

APOLLO CONSOLIDATED LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

The Company's 2010 Annual General Meeting will be held at:

Time: 11.00 am (WST)
Date: Friday, 26 November 2010
Location: Level 4, 16 Milligan Street
Perth, Western Australia.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2010 Annual General Meeting of Shareholders of Apollo Consolidated Limited (“Apollo”, “Company”) will be held at 11.00 am on 26 November 2010 (WST) at Level 4, 16 Milligan Street, Perth, Western Australia (“Meeting”).

The attached Proxy Form forms part of this Notice of Annual General Meeting (“Notice”).

Please note terms used in the Resolutions contained in this Notice have the same meaning as set out in the glossary of the Explanatory Statement accompanying this Notice.

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 as Shareholders of the Company at 5pm (WST) on 24 November 2010 (WST).

AGENDA

Financial Statement and Reports

To receive and consider the annual financial report of the Company and its controlled entities for the financial year ended 30 June 2010 together with a directors' report in relation to that financial year and the auditors' report on the financial report.

Resolution 1 - Remuneration Report

To consider, and if thought fit, to pass with or without amendment, the following Resolution as a non-binding resolution:

"That the Remuneration Report of the Company and the entities it controlled during the year ended 30 June 2010 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 - Re-election of Director

To consider, and if thought fit, to pass with or without amendment, the following Resolution as an ordinary resolution:

"That Roger Steinepreis who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director."

Details of Mr Steinepreis' experience and qualifications are provided in the Company's 2010 Annual Report.

By Order of the Board



Alex Neuling
Secretary
20 October 2010

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice. If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms in the Explanatory Statement are defined in the Glossary.

Financial Statements and Reports

As a Shareholder, you are entitled to submit one written question to the auditors prior to the Annual General Meeting providing that the question relates to:

- the content of the auditors' report; or
- the conduct of the audit in relation to the financial report.

All written questions must be received by the Company no later than five business days before 26 November 2010.

All questions must be sent to the Company and may not be sent direct to the auditors. The Company will then forward all questions to the auditors.

A representative from the audit firm will be attending the Annual General Meeting and will be available to answer questions from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the auditors' report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditors in relation to the conduct of the audit.

The audit firm representative will also answer written questions submitted prior to the Annual General Meeting.

The Company's 2010 annual report is available online at www.apolloconsolidated.com.au.

Resolution 1 - Remuneration Report

Shareholders are entitled to vote on the question of whether the Remuneration Report as contained in the Annual Report for the year ended 30 June 2010 is to be adopted.

Shareholders should note that Resolution 1 is an "advisory only" resolution which does not bind the Company.

Following consideration of the Remuneration Report, the Chair will give Shareholders a reasonable opportunity to ask about, or make comments on, the Remuneration Report.

Resolution 2 - Re - Election of Director

In accordance with Listing Rule 14.4 and clause 6.3 of the Constitution, at every Annual General Meeting, one third of the Directors (or if the number of Directors is not a multiple of 3, then such number as is appropriate to ensure that no Director other than an alternate Director or the Managing Director holds office for more than 3 years) for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

These requirements for a Director to retire do not apply to a Managing Director (but if there is more than one Managing Director, only one is exempt from retirement).

In determining the number and identity of the Directors to retire by rotation, the Managing Director and any Director seeking election after appointment by the Board to fill a casual vacancy are not taken into account.

Mr Roger Steinepreis retires by rotation at this meeting and, being eligible, offers himself for re-election.

The Directors recommend that Shareholders vote in favour of this resolution.

Glossary

In this Explanatory Statement, the following terms have the following meanings unless the context requires otherwise:

ASIC	Australian Securities and Investments Commission
Associates	Has the meaning given to it in Section 9 of the Corporations Act
ASX	ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited
Board	The Board of Directors
Chair or Chairman	Mr Roger Steinepreis or such other person appointed chairman in accordance with the Constitution
Company	Apollo Consolidated Limited ACN 102 084 917
Constitution	The constitution of the Company
Corporations Act	<i>Corporations Act 2001 (Cth)</i>
Director	A director of the Company
Explanatory Statement	The information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice
Listing Rules	The listing rules of ASX
Meeting or General Meeting	The general meeting convened by the Notice
Notice	The notice of meeting which accompanies this Explanatory Statement
Share	Fully paid ordinary share in the capital of the Company
Shareholder	A holder of a Share
WST	Australian Western Standard Time

PROXY FORM

**APPOINTMENT OF PROXY
APOLLO CONSOLIDATED LIMITED
ACN 102 084 917**

ANNUAL GENERAL MEETING

I/We

of

being a member of Apollo Consolidated Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 11am (WST), on 26 November 2010 at Level 4, 16 Milligan Street, Perth, Western Australia and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of **Resolutions 1 & 2** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 & 2 and that votes cast by the Chair of the General Meeting for Resolution 1 & 2 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolution 1 & 2 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1 & 2.

OR

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Remuneration Report for the year ended 30 June 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director – Roger Steinepreis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Signature of Member(s): _____ Date: _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

APOLLO CONSOLIDATED LIMITED
ACN 102 084 917

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a 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 member's voting rights. If a member 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 member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Apollo Consolidated Limited, GPO Box 2799, Perth WA 6001; or
 - (b) facsimile to the Company on facsimile number +61 8 9321 4333; or
 - (c) email to the Company at proxies@apolloconsolidated.com.au

so that it is received not later than 5pm (WST) on 24 November 2010.

Proxy forms received later than this time will be invalid.