



ABN 96 125 222 924

**NOTICE OF ANNUAL GENERAL MEETING TO BE HELD
AT 4.30 PM (SYDNEY TIME) ON 23 NOVEMBER 2015
IN THE BOARD ROOM OF HALL CHADWICK, AT LEVEL 40, 2 PARK
STREET, SYDNEY, NSW 2000**

IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, PLEASE CONSULT YOUR STOCKBROKER,
SOLICITOR, ACCOUNTANT, OR OTHER PROFESSIONAL ADVISER.
TO BE VALID, FORMS OF PROXY FOR USE AT THE MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY NO
LATER THAN 4.30PM (SYDNEY TIME) ON 21 NOVEMBER 2015

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IMPORTANT NOTICE

You should read the Notice of Meeting in its entirety before making a decision as to how to vote at the Meeting. A copy of the Notice of Meeting has been lodged with ASX.

KEY DATES

Date and time for lodgement of proxies:	4.30 pm (Sydney Time) on 21 November 2015
Date and time of Meeting:	4.30 pm (Sydney Time) on 23 November 2015

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Apollo Minerals Limited (ABN 96 125 222 924) will be held in the Board Room at Hall Chadwick, Level 40, 2 Park Street, Sydney, New South Wales, Australia on 23 November 2015 at 4.30pm (Sydney Time).

The “**Explanatory Memorandum**” provides additional information on matters to be considered at the Annual General Meeting and forms part of this Notice. Terms and abbreviations used in this Notice are defined in the Glossary.

ORDINARY BUSINESS

1 ANNUAL ACCOUNTS

To receive and consider the reports of the Directors and the Auditors, the Statement of Financial Performance, Statement of Financial Position, and the Statement of Cash Flows for the year ended 30 June 2015.

2 RESOLUTION 1 - REMUNERATION REPORT

To receive and consider the Remuneration Report for the year ended 30 June 2015 in accordance with Section 250R(2) of the *Corporations Act 2001* and if thought fit to pass, with or without amendment, the following Ordinary Resolution:

“That the Remuneration Report and the amounts paid to the Directors and Officers of the Company as set out in the Directors’ report be adopted”.

3 RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MR ANTHONY HO

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

“That, for the purpose of clause 6 of the Constitution and for all other purposes, Mr Anthony Ho, a Director who retires by rotation, be re-elected as a Director of the Company.”

4 RESOLUTION 3 - RE-ELECTION OF DIRECTOR - MR ERIC FINLAYSON

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

“That, for the purpose of clause 6 of the Constitution and for all other purposes, Mr Eric Finlayson, a Director who retires by rotation, be re-elected as a Director of the Company.”

5 RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF 2,312,500 SHARES

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 2,332,500 Shares to suppliers on the terms and conditions set out in the Explanatory Memorandum.”

6 RESOLUTION 5 - APPROVAL TO ISSUE UP TO 50,000,000 SHARES

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.1 and all other purposes, Shareholders approve the allotment and issue of up to 50,000,000 Shares to institutional and professional investors on the terms and conditions set out in the Explanatory Memorandum.”

7 RESOLUTION 6- APPROVAL TO ISSUE UP TO 30,000,000 OPTIONS TO INVESTORS, ADVISORS AND CONSULTANTS

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.1 and all other purposes, Shareholders approve the allotment and issue of up to 30,000,000 Options to the persons referred in and on the terms and conditions set out in the Explanatory Memorandum.”

8 RESOLUTION 7 - APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR’S FEES - MR ERIC FINLAYSON

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to allot and issue 500,000 shares to Mr Eric Finlayson (or his nominee) who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum.”

9 RESOLUTION 8 - APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR’S FEES - MR ANTHONY HO

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to allot and issue 250,000 shares to Mr Anthony Ho (or his nominee) who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum.”

10 RESOLUTION 9 - APPROVAL TO ISSUE OPTIONS - MR RICHARD SHEMESIAN

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to allot and issue 5,000,000 Options to Mr Shemesian (or his nominee) who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum."

11 RESOLUTION 10 - APPROVAL TO ISSUE OPTIONS - MR ANTHONY HO

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to allot and issue 500,000 Options to Mr Ho (or his nominee) who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum."

