (AEST) on the Record Date; and
- (b) have a registered address in Australia or New Zealand.

7.5 Lead Manager and Underwriter

The rights issue will not be underwritten or managed by any broker.

7.6 Shortfall

Any New Shares not applied for under the Offer will become Shortfall Securities. The Directors reserve the right to issue any Shortfall Securities within 3 months after the Closing Date to persons nominated at the Directors' discretion (**Shortfall Offer**).

The Shortfall Offer is, to the extent it is made in Australia, made under this Prospectus. To the extent the Shortfall Offer is made outside Australia, the Shortfall Offer is made without disclosure, a prospectus, lodgement, filing or registration, or other requirements of any applicable securities law, and only in circumstances where it is lawful to do so (such as to institutional or sophisticated investors).

7.7 Offer outside Australia and New Zealand

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia and New Zealand.

7.8 Treatment of Ineligible Shareholders

Given the small number of Ineligible Shareholders and the cost of complying with applicable regulations in those jurisdictions, the Company has decided that it would be unreasonable to extend the Offer to Ineligible Shareholders. The Prospectus will not be sent to those Shareholders.

(a) New Zealand

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares. This Prospectus has not been registered, filed or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

(b) Elsewhere

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the New Shares or the Offer or otherwise to permit an offering of the New Shares in any jurisdiction other than as set out in this section.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).

7.9 Beneficial holders, nominees, trustees and custodians

Nominees and custodians that hold Shares should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

7.10 Issue of New Shares and application money

New Shares will be issued only after ASX has granted permission for the New Shares to be quoted. It is expected that New Shares will be issued on 19 August 2016 and normal trading of the New Shares on ASX is expected to commence on 22 August 2016.

All application monies will be deposited into a separate bank account of the Company and held in trust for Applicants until the New Shares are issued or application monies returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

7.11 Quotation

The Company has applied to ASX for quotation of the New Shares offered by this Prospectus. If ASX does not grant permission for the quotation of the New Shares offered under this Prospectus within 3 months after the date of this Prospectus, or such longer period as modified by ASIC, none of the New Shares offered by this Prospectus will be issued. In these circumstances, all Applications will be dealt with in accordance with the Corporations Act including the return of all application monies without interest.

A decision by ASX to grant official quotation of the New Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company or of the New Shares.

Quotation, if granted, of the New Shares offered by this Prospectus will commence as soon as practicable after statements of holdings of the New Shares are dispatched.

7.12 Market prices of Existing Shares on ASX

The highest and lowest market sale price of the Existing Shares, which are on the same terms and conditions as the New Shares being offered under this Prospectus, during the 3 months immediately preceding the lodgement of this Prospectus with the ASIC, and the last market sale price on the date before the lodgement date of this Prospectus, are set out below.

	3 month high	3 month low	Last market sale price
Price (cents)	13.0 cents	5.3 cents	11.5 cents
Date	13, 18 and 19 July 2016	24 and 27 June 2016	21 July 2016

On 17 June 2016 the Company effected a 4 for 1 consolidation. The above prices are on a post-consolidation basis.

7.13 CHESS

The Company participates in the Clearing House Electronic Subregister System (**CHESS**). CHESS is operated by ASX Settlement Pty Ltd (**ASPL**), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company, including New Shares issued under this Prospectus. If an investor is broker sponsored, ASPL will send a CHESS statement.

The CHESS statement will set out the number of New Shares issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company's share registrar and will contain the number of New Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

7.14 Taxation and duty implications

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Offer or Shareholders applying for New Shares under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders in the Offer. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Offer.

No brokerage or stamp duty is payable by Applicants in respect of Applications for New Shares under this Prospectus.

7.15 Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related body corporates, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

The Corporations Act requires the Company to include information about the Shareholder (including name, address and details of the Shares held) in its public register. The information contained in the Company's public register must remain there even if that person ceases to be a Shareholder. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application. An Applicant has the right to gain access to the information that the Company holds about that person subject to certain exceptions under law. A fee may be charged for access. Such requests must be made in writing to the Company's registered office.

