

29 August 2013
Company Announcements Office
Australian Securities Exchange

Notice of General Meeting

The Company has today mailed the attached Notice of General Meeting to its shareholders.

Michael Beer



Company Secretary

APHRODITE GOLD LIMITED
ACN 138 879 928

NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held at the offices of RMS (Aust) Pty Ltd, 116 Harrick Road, Keilor Park, Melbourne Vic 3042 on Tuesday 1 October 2013 at 10.00am (AEST).

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter contact the Company Secretary on +61 3 9600 3599

APHRODITE GOLD LIMITED
ACN 138 879 928

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Aphrodite Gold Limited (**Company**) will be held at the offices of RMS (Aust) Pty Ltd, 116 Harrick Road, Keilor Park, Melbourne Vic 3042 on Tuesday 1st October 2013 at 10.00am (AEST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting.

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 on 29th September 2013 at 5.00pm (AEST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 4.

AGENDA

1. Resolution 1 – Removal of Mr Wayne Ryder as a Director

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

“That Mr Wayne Ryder be removed as a director of the Company (effective immediately on passing of this resolution).”

2. Resolution 2 – Removal of Mr Leon Reisgys as a Director

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

“That Mr Leon Reisgys be removed as a director of the Company (effective immediately on passing of this resolution).”

Dated 23 August 2013

By Order of the Board



Michael Beer
Company Secretary

APHRODITE GOLD LIMITED

ACN 138 879 928

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of RMS (Aust) Pty Ltd, 116 Harrick Road, Keilor Park, Melbourne Vic 3042 on Tuesday 1st October 2013 at 10.00am (AEST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is included with this Notice.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is included with this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Address: 45 Ventnor Ave, West Perth, WA 6005 Ph: +61 8 9389 4421
info@aphroditegold.com.au www.aphroditegold.com.au ABN 61 138 879 928

3. Resolutions 1 and 2 – Removal of Mr Wayne Ryder and Mr Leon Reisgys as Directors

On 16 July 2013 each of the Directors of the Company, other than Mr Wayne Ryder and Mr Leon Reisgys, gave the Company a notice pursuant to section 203D(2) of the Corporations Act that they intend to move two separate resolutions for the removal of each of Mr Wayne Ryder and Mr Leon Reisgys as directors of the Company at the next general meeting to be called by the Company.

As announced on 19 July 2013 the Board has decided to cease the employment of its two executive Directors, Mr Wayne Ryder (previously Chief Executive Officer and Company Secretary) and Mr Leon Reisgys (Managing Director). The Board took this action in the interests of Shareholders to both reduce the Company's cost base during changed market conditions and to capitalize on the recently announced 35% upgrade of the Company's gold resource estimate. The Company's Chairman, Mr Peter Buttigieg, has been appointed Executive Chairman to lead the Company in its next stage of development.

Given that Mr Ryder and Mr Reisgys are no longer employed by the Company, the Directors of the Company (other than Mr Ryder and Mr Reisgys) consider it appropriate that Mr Ryder and Mr Reisgys also be removed as Directors of the Company and consequently each of the Directors, other than Mr Ryder and Mr Reisgys have requested the inclusion of Resolutions 1 and 2 in this Notice for the removal of Mr Wayne Ryder and Mr Leon Reisgys as Directors of the Company.

Pursuant to Section 203D of the Corporations Act, a public company may by resolution remove a director from office regardless of any provision in that company's constitution or any agreement between the director and the company or the director and any or all of the shareholders of the company.

Messrs Peter Buttigieg, Paul Weston, Roger Mitchell and Paul Buttigieg recommend Shareholders vote in favour of Resolutions 1 and 2. Messrs Wayne Ryder and Leon Reisgys recommend that Shareholders vote against Resolutions 1 and 2.

4. Definitions

\$ means Australian Dollars.

AEST means Australian Eastern Standard Time, being the time in Melbourne, Victoria.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the Board of Directors.

Address: 45 Ventnor Ave, West Perth, WA 6005 Ph: +61 8 9389 4421
info@aphroditegold.com.au www.aphroditegold.com.au ABN 61 138 879 928

Chairman means the Chairman of the Meeting.

Company means Aphrodite Gold Limited ACN 138 879 928.

Constitution means the current constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a Director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this Notice of Meeting.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Section means a Section contained in this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

In this Notice, words importing the singular include the plural and vice versa.