12 RESOLUTION 11 - APPROVAL TO ISSUE OPTIONS - MR ERIC FINLAYSON

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to allot and issue 500,000 Options to Mr Finlayson (or his nominee) who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum."

SPECIAL BUSINESS

13 RESOLUTION 12 - APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and all other purposes, approval is given for the Company to allot and issue Equity Securities up to 10% of the Company's issued share capital (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."

14 VOTING EXCLUSION STATEMENTS

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on the Resolutions by the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
1. Remuneration Report	<ul style="list-style-type: none"> A member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2014; or A closely related party of a KMP¹
4. Ratification of prior issue of 2,312,500 Shares	<ul style="list-style-type: none"> Any person who participated in the issue; Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and Any of their respective associates.
5. Approval to issue 50,000,000 shares	<ul style="list-style-type: none"> Any person who may participate in the proposed issue; Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and Any of their respective associates.
6. Approval to issue 30,000,000 Options to investors, advisors and consultants	<ul style="list-style-type: none"> Any person who may participate in the proposed issue; Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and Any of their respective associates.
7. Approval to issue shares Mr Eric Finlayson	<ul style="list-style-type: none"> Mr Eric Finlayson Any of his associates
8. Approval to issue shares Mr Anthony Ho	<ul style="list-style-type: none"> Mr Anthony Ho Any of his associates
9. Issue of options Mr Shemesian	<ul style="list-style-type: none"> Mr Richard Shemesian Any of his associates
10. Issue of options Mr Ho	<ul style="list-style-type: none"> Mr Anthony Ho Any of his associates
11. Issue of options Mr Finlayson	<ul style="list-style-type: none"> Mr Eric Finlayson Any of his associates
12. Approval of 10% Placement Capacity	<ul style="list-style-type: none"> Any person who may participate in the proposed issue; Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and Any of their respective associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

¹A closely related party of a member of the Key Management Personnel means any of the following:

- a spouse, child or dependent of the member;
- a child or dependent of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this notice of meeting, no additional persons have been prescribed by regulation).

Determination of Membership and Voting Entitlement

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a Shareholder and the holder of Shares if that person is registered as a holder of those Shares at 7pm (Sydney Time) on 21 November 2015.

How to Vote

You may vote at the Meeting by attending the Meeting in person or by proxy.

- To vote in person you must attend the Meeting on 23 November 2015 at 4.30 pm, which is to be held in the Board Room in the Offices of Hall Chadwick, Level 40, 2 Castlereagh Street, Sydney.
- If you wish to vote by proxy, your proxy form must be received by the Company no later than 4.30 pm (Sydney Time) on 21 November 2015.

Proxies

Please note that:

- (a) A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder;
- (b) Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;
- (c) If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholders votes each proxy may exercise half of the votes. Any fractions of votes brought about by the apportionment of a proxy will be disregarded;
- (d) A proxy need not be a Shareholder;
- (e) If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the meeting or they choose not to vote on a poll, then the Chairman of the meeting will vote your proxies as directed by you.
- (f) If you do not mark a box, your proxy may vote as they choose on that item. However, if you intend to appoint a member of the KMP as your proxy, please ensure that you direct them how to vote on resolutions 1 and 7 through 11.
- (g) If the Chairman of the Meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to resolution 1 (Adoption of the Remuneration Report) and Resolutions 8 (issue of shares to a Director), and Resolutions 7 to 11 (Issue of

shares and options to Directors) even though the Chairman is, and those items are, connected directly or indirectly with the remuneration of a member of the key management personnel of the Apollo Group. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.

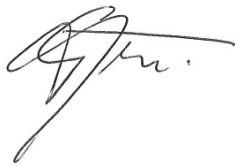
- (h) Any instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in, will be deemed to be given in favour of the Chairman of the Meeting;
- (i) Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 11am on 16 November 2015 in one of the following 3 ways:
 - By mail to : Security Transfer Registrars
770 Canning Highway
Applecross WA 6953
Australia
 - By facsimile: Security Transfer Registrars
+61 (0) 8 9315 2233
 - By email: registrar@securitytransfer.com.au

At the meeting, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company and the Remuneration Report. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, Hall Chadwick, questions about the content of its report, and the conduct of its audit of the Company, for the year.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

Enquiries

If you have any questions in relation to the Resolutions to be considered at the Meeting, please call the Company Secretary, Mr Guy Robertson on +61 2 9078 7671.