7.16 Enquiries

Any queries regarding the Offer should be directed to the Company Secretary on +61 8 9322 6322.

Any queries regarding the Entitlement and Acceptance Form should be directed to the Share Registry on +61 8 9315 2333.

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

8 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

8.1 Rights and liability attaching to Shares

Full details of the rights and liabilities attaching to the Shares are:

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

(a) Voting rights

Subject to any rights or restrictions attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.

(b) Dividends

Subject to the rights of any preference shareholders (of which there are currently none) the directors may from time to time declare and pay such dividend as they think appropriate.

(c) Future issues of securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

(d) Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

(e) Meetings and notices

Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the Listing Rules.

Shareholders may requisition meetings in accordance with the Corporations Act.

(f) Variation of rights

Subject to the Listing Rules, the rights attached to the Shares may be varied with the consent in writing of shareholders holding three-quarters of the Shares or by a

special resolution passed at a separate meeting of the holders of the Shares in accordance with the Corporations Act.

(g) Election of directors

There must be at least 3 Directors or such greater number of Directors not exceeding 9 as the directors think fit, in office at all times at least 2 of whom must ordinarily reside in Australia. At every annual general meeting one third of the Directors (rounded up to the nearest whole number) must retire from office. Any Director who would have held office for more than 3 years if that Director remains in office until the next general meeting must retire. These retirement rules do not apply to certain appointments including the managing director.

(h) Indemnities

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(i) Winding up

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus must be divided among the shareholders of the Company.

(j) Shareholder liability

As the Shares under the Prospectus are fully paid Shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(k) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

(l) Listing Rules

As the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

9 ADDITIONAL INFORMATION

9.1 Continuous disclosure obligations

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the period from lodgement of the Company's annual financial report of the Company for the financial year ended 30 June 2015 to the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

- (i) the annual financial report of the Company for the financial year ended 30 June 2015 being the last financial report for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;
- (ii) any half-year financial report lodged with ASIC by the Company after the lodgement of that annual report and before the lodgement of this Prospectus; and
- (iii) any continuous disclosure notices given by the Company after the lodgement of the financial report referred to in paragraph (i) and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours.

The Company has lodged the following announcements with ASX since its 2015 annual financial report:

Date	Description of Announcement
20/7/16	Quarterly Cashflow Report
15/7/16	Change in substantial holding
15/7/16	Change in substantial holding
15/7/16	Completion of Placement
13/7/16	Change of Director's Interest Notice
8/7/16	Final Director's Interest Notice x 2
8/7/16	Becoming a substantial holder
8/7/16	Initial Director's Interest Notice x 2
7/7/16	Appendix 3B
7/7/16	Apollo Completes Capital Raising and Board Restructure
5/7/16	Quarterly Activities Report
4/7/16	MEU: Aurora Tank Gold Project Full 100% Ownership
30/6/16	Appendix 3Y X 2
30/6/16	Appendix 3B
15/6/16	Results of Meeting
18/5/16	Consolidation/Split - AON
16/5/16	Letter to Shareholders
16/5/16	Notice of General Meeting/Proxy Form
11/5/16	Appendix 3B
11/5/16	Apollo to Raise Up To \$4.4m and Restructure Board
28/4/16	Quarterly Activities Report
28/4/16	Quarterly Cashflow Report

