



30 APRIL 2014

QUARTERLY ACTIVITIES REPORT

HIGHLIGHTS

- Completed capital raise of \$2.2M (\$1.0M subsequent to the 15 April EGM) including the investment by HPX to fund ongoing exploration at the Titan Base Precious Metals Project within a new South Australian IOCG frontier

Base-Precious Metals (Titan Project, South Australia)

- Apollo and HPX entered a strategic alliance to jointly explore certain tenements of the Titan Base Precious Metals project area
- Shareholders approved the Apollo HPX strategic alliance, allowing HPX to make an initial equity investment of \$1M at 2¢ per share (a 33% premium)
- HPX has the option to make a 2nd investment of \$1.4M at 2.4¢ per share (a 60% premium to current prices). A further two phase \$3.4M farm-in may be taken up by HPX to earn 80% interest in the Project
- HPX finalised IP survey across the Bundi and Wirrida prospects. The survey will evaluate existing large-scale gravity and magnetic anomalies for drill testing during 2014
- Apollo began exploration work on the Aurora Tank JV and Eagle Hawk JV areas with shallow RAB drilling and follow-up IP survey. A ground based gravity survey was conducted across the Bundi South Prospect within the Eagle Hawk JV grounds

Iron Ore (Kango North, Gabon)

- Increased percentage interest in the Kango North Iron Project from 70% to 82.5% through agreement to acquire a 12.5% free carried to bankable feasibility study
- Entered non-binding MoU with a major publicly listed, diversified international company through \$4M expenditure to acquire 50.01% interest
- Detailed review and due diligence has been conducted and formal agreements currently being negotiated. A number of parties are expressed an interest in the Project

TITAN BASE-PRECIOUS METALS PROJECT

Apollo-HPX Strategic Alliance

Apollo entered a strategic alliance with High Power Exploration Inc (“HPX”) to conduct exploration for base metals in a new IOCG frontier in the northern Gawler Craton in South Australia. The alliance provides strong validation that the mineral prospectivity of the Commonwealth Hill district has high potential to host tier 1 base and precious metals deposits. The affiliation provides funding to rapidly advance the project and allows the use of HPX’s state of the art equipment and technical expertise.

The strategic alliance involves a two tranche equity investment of up to \$2.4M and a two phase \$3.4M farm-in to earn up to 80% interest in certain tenements covering 770 km². Shareholders have approved the Apollo-HPX alliance allowing the Company to raise \$1M through an initial tranche of 50,000,000 ordinary shares at \$0.02¢/ per share for an initial 10% stake in Apollo. At HPX’s option, a further 60,800,000 shares may be issued allowing HPX to increase its interest in Apollo to 19.99% through a further placement in Apollo by 30 June 2014 of \$1.4M at 2.4c per share. These share placements are at a significant premium to the current share price.

The transaction with HPX does not affect Apollo’s existing joint venture arrangements, including its rights to earn a 75% interest in the adjacent Eaglehawk JV and the Aurora-Tank JV (see Figure 1).