**By order of the Board
Guy Robertson
Company Secretary
19 October 2015**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business specified to be conducted at the General Meeting to be held in the Board Room of Hall Chadwick at Level 40, 2 Park Street, Sydney NSW 2000 on 23 November 2015 at 11am (Sydney Time).

The Directors recommend that Shareholders read this Explanatory Memorandum in full in conjunction with the accompanying Notice of which this Explanatory Memorandum forms a part.

1. Annual Report

As required under Section 317 of the Corporations Act, the annual financial report (which includes the financial statements and Directors' declarations) for the year ended 30 June 2015 will be tabled at the Annual General Meeting.

Shareholders will be given the opportunity to ask questions and make comments about the reports or the Company generally, but there will be no formal resolution submitted to the Meeting.

2. Resolution 1 - Adoption of Remuneration Report (non-binding vote)

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

If at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2016 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the Company's 2016 annual general meeting. All of the Directors who were in office when the Company's 2016 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2015.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Proxy Restrictions

If the Chairman of the Meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to resolution 1 (Adoption of the Remuneration Report) even though the Chairman is, and those items are, connected directly or indirectly with the remuneration of a member of the key management personnel of the Apollo Group. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.

Definitions

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2015.

Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of this resolution.

3. Resolution 2 - Re-election of Director - Mr Anthony Ho

Pursuant to rule 6 of the Company's Constitution, Mr Ho retires at the 2015 Annual General Meeting but, being eligible, offers himself for re-election.

A brief profile of Mr Ho is set out in the Annual Report of the Company.

Directors' Recommendation

The Board (other than Mr Ho) recommends that Shareholders vote in favour of this resolution.

4. Resolution 3 - Re-election of Director - Mr Eric Finlayson

Pursuant to rule 6 of the Company's Constitution, Mr Finlayson retires at the 2015 Annual General Meeting but, being eligible, offers himself for re-election.

A brief profile of Mr Eric Finlayson is set out in the Annual Report.

Directors' Recommendation

The Board (other than Mr Eric Finlayson) recommends that Shareholders vote in favour of this resolution.

5. Resolution 4 - Ratification of Prior Issue of 2,312,500 Shares

5.1 General

Resolution 4 seeks ratification of the allotment and issue by the Company of 2,312,500 Shares to service providers. These Shares were issued within the Company's existing capacity under ASX Listing Rule 7.1. Refer to the Company's Appendix 3B lodged with the ASX on 2 April 2015 and 28 September 2015.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 4 will have no effect on the issue of the Shares in question, Shareholder approval will restore the Company's ability to issue

further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 2,312,500 Shares.

5.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Placement:

(a) *The number of securities allotted*

The number of Shares allotted and issued was 2,312,500.

(b) *Issue Price*

The Shares were issued at a deemed price of:

2,000,000 at 10 cents per share

250,000 at 4 cents per share

62,500 at 10 cents per share.

(c) *Name of Allottees*

The allotment was made to:

Enterprise Metals Limited - acquisition of Fraser Range Project - 2,000,000 shares

Employee - in lieu of cash payment 312,500 shares.

(d) *Terms of the Securities*

The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(e) *Intended use of Funds Raised*

No funds were received under the share issue. The issue was made in lieu of a cash payment to the service provider.

(f) *Voting Exclusion*

A voting exclusion statement forms part of this notice.

5.3 Directors' Recommendation

The Board recommends that Shareholders vote in favour of this resolution.

6. RESOLUTION 5 - APPROVAL TO ISSUE SHARES

6.1 Background

Under Resolution 5, the Company seeks Shareholder approval to issue and allot up to 50,000,000 Shares for capital raising purposes.

6.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

Resolution 5 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of up to 50,000,000 Shares. The effect of such approval is that any such Shares will be not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

6.3 ASX Listing Rule Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.3:

(a) *The maximum number of equity securities the entity is to issue*

The maximum number of Securities to be issued is 50,000,000. The Directors will have the discretion to Shares to any person they deem appropriate up to a maximum of 50,000,000 Shares in total.

(b) *The date by which the entity will issue the equity securities*

The Shares will be issued no later than three months after the date of the Meeting.

(c) *The issue price of the equity securities*

The Shares will be issued at a price that is at least 80% of the volume weighted average market price for Shares, where the average is calculated, in accordance with ASX Listing Rule 7.3.3, over the last five days on which sales in Shares were recorded before the day on which the issue was made or, if there was a prospectus, Product Disclosure Statement or offer information statement relating to the issue, over the last 5 days on which sales in the Shares were recorded before the date the prospectus, Product Disclosure Statement or offer information statement is signed.

- (d) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The names of the allottees of the Securities are currently unknown and will be chosen at the discretion of the Directors, but will not be related parties or their Associates. They will be institutional and/or professional investors and will be identified on the basis of the Directors' view of their ability to participate in the proposed placement and any added value they are able to bring to the Company.

- (e) *The terms of the equity securities*

The Shares will rank equally in all respects with the Company's current issued Shares.

- (f) *The intended use of the funds raised*

The funds to be raised by the Company are intended to be used for the following purposes:

- (i) Exploration expenditure in relation to the Company's existing IOCG (Iron Oxide Copper Gold) projects in South Australia and Nickel project in the Fraser Range;
- (ii) Acquisition opportunities that may arise from time to time (though none is currently contemplated by the Company); and
- (iii) General working capital requirements of the Company.

- (g) *The dates of allotment or a statement that allotment will occur progressively*

The Securities will be allotted progressively.

6.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5, as the placement will provide the Company with necessary funds to enable it to continue with its exploration program and additional funding to meet the Company's working capital requirements.

7 RESOLUTION 6 - APPROVAL TO ISSUE UP TO 30,000,000 OPTIONS TO INVESTORS, ADVISORS AND/OR CONSULTANTS

7.1 Background

Under Resolution 6, the Company seeks Shareholder approval under ASX Listing Rule 7.1 to issue a total of up to 30,000,000 Options to investors, advisors and/or consultants to the Company or to their respective nominees.

7.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

Resolution 6 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of a total of up to 30,000,000 Options described above. The effect of such approval is that any such Options will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

7.3 ASX Listing Rule Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.3:

(a) *The maximum number of securities the entity is to issue*

The maximum number of securities to be issued is 30,000,000 Options. The maximum number of Shares to be issued if the 30,000,000 Options all become exercisable and are exercised is 30,000,000.

(b) *The date by which the entity will issue the equity securities*

The Options will be issued no later than three months after the date of the Meeting.

(c) *The issue price of the securities*

The options will be issued for \$0.0001 each. The options will not be issued to related parties of the Company, or their Associates.

(d) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The allottees of the Options will be investors, advisors and/or consultants engaged by the Company to assist in the capital raising for the Company and ongoing investor relations and marketing support.

The Options will be granted as an incentive to them to invest in the Company or assist the Company in taking its business forward and in consideration of the services provided by them to the Company in the activities outlined above.

(e) *The terms of the securities*

The Options will have an exercise price of \$0.08 and may be exercised on or before the expiry date being 30 November 2017. The Options will not be quoted but quotation may be requested in accordance with the terms and conditions set out in Annexure B.

(f) *The intended use of the funds raised*

The \$300 raised on grant of the options will be applied to working capital.

If all of the Options become exercisable and are exercised at a price of 8 cents per Option, \$2,400,000 of additional funding will be raised for the Company which will be used for exploration and working capital purposes.

(g) *The dates of allotment or a statement that allotment will occur progressively*

The Options will be allotted progressively.

(h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

7.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 6 as the issue of the proposed Options will provide an additional incentive for investors to invest in the Company and act as an incentive to/or payment in lieu of cash to advisors/consultants in their work for the Company.

8 Resolution 7 - Issue of Shares in lieu of director's fees - Eric Finlayson

8.1 Background

Under Resolution 7, the Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Mr Eric Finlayson (and/or their nominees), who is a Director.

