



ASX ANNOUNCEMENT

15 April 2014

**SHAREHOLDERS APPROVE APOLLO AND HIGH POWER
EXPLORATION INC. STRATEGIC ALLIANCE**

HIGHLIGHTS

- **Shareholders have approved the Apollo/ HPX strategic alliance**
- **HPX to make an initial equity investment of \$1m at \$0.02 per share giving HPX a 10.13% interest in the Company.**
- **Mr Eric Finlayson, previously Rio Tinto's Head of Exploration will be appointed as HPX's representative to the Board on completion of the transaction.**
- **HPX has an option to make a further investment of approximately \$1.4m by 30 June 2014 at \$0.024 per share (total equity investment of \$2.4m)**
- **HPX can provide up to \$3.4m of funding to earn an 80% interest in Apollo's South Australian licenses, under the joint venture to be known as the Commonwealth Hill Joint Venture**
- **HPX will apply its in-house geophysical tools and expertise at the Bundi and Wirrida Prospects, which are highly prospective for base metals.**

Apollo Minerals Ltd (ASX:AON) is pleased to announce that shareholders have approved the strategic alliance with High Power Exploration Inc. (HPX). The Company will issue 50,000,000 ordinary shares at \$0.02 per share to raise \$1 million. The strategic alliance will explore for base metals in a new IOCG frontier in the Northern Gawler Craton in South Australia (See Figure 1).

At the Extraordinary General Meeting held on 15 April 2014 shareholders also approved the issue of a further 60,800,000 shares to allow HPX (at its option) to increase its interest in Apollo to 19.99% by making a further placement in Apollo by 30 June 2014 of approximately \$1.4 million at a price of 2.4c per share

Further milestones in the strategic alliance involve a two phase \$3.4m farm in to earn up to an 80% interest in certain tenements. Up to \$1.25m of the placement moneys will be applied towards the farm in expenditure. Following the farm in, the Commonwealth Hill Joint Venture will be established between the parties.

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: SA project map).

Preparation and planning for the first IP geophysical survey over the Bundi and Wirrida IOCG Targets has been completed and survey works will commence this week with a decision to drill expected within the first half of 2014. It will be the first time the HPX technology has been used in South Australia.

HPX’s geophysical technology can penetrate to great depths with high accuracy and has been successfully deployed in Australia, Africa and South America. It is ideally suited to the geological environment and surface conditions found at Commonwealth Hill, and can quickly evaluate the large geological features present there. We anticipate a rapid survey turnaround, to generate targets for follow up drilling.

South Australia hosts a number of recent world class copper discoveries including Carrapateena and Prominent Hill located 100km East of Apollo’s project in the Gawler Craton. Significant renewed exploration has been undertaken by Rio Tinto and Oz Minerals which has resulted in a new discovery by Oz Minerals in 2013; the Khasmin Deposit, located near Carrapateena. Apollo and HPX believe that further exploration, and the use of new technology, has the potential to make significant new discoveries to the west of the Olympic Dam IOCG province.

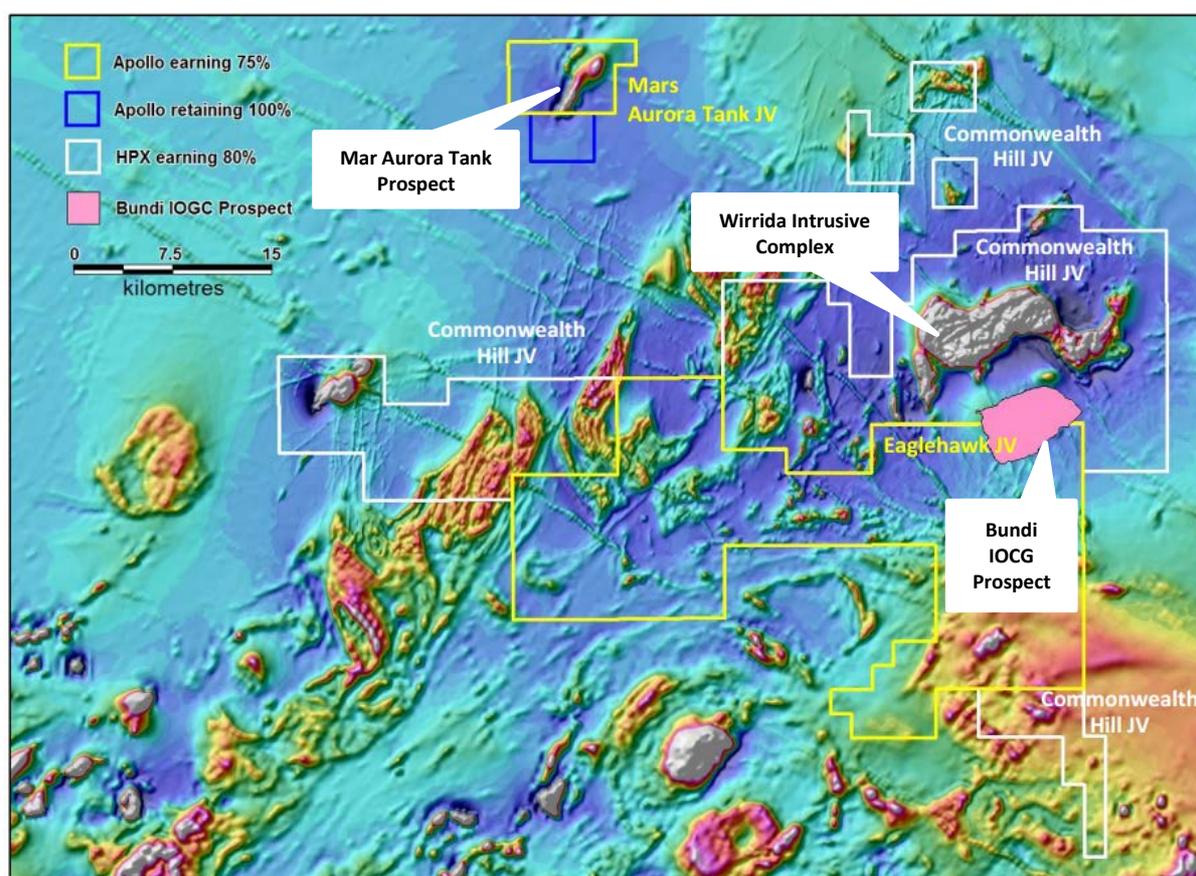


Figure 1: South Australia Base Metals Project – Apollo tenement and farm-in JV areas (total area circa 1,500 km²). HPX Commonwealth Hill Joint Venture areas are within white borders.

COMMONWEALTH HILL JOINT VENTURE TO EXPLORE FOR IOCG DEPOSITS

The HPX Commonwealth Hill Joint Venture only relates to Apollo’s 100% owned tenements in South Australia (see map above).

A key outcome of Apollo’s exploration efforts to date has been the identification of a major IOCG target – the Bundi Prospect, where the gravity anomaly is several times larger than the Carrapateena and Prominent Hill deposits. Further geophysical exploration using IP is needed to generate drill

targets in this area where most of the geology is under cover. This will be the initial focus of the JV's exploration efforts.

BOARD APPOINTMENT

The Company is pleased to announce that Mr Eric Finlayson will be appointed to the Board of Apollo Minerals Limited as HPX's representative on completion of the transaction.

Eric graduated in 1982 with a degree in Applied Geology from the University of Strathclyde in Glasgow. After work as an exploration geologist in Ireland and Turkey with NL Petroleum Services and as a field geochemist in Malawi with the British Civil Uranium Procurement Organisation, he joined the Geological Survey of Papua New Guinea in 1984 as a regional geological mapper.

Following five years of mapping in the Sepik River headwaters and on Bougainville Island, he joined Rio Tinto as project geologist responsible for copper and gold exploration in the Papua New Guinea highlands based out of Sydney. In 1993 he was transferred to Vancouver as regional exploration manager for Canada and then in 2000 to London as the personal assistant to the Head of Exploration.

In January of 2002, he moved to Perth to assume the role of Director of Exploration for Australasia and in January of 2007 was appointed Global Head of Exploration for Rio Tinto based in London. In July 2011, he was appointed CEO of Rio Tinto Coal Mozambique following Rio Tinto's takeover of Riversdale Mining. After two years in Mozambique, Eric departed Rio Tinto in July 2013 and joined HPX after relocating to Australia.

The Directors welcome Mr Finlayson to the Board.

Effective 30 April 2014 Mr Anthony Ho will relinquish the role as Chairman of Apollo but will continue to act as a Non-executive Director and Chairman of the audit committee. Mr Richard Shemesian will take on the role as Chairman of the Company from 30 April 2014.

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.

Apollo's project at Commonwealth Hill in the Gawler Craton of South Australia is situated close to existing infrastructure including the Darwin-Adelaide railway line, highway, ports.

The Sequoia Iron Deposit contains a JORC defined resource previously announced to the market.

The Titan Base-Precious Metals Project is focussed on discovering a major IOCG deposit in a new frontier of the world class Gawler Craton, in South Australia. This project consists of:

- Commonwealth Hill Project JV (HPX earning up to 80% interest)
- Eaglehawk JV (Apollo earning up to 75% interest)
- Aurora Tank JV (Apollo earning up to 75% interest)

In Gabon, Apollo has a 82.5% interest in the Kango North Iron Project.

Apollo's major shareholders include one of India's largest companies, Jindal Steel and Power Ltd.

ABOUT HPX EXPLORATION

HPX is a private metals-focused exploration company deploying proprietary geophysical technologies to rapidly evaluate buried geological targets. The company combines leading geological and geophysical expertise with innovative, ground-breaking technological hardware and software solutions to address the limitations of existing exploration technology.

HPX has a highly experienced board and management team and is led by CEO Mark Gibson, a geoscientist formerly with Anglo American. Ian Cockerill, formerly CEO of Gold Fields Ltd chairs the company. HPX is indirectly controlled by international financier and mining entrepreneur Robert Friedland.

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