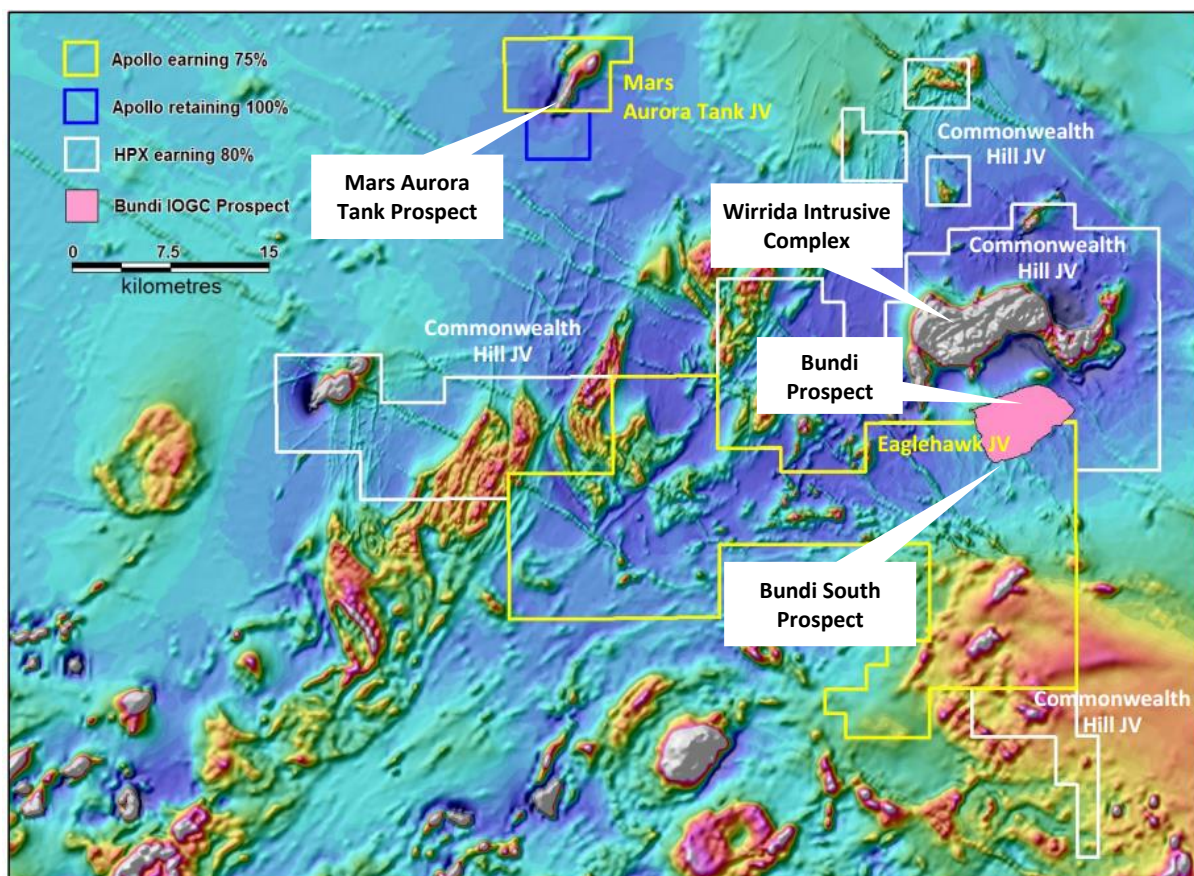


Figure 1 – Titan Project area showing the Commonwealth Hill (HPX JV) , Aurora Tank and Eagle Hawk JV areas

There are a number of advantages to the strategic alliance including provision of funding and the application of HPX’s technology and expertise allowing exploration of large areas seeking deeply

buried targets typical in the IOCG belt of the Gawler Craton.

Commonwealth Hill JV with HPX - Bundi and Wirrida Prospects

During the March Quarter, HPX finalised detailed planning of a large IP survey covering large scale gravity and magnetic targets at the Bundi and Wirrida prospects previously identified by Apollo. The survey aims to evaluate the area to define drill targets within the first half of 2014. A follow-up programme is anticipated to drill test identified targets in the latter part of the year.

Previous work identified near-surface conductive anomalies co-incident with equally large, near-surface dense and non-magnetic bodies. This anomalous setting is suggestive of altered, haematite-rich, ±disseminated sulphide bodies likely to be associated with IOCG style mineralisation.

The IP survey is using HPX technology and utilising their “Typhoon” transmitter station to generate high powered electric current..

All Government approvals for intended drilling programme have been received and drilling is anticipated to commence following the completion of the survey.

Aurora Tank JV (Apollo earning 75%)

Apollo commenced a trial IP survey across the gravity and magnetic anomalies at Mars Aurora Tank prospects to determine if copper and/or gold sulphides are detectable and targetable with drilling. In addition, shallow RAB drilling programme commenced during the quarter to test for copper and/or gold anomalism beneath the pervasive sand cover.

Recently completed gravity survey data has guided much of the exploration planning and the data is currently still being analysed. The objectives are to assess if there is potential for IOCG mineralisation within zones where dense, non-magnetic bodies are present close to known magnetic anomalies. These are considered key IOCG targets.

Previous exploration has identified outcropping ironstone, historic drill intersections of iron, gold, silver and copper (see ASX announcement dated 18 October 2013), indications of volcanics, fault related brecciation and Gawler Range Volcanic (GRV) aged rock units dated at 1584Ma (see ASX announcement dated 22 October 2013). These IOCG criteria provides much encouragement for exploration on the prospect.