Date	Description of Announcement
26/4/16	Significant Drill Target Identified for Nickel - Fraser Range
24/3/16	Appendix 3B
8/3/16	Initial Director's Interest Notice
8/3/16	Final Director's Interest Notice
8/3/16	Director Appointment/Resignation
8/3/16	Change of Director's Interest Notice
4/3/16	Half Yearly Reports and Accounts
1/3/16	New EM Conductor Identified at Plato Prospect, Fraser Range
17/2/16	Appendix 3B
12/2/16	Change of Director's Interest Notice
8/2/16	Large Conductor Identified at Fraser Range Nickel Project
1/2/16	Quarterly Activities Report
1/2/16	Quarterly Cashflow Report
7/12/15	Appendix 3Y X 3
7/12/15	Appendix 3B
23/11/15	Results of Meeting
19/11/15	Significant AON Gold Prospect Confirmed Near Challenger
26/10/15	Quarterly Activities Report
26/10/15	Quarterly Cashflow Report
22/10/15	Notice of Annual General Meeting/Proxy Form
15/10/15	Apollo Research Report
14/10/15	Appendix 3B
30/9/15	Apollo Presentation RIU Resources Conference
25/9/15	Corporate Governance Statement and Appendix 4G

Publicly available information about the Company's is available at www.asx.com.au.

9.2 Directors' interests

As at the date of this Prospectus the Directors have a relevant interest in securities of the Company and remuneration as set out below.

Director	Current holding		Entitlement New Shares
	Shares	Options	
Mr Ian Middlemas ¹	6,000,000	Nil	6,000,000
Mr Mark Pearce ²	2,000,000	1,000,000	2,000,000

Mr Richard Shemesian³ 4,934,395 3,375,000 4,934,395

¹ Mr Middlemas is a director and shareholder of Arredo Pty Ltd which holds 6,000,000 Shares in the Company. Mr Middlemas intends to take up his entitlement under the Offer in full.

² Mr Pearce holds a beneficial interest in M&N Pearce ATF NMLP Family Trust, which holds 1,000,000 Shares in the Company, and Roseberry Holdings Pty Ltd, which holds 1,000,000 Shares in the Company. Mr Pearce intends to take up his entitlement in full under the Offer in full.

³ Mr Shemesian holds a direct relevant interest in the Company of 4,295,786 Shares and indirectly through Black Swan Global Pty Ltd of 422,242 Shares (trustee of an investment trust of which Mr Shemesian is a potential beneficiary) and Normandy Corporation Pty Limited of 216,367 Shares (Mr Shemesian is a director and a member of a self-managed superannuation fund for which it acts as trustee).

Remuneration paid to Directors in the two years prior to the date of this Prospectus				
Director	2015/2016		2014/2015	
	Cash	Share based payment	Cash	Share based payment
Mr Ian Middlemas ¹	Nil	Nil	Nil	Nil
Mr Mark Pearce ²	Nil	Nil	Nil	Nil
Mr Richard Shemesian	\$60,000	\$268,301	\$60,000	\$63,050

¹ Ian Middlemas was appointed as Chairman on 8 July 2016.

² Mark Pearce was appointed as a non-executive director on 8 July 2016.

Following Shareholder approval, the Company issued 1,000,000 Options to Mr Mark Pearce on 7 July 2016 for services provided to the Company, on the following terms:

- 500,000 unlisted options exercisable at \$0.05 each on or before 30 June 2018; and
- 500,000 unlisted options exercisable at \$0.075 each on or before 30 June 2019.

The fair value of the above options granted to Mr Mark Pearce has been estimated as \$40,207 at the date of grant.

Following Shareholder approval, the Company issued 1,500,000 Options to Mr Richard Shemesian on 7 July 2016 as part of his remuneration and incentive package, on the following terms:

- 500,000 unlisted options exercisable at \$0.05 each on or before 30 June 2018; and
- 1,000,000 unlisted options exercisable at \$0.075 each on or before 30 June 2019.

The fair value of the above options granted to Mr Richard Shemesian has been estimated as \$86,721 at the date of grant.

With effect from 8 July 2016, non-executive Directors are entitled to directors' fees of \$20,000 per annum. The Chairman is entitled to a fee of \$36,000 per annum.

Apollo Group Pty Ltd (**Apollo Group**), a company controlled by Mr Mark Pearce, provides corporate, administration and company secretarial services and serviced office facilities to the Company under a services agreement effective from 1 July 2016 (**Apollo Group Services Agreement**). Either party can terminate the Apollo Group Services Agreement at any time for any reason by giving one (1) months' written notice.