Mr Finlayson, a non-executive Director, has agreed to receive 500,000 Shares at \$0.04 in lieu of a cash payment (\$20,000) of a portion of his annual remuneration to 30 June 2015.

This will allow Apollo to apply the funds which would have been applied to each Director's remuneration to its development program.

The purpose of Resolution 7 is to seek approval of the issue of 500,000 Shares to Mr Finlayson in lieu of remuneration as outlined above.

8.2 ASX Listing Rule Requirements

Unless one of the exceptions under ASX Listing Rule 10.12 applies, ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities, such as the Shares proposed to be issued under

Resolution 7, to a related party of the Company. As approval is sought under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires shareholder approval to issue the Shares to Mr Finlayson as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

If Shareholder approval is obtained under Resolution 8, the Shares referred to in Resolution 7 will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

8.3 ASX Listing Rule Disclosure Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

- (a) *The name of the person to whom the securities will be issued*
The Shares will be granted to Mr Finlayson, who is a Director of the Company, or his nominee.
- (b) *The maximum number of securities to be issued*
The maximum number of Shares to be issued is 500,000 Shares to Mr Finlayson and/or his nominee.
- (c) *The date by which the entity will issue the securities*
Subject to Shareholder approval, the Shares will be allotted and issued no later than one month after the date of the Meeting.
- (d) *The issue price of the securities*
The price at which the Shares will be issued will be at a deemed price of \$0.04 per Share, the share price of the Company as at 9 September 2015.
- (e) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*
The allottee will be Mr Finlayson and/or his nominee.
- (f) *The terms of the securities*
The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (g) *The intended use of the funds raised*
No funds will be raised in this issue. The issue is in part payment of remuneration owing to Mr Finlayson as outlined above.
- (h) *Voting Exclusion*
A voting exclusion statement forms part of this Notice.

8.4 Directors' Recommendation

The Directors, excluding Mr Finlayson, recommend that Shareholders vote in favour of Resolution 7. Mr Finlayson abstains from making a recommendation to Shareholders in respect of Resolution 7 as he is personally interested in the

outcome of Resolution 7 in that he (or his nominee(s)) is the proposed recipient of the Shares.

9 Resolution 8 - Issue of Shares in lieu of director's fees - Anthony Ho

9.1 Background

Under Resolution 8, the Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to Mr Anthony Ho (and/or their nominees), who is a Director.

Mr Ho, a non-executive Director, has agreed to receive 250,000 Shares at \$0.04 in lieu of a cash payment (\$10,000) of a portion of his annual remuneration to 30 June 2015.

This will allow Apollo to apply the funds which would have been applied to each Director's remuneration to its development program.

The purpose of Resolution 8 is to seek approval of the issue of 250,000 Shares to Mr Finlayson in lieu of remuneration as outlined above.

9.2 ASX Listing Rule Requirements

Unless one of the exceptions under ASX Listing Rule 10.12 applies, ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities, such as the Shares proposed to be issued under Resolution 8, to a related party of the Company. As approval is sought under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires shareholder approval to issue the Shares to Mr Finlayson as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

If Shareholder approval is obtained under Resolution 8, the Shares referred to in Resolution 8 will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

9.3 ASX Listing Rule Disclosure Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

- (i) *The name of the person to whom the securities will be issued*
The Shares will be granted to Mr Ho, who is a Director of the Company, or his nominee.
- (j) *The maximum number of securities to be issued*
The maximum number of Shares to be issued is 250,000 Shares to Mr Ho and/or his nominee.
- (k) *The date by which the entity will issue the securities*
Subject to Shareholder approval, the Shares will be allotted and issued no later than one month after the date of the Meeting.

(l) *The issue price of the securities*

The price at which the Shares will be issued will be at a deemed price of \$0.04 per Share, the share price of the Company as at 9 September 2015.

(m) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The allottee will be Mr Ho and/or his nominee.

(n) *The terms of the securities*

The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(o) *The intended use of the funds raised*

No funds will be raised in this issue. The issue is in part payment of remuneration owing to Mr Finlayson as outlined above.

(p) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

9.4 Directors' Recommendation

The Directors, excluding Mr Ho, recommend that Shareholders vote in favour of Resolution 8. Mr Ho abstains from making a recommendation to Shareholders in respect of Resolution 8 as he is personally interested in the outcome of Resolution 8 in that he (or his nominee(s)) is the proposed recipient of the Shares.

10.0 RESOLUTION 9 - APPROVAL TO ISSUE OPTIONS TO DIRECTOR RICHARD SHEMESIAN

10.1 Background

Resolution 9 seeks the approval of Shareholders to the issue of Options to Mr Richard Shemesian, (and/or his nominees), who is a Director.

Full terms of the Options are set out in Annexure A to this Explanatory Memorandum.

As the Options will be issued for no cash consideration, no cash funds will be raised by the Company from their issue. Any funds received on the exercise of the Options will be used for working capital purposes.

10.2 ASX Listing Rule & Corporations Act Disclosure Requirements

The options are considered reasonable remuneration and no regulatory approval will be sought under Chapter 2E of the Corporations Act.

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities, such as the Options proposed to be issued pursuant to Resolution 10, to a related party of the

Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires shareholder approval to issue the Options to Mr Richard Shemesian as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

Shareholder approval is also sought for the purposes of Part 2D.2 of the Corporations Act, to the extent that any termination benefits are provided to Mr Shemesian in connection with the grant of these options.

For the purposes of ASX Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided to members:

The related parties to whom the financial benefit to be given and the nature of the financial benefit are set out in the table below:

Related Party	Relationship	Number of Options	Exercise Price	Expiry Date
Richard Shemesian	Director	5,000,000	8 cents	30/11/2020

The terms and conditions of the Options to be granted to the Director are set out in Annexure A.

The Directors of the Company are Mr Richard Shemesian, Mr Anthony Ho and Mr Eric Finlayson.

The Directors in the case of each grant of Options to another Director or his Associate consider that the number and terms of the Options constitutes an appropriate number of Options to adequately incentivise each of the Directors in light of their skill, experience and reputation when considered together with their remuneration as Directors.

All directors, excluding Mr Shemesian, recommend that Shareholders vote in favour of Resolution 9. Mr Shemesian abstains from making a recommendation to Shareholders in respect of Resolution 9 as he is personally interested in the outcome of Resolution 9 in that he (or his nominee(s)) is the proposed recipient of the Options.

10.3 Valuation

The Directors have undertaken a valuation of the options using an employee option valuation model based on Black and Scholes. It is a requirement of ASIC that a dollar value be placed on the Options to be issued.

In determining this value, the following assumptions have been made:

- (a) the Share price at the issue dates is assumed to be \$0.04 per Share, which is based on the 15 day volume weighted average prices of trading in the Shares up to and including 30 September 2015;
- (b) the Options are to be exercisable at \$0.08;

- (c) the Options are expected to mature within approximately three years of their date of issue, being at the latest 30 November 2020;
- (d) the estimate of volatility, based on price volatility of the Shares to the expiry of the options is approximately 160% based on share volatility for the last twelve months; and
- (e) the average current risk-free interest rate is 1.81% (the Government bond rate for 2 years).

On this basis, the options are valued at approximately \$0.038 per Option. Therefore, the implied "value" of the Options being granted to directors is as follows:

Related Party	Number of Options	Value
Richard Shemesian	5,000,000	\$ 181,580

Other information that is reasonably required by members to make a decision whether it is in the best interest of the Company to pass Resolution 10 and that is known to the Company or any of its Directors is as follows:

- (i) Resolution 9 would have the effect of giving power to the Directors to grant a total of 5,000,000 Options. On 30 September 2015, the Company had on issue 70,155,576 Shares and 13,766,674 Options exercisable over various periods and at various exercise prices. In addition the Company has issued 1.3 million performance rights.
- (ii) If all of the 5,000,000 Options granted as proposed above are exercised, the effect would be to dilute the shareholding of existing shareholders by approximately 6.6%.
- (iii) The market price of the Shares during the period of the Options will normally determine whether or not Option holders exercise the Options. At the time any Options are exercised and Shares are issued pursuant to the exercise of the Options, the Shares may be trading at a price which is higher than the exercise price of the Options.
- (iv) In respect of remuneration and consulting fees payable to the Director:

Mr Shemesian or his nominee is entitled to be paid directors fees of \$60,000 per annum and a daily rate for consulting services of \$1,500 per day in the event consulting services are performed;

As at the date of this notice, the Director has the following interest in the securities of the Company.

Name	Number of Shares	Number of Performance Rights	Number of Options
Mr Richard Shemesian	2,249,426	500,000	2,500,000

The following table details the trading history of the Company's Shares on the ASX in the 12 months preceding 30 September 2015:

Date	High (\$)	Low (\$)	VWAP (\$)
As at 30 September 2015	\$0.04	\$0.04	\$0.04
1 month to 30 September 2015	\$0.045	\$0.03	\$0.042
3 months to 30 September 2015	\$0.064	\$0.03	\$0.047
6 months to 30 September 2015	\$0.12	\$0.03	\$0.051
12 months to 30 September 2015	\$0.20	\$0.03	\$0.098

10.4 ASX Listing Rule Requirements

Listing Rule 10.11 requires member approval to the issue of securities to a related party of the Company. As Mr Shemesian is a related party of the Company, Shareholder approval under Listing Rule 10.11 is required for the grant of the Options as set out in Resolution 9.

The following information is provided to members for the purpose of Listing Rule 10.13:

- (a) the Options will be granted to Mr Shemesian who is a Director of the Company, or their respective nominees;
- (b) the maximum number of Options to be issued is 5,000,000 and the maximum number of Shares to be issued if the Options all become exercisable and are exercised is 5,000,000;
- (c) the Options will be issued no later than one month after the date of the Meeting;
- (d) the Options will be granted to Mr Shemesian as part of his remuneration and incentive package with the Company and in consideration of his services to the Company including the recent acquisition of the Fraser Range project. The Director will be required to pay \$0.0001 per option on the grant of the Options;
- (e) \$500 raised by the grant of the Options will be applied to working capital. If all of the Options become exercisable and are exercised at

the price of 8 cents per Option, \$400,000 of additional funding will be raised for the Company which will be used for working capital purposes;

- (f) the terms and conditions of the Options are set out in Annexure A; and
- (g) a voting exclusion statement forms part of the notice of meeting.

11. RESOLUTION 10 - APPROVAL TO ISSUE OPTIONS TO DIRECTOR MR ANTHONY HO

11.1 Background

Resolution 10 seeks the approval of Shareholders to the issue of Options to Mr Anthony Ho, (and/or his nominees), who is a Director.

Full terms of the Options are set out in Annexure A to this Explanatory Memorandum - see table below.

As the Options will be issued for no cash consideration, no cash funds will be raised by the Company from their issue. Any funds received on the exercise of the Options will be used for working capital purposes.

11.2 ASX Listing Rule & Corporations Act Disclosure Requirements

The options are considered reasonable remuneration and no regulatory approval will be sought under Chapter 2E of the Corporations Act.

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities, such as the Options proposed to be issued pursuant to Resolution 11, to a related party of the Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires shareholder approval to issue the Options to Mr Anthony Ho as, for the purposes of Listing Rule 10.11, the Director is a related party of the Company.

For the purposes of ASX Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided to members:

The related parties to whom the financial benefit to be given and the nature of the financial benefit are set out in the table below:

Related Party	Relationship	Number of Options	Exercise Price	Expiry Date
Anthony Ho	Director	500,000	8 cents	30/11/2020

The terms and conditions of the Options to be granted to the Director are set out in Annexure A.

The Directors of the Company are Mr Richard Shemesian, Mr Anthony Ho and Mr Eric Finlayson.

The Directors in the case of each grant of Options to another Director or his Associate consider that the number and terms of the Options constitutes an appropriate number of Options to adequately incentivise each of the Directors in light of their skill, experience and reputation when considered together with their remuneration as Directors.

All directors, excluding Mr Ho, recommend that Shareholders vote in favour of Resolution 10. Mr Ho abstains from making a recommendation to Shareholders in respect of Resolution 10 as he is personally interested in the outcome of Resolution 10 in that he (or his nominee(s)) is the proposed recipient of the Options.

11.3 Valuation

The Directors have undertaken a valuation of the options using an employee option valuation model based on Black and Scholes. It is a requirement of ASIC that a dollar value be placed on the Options to be issued.

In determining this value, the following assumptions have been made:

- (a) the Share price at the issue dates is assumed to be \$0.04 per Share, which is based on volume weighted average prices of trading in the Shares up to and including 30 September 2015;
- (b) The Options are to exercisable at \$0.08 per share;
- (c) The Options are will expire on 30 November 2015
- (d) the estimate of volatility, based on price volatility of the Shares to the expiry of the options is approximately 160% based on share volatility for the last 12 months; and
- (e) the average current risk-free interest rate is 1.81% (Government Bond rate for 2 years being the option period).

On this basis, the options are valued at approximately \$0.038 per option. Therefore, the implied "value" of the Options being granted to the director is as follows:

Related Party	Number of Options	Value
Anthony Ho	500,000	\$18,158

Other information that is reasonably required by members to make a decision whether it is in the best interest of the Company to pass Resolution 10 and that is known to the Company or any of its Directors is as follows:

- (i) Resolution 10 would have the effect of giving power to the Directors to grant a total of 500,000 Options. On 30 September 2015, the Company had on issue 70,155,576 Shares and 13,766,674 Options exercisable over various periods and at various exercise prices. In addition the Company has issued 1.3 million performance rights.
- (ii) If all of the 500,000 Options granted as proposed above are exercised, the effect would be to dilute the shareholding of existing shareholders by approximately 0.07%.
- (iii) The market price of the Shares during the period of the Options will normally determine whether or not Option holders exercise the Options. At the time any Options are exercised and Shares are issued pursuant to the exercise of the Options, the Shares may be trading at a price which is higher than the exercise price of the Options.
- (iv) In respect of remuneration and consulting fees payable to the Director:

Mr Ho or his nominee is entitled to be paid \$40,000 in Directors fees per annum,

As at the date of this notice, the Director has the following interest in the securities of the Company.

Name	Number of Shares	Number of Performance Rights	Number of options
Mr Anthony Ho	372,160	100,000	150,000

The following table details the trading history of the Company's Shares on the ASX in the 12 months preceding 30 September 2015:

Date	High (\$)	Low (\$)	VWAP (\$)
As at 30 September 2015	\$0.04	\$0.04	\$0.04
1 month to 30 September 2015	\$0.045	\$0.03	\$0.042
3 months to 30 September 2015	\$0.064	\$0.03	\$0.047
6 months to 30 September 2015	\$0.12	\$0.03	\$0.051
12 months to 30 September 2015	\$0.20	\$0.03	\$0.098

12.4 ASX Listing Rule Requirements

Listing Rule 10.11 requires member approval to the issue of securities to a related party of the Company. As Mr Ho is a related party of the Company, Shareholder approval under Listing Rule 10.11 is required for the grant of the Options as set out in Resolution 10.

The following information is provided to members for the purpose of Listing Rule 10.13:

- (a) the Options will be granted to Mr Ho who is a Director of the Company, or their respective nominees;
- (f) the maximum number of Options to be issued is 500,000 and the maximum number of Shares to be issued if the Options all become exercisable and are exercised is 500,000;
- (g) the Options will be issued no later than one month after the date of the Meeting;
- (h) the Options will be granted to Mr Ho as part of his remuneration and incentive package with the Company and in consideration of his services to the Company. The Director will be required to pay \$0.0001 per option on the grant of the Options;
- (i) \$50 raised by the grant of the Options will be applied to working capital. If all of the Options become exercisable and are exercised at the price of 8 cents per Option, \$40,000 of additional funding will be raised for the Company which will be used for working capital purposes;
- (j) the terms and conditions of the Options are set out in Annexure A; and
- (g) a voting exclusion statement forms part of the notice of meeting.

12. RESOLUTION 11 - APPROVAL TO ISSUE OPTIONS TO DIRECTOR MR ERIC FINLAYSON

12.1 Background

Resolution 11 seeks the approval of Shareholders to the issue of Options to Mr Eric Finlayson, (and/or his nominees), who is a Director.

Full terms of the Options are set out in Annexure A to this Explanatory Memorandum.