Eagle Hawk JV (Apollo earning 75%)

Ground based gravity survey commenced across the Bundi South prospect area that is situated towards the south and adjacent to the Commonwealth Hill Apollo-HPX strategic alliance area.

The Bundi South Prospect is also being targeted by shallow RAB drilling and an IP survey similar to the Mars-Aurora Tank area, testing for the presence of detectable sulphides in drill sample geochemistry to determine if there is a correlation with dense, sub-surface conductors identified by the geophysical gravity and IP survey. The Company is aiming to develop a series of exploration methodologies successful in the discovery of IOCG mineralisation in the Commonwealth Hill area.

Early indications are encouraging and final results will be released as it becomes available.

IRON ORE

Kango North iron Project, Gabon (82.5%)

The Company acquired an additional 12.5% free carried interest in the Kango North Iron Project to increase its stake to 82.5%. The increase has allowed a consolidation of the ownership structure allowing it to attract investor finance.

In a separate transaction, Apollo entered into a non-binding Memorandum of Understanding with a major publicly listed, diversified international company for the exploration and development of the Kango North Iron Project. Under the MoU, the investor may earn 50.01% interest by providing US\$4M in funding to carry out exploration, drilling and the potential delineation of high grade DSO and beneficiable iron ore.

Detailed review and due diligence has been conducted and the parties are in the final negotiation stages, however there is no certainty that a formal agreement will be finalised. A number of other interested groups have expressed an interest in the project.

CORPORATE

Apollo has completed a \$2.2M capital raise to fund the next phase of exploration at the Titan Base and Precious Metals project, within the a highly sought after IOCG frontier in South Australia. The Capital raise included placement of \$1.25m to sophisticated investors at a price of 1.5¢ per share together with one free attaching option for every two shares subscribed and a placement of \$1m to HPX at a price of 2¢ per share.

This placement and the strategic alliance with HPX puts Apollo in a strong position to expedite exploration, drilling over major copper/gold targets with the aim of making a significant discovery.

The placement was strongly supported by existing Apollo shareholders and also new long term investors and resource focussed fund managers. The lead broker to the placement was Patersons Securities.

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COMPETENT PERSON DECLARATION

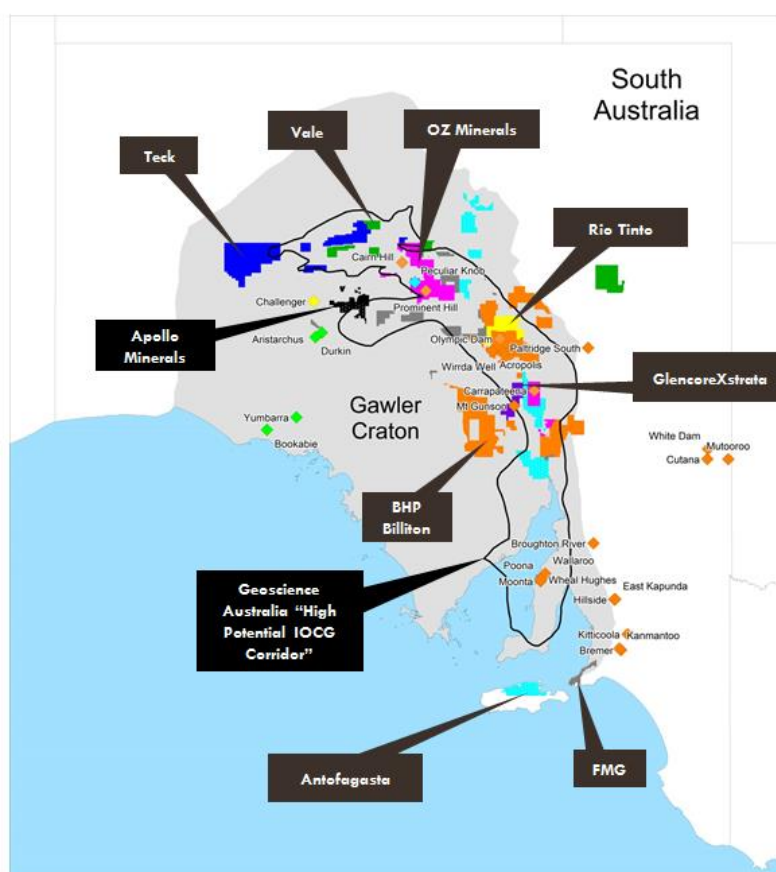
The information in this Report that relates to Exploration Results is based on information compiled by Mr Derek Pang who is a member of the Australasian Institute of Mining and Metallurgy. Derek has over 15 years' experience in mineral exploration and is a full time employee of Apollo Minerals Ltd. Derek has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Derek consents to the inclusion in the report of the matters based on their information in the form and context in which it appears.