Apollo Group currently receives a monthly retainer of A\$15,000 (exclusive of GST) for the provision of corporate, administration and company secretarial services and serviced office facilities to the Company. The monthly retainer is reviewed every six (6) to twelve (12) months and is based on Apollo Group's budgeted cost of providing the services to the Company (and other companies utilising same or similar services from Apollo) for the next six (6) to twelve (12) month period, with minimal or no mark-up. From time to time, Apollo Group may also receive additional fees (as agreed with the Company) in respect of services provided by Apollo Group to the Company that are not included in the agreed services covered by the monthly retainer. The Company considers that the services provided by Apollo are provided at less than market rates and Mr Pearce receives minimal or no financial benefit from the Apollo Group Services Agreement.

The Company has entered into indemnity, insurance and access deeds with each of the Directors (**Deeds**). Under the Deeds, the Company agrees to indemnify each of the Directors to the extent permitted by the Corporations Act against certain liabilities incurred by the Directors whilst acting as an officer of the Company, and to insure each Director against certain risks to which the Company is exposed as an officer of the Company. The Deeds also grant each Director a right of access to certain records of the Company for a period of up to 7 years after the Director ceases to be an officer of the Company.

The Deeds were entered into as part consideration for the Directors agreeing to hold office as directors of the Company.

The Constitution of the Company provides that the Directors may be paid for their services as Directors. Non-executive directors may only be paid a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the non-executive directors as they from time to time agree.

The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct whilst acting in the capacity as a Director of the Company.

Other than as set out above or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last 2 years before the date of lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- (d) to a Director or proposed Director or to any firm which any such Director is a partner, to induce him or her to become, or to qualify as, a Director; or

- (e) for services provided by a Director or proposed Director or to any firm which any such Director is a partner, in connection with the formation or promotion of the Company or the Offer.

9.3 Interests of promoters and named persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

Kings Park Corporate Lawyers has acted as solicitors to the Offer. In respect of this work, the Company will pay approximately \$10,000 exclusive of GST. Subsequently fees will be paid in accordance with normal hourly rates. Kings Park Corporate Lawyers has been paid \$840 exclusive of GST for fees for services to the Company in the 2 years prior to the date of this Prospectus.

9.4 Consents

Each of the persons referred to in this section:

- (a) has given and has not, before the date of lodgement of this Prospectus with ASIC withdrawn their written consent:
 - (i) to be named in the Prospectus in the form and context which it is named; and
 - (ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;
- (b) has not caused or authorised the issue of this Prospectus;
- (c) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below;
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Statement/Role
Kings Park Corporate Lawyers	Lawyers
Security Transfer Registrars Pty Limited	Share Registry

9.5 Expenses of the Offer

Assuming Full Subscription, the total estimated expenses of the Offer are as set out below:

Cost ^{1,2}	(approximately) (\$)
Stamping fees, shortfall placement fees	93,550
Legal fees	10,000
ASX fees	10,429
ASIC and other expenses	2,350
Printing, postage and other	15,000
Total	131,329

¹ The Company estimates that it will pay a placement fee of 3% for Shortfall Securities placed.

² The Company may also pay a stamping fee of 3% to Australian Financial Services Licensees.

9.6 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings of a material nature and the Directors are not aware of any legal proceedings pending or threatened against the Company.

10 DIRECTORS' RESPONSIBILITY AND CONSENT

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 22 July 2016



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Signed for and on behalf of
Apollo Minerals Limited by
Mark Pearce

11 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

\$, A\$ or Dollars	Australian dollars unless otherwise stated.
AEST	Australian Eastern Standard Time.
Applicant	a person who submits a valid Entitlement and Acceptance Form pursuant to this Prospectus.
Application	a valid application made on an Entitlement and Acceptance Form to subscribe for New Shares pursuant to this Prospectus.
ASIC	the Australian Securities & Investments Commission.
ASX	the ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Ltd.
Board	the board of Directors.
Business Day	Monday to Friday inclusive, except any day that ASX declares is not a business day.
Closing Date	the date set out in section 1.
Company or Apollo	Apollo Minerals Limited (ACN 125 222 924).
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Deeds	the indemnity, insurance and access deeds between the Company and each of the Directors.
Director	a director of the Company.
Eligible Shareholders	a Shareholder as at the Record Date with a registered address in Australia or New Zealand.
Entitlement and Acceptance Form	the personalised entitlement and acceptance form accompanying this Prospectus.
Entitlement or Rights	a Shareholder's entitlement to subscribe for New Shares offered by this Prospectus.
Existing Share	a Share issued as at 7:00pm (AEST) on the Record Date.
Full Subscription	\$3,119,107.
Ineligible Shareholder	a Shareholder who is not an Eligible Shareholder.
Listing Rules	the listing rules of the ASX.

New Shares	Shares offered under this Prospectus.
Offer	the offer made under this Prospectus to subscribe for New Shares.
Official List	the official list of the ASX.
Option	an option to purchase a Share.
Placement	means the placement of 42,000,000 shares at 5 cents per share to raise \$2.1 million.
Prospectus	this Prospectus and includes the electronic prospectus.
Record Date	the date set out in section 1.
Share	a fully paid ordinary share in the Company.
Share Registry	Security Transfer Registrars Pty Limited.
Shareholder	the registered holder of Shares in the Company.
Shortfall Offer	the offer of Shortfall Securities under this Prospectus.
Shortfall Securities	New Shares for which valid Applications have not been received by the Closing Date under the Offer.
US Person	has the meaning given to that term in Regulation S under the US Securities Act.
US Securities Act	the <i>United States Securities Act of 1933</i> , as amended.
WST	Australian Western Standard Time.

12 PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED)

	Management 1 30-Jun-16 \$	Placement \$	Rights Issue \$	Pro-forma Full Subscription 2 \$
CURRENT ASSETS				
Cash and cash equivalents	175,362	1,995,000	2,987,778	5,158,140
Trade and other receivables	14,785			14,785
TOTAL CURRENT ASSETS	190,147	1,995,000	2,987,778	5,172,925
NON-CURRENT ASSETS				
Evaluation and exploration expenditure	917,887			917,887
TOTAL NON-CURRENT ASSETS	917,887			917,887
TOTAL ASSETS	1,108,034	1,995,000	2,987,778	6,090,812
CURRENT LIABILITIES				
Trade and other payables	159,786			159,786
TOTAL CURRENT LIABILITIES	159,786			159,786
NON CURRENT LIABILITIES				
Provisions	15,000			15,000
TOTAL NON-CURRENT LIABILITIES	15,000			15,000
TOTAL LIABILITIES	174,786			174,786
NET ASSETS	933,248	1,995,000	2,987,778	5,916,026
EQUITY				
Share capital	35,940,353	1,995,000	2,987,778	40,923,131
Reserves	690,188			690,188
Accumulated losses	(35,697,293)			(35,697,293)
TOTAL EQUITY	933,248	1,995,000	2,987,778	5,916,026

¹The Company has written down the Commonwealth Hill project in the year ended 30 June 2016 by \$5,494,040 to \$100,000. The Commonwealth Hill project comprised the joint venture with Marmota, the joint venture with Mincor and the Commonwealth Hill (CWH) project main. The Company has recently given Mincor a withdrawal notice from the Mincor venture. The interest in the Marmota joint venture has been disposed of subsequent to 30 June 2016 for \$50,000, and the Company is in discussions regarding the possible disposal of the remaining interest in the Commonwealth Hill project. The remaining exploration expenditure of \$817,887 relates to the Fraser Range project.

Given the current market conditions in the iron ore sector, including the prolonged low price levels of iron ore, the Company has written down the value of the Kango North project Gabon by \$1,948,946 to nil for the year ended 30 June 2016.

²Comprising a placement of \$2.1 million less costs and a fully subscribed rights issue of \$3,119,107 less costs.