About Apollo Minerals

Apollo Minerals Ltd (ASX Code: AON) is an iron ore and minerals explorer and developer with projects in South Australia, Western Australia and Gabon, western central Africa. The Company's focus is development of iron ore and base metals projects at each of Apollo's project sites, initially at Commonwealth Hill, SA.

The Commonwealth Hill site in the Gawler Craton of South Australia is situated close to existing infrastructure including the Darwin-Adelaide railway line, highway, ports. Iron exploration and development is carried out through the Commonwealth Hill Iron Project; and base-precious metals exploration is through the Titan Project.

The Sequoia Iron Deposit contains a JORC code 2004 compliant Indicated and Inferred mineral resource estimated at 72 Mt at 25.9% Fe (at 15% Fe cut-off)¹. The Exploration Target² for the Ibis and Sequoia prospects ranging from 300 – 550 Mt at 25 – 35% Fe. *This information was prepared and first disclosed under the JORC Code 2004. It has not been updated since to comply with the JORC Code 2012 on the basis that the information has not materially changed since it was last reported.*



The Titan Base-Precious Metals Project is focused on discovering a major IOCG deposit in a frontier of the world class Gawler Craton.

In Gabon, Apollo has a 70% interest in the Kango North Iron Project.

Apollo's shareholders include a number of iron and steel producers including one of India's largest companies, Jindal Steel and Power Ltd.

Apollo also holds 100% interest in the Mt Oscar Iron located near Karratha, in the Pilbara region of WA.

³The Indicated component of the mineral resource equates to 27% containing 19.4 Mt at 27.7% Fe. The Inferred component equates to 73% and comprises 52.6 Mt at 25.3% Fe.

⁴The estimates of Exploration Target sizes mentioned in this announcement should not be misunderstood or misconstrued as estimates of Mineral Resources. The potential quantity and grade of the exploration targets are conceptual in nature and there has been insufficient exploration to define a Mineral Resource, and it is uncertain if further exploration will result in the determination of a Mineral Resource.

TENEMENT SCHEDULE

| Tenement Number | Tenement Name | Project | Location |
|-----------------------------------------------|-------------------|------------------------|-----------------------|
| E47/1304-I | Pyramid West | Mt Oscar East | Western Australia |
| E47/1378-I | Mt Oscar | Mt Oscar | Western Australia |
| E47/1379-I | Mt Oscar | Mt Oscar | Western Australia |
| EL 4960 | Commonwealth Hill | Gina | South Australia |
| EL 5073 | Commonwealth Hill | Commonwealth Hill | South Australia |
| EL 5074 | Commonwealth Hill | Commonwealth Hill East | South Australia |
| EL 4433 ² | Mars Aurora Tank | Marmota Energy | South Australia |
| EL 4932 ¹ | Eagle Hawk | Mincor Resources | South Australia |
| EL 5348 | Carne | Commonwealth Hill | South Australia |
| Arrete No 0028/MMPH/SG/ DGMG/DEPM/SAEJF | Gabon | Kango North | Gabon, West Africa |

¹Apollo is farming in to the Eagle Hawk tenement to earn a 75% interest in the tenement. Apollo has not yet earned an interest in the tenement, in accordance with the Joint Venture Agreement (Joint Venture with Mincor Resources Limited), as at the date of this report.

²Apollo is farming into the Aurora Tank tenement to earn a 75% interest in the tenement. Apollo has not yet earned an interest in the tenement, in accordance with the Joint Venture Agreement (Joint Venture with Marmota Energy Limited), as at the date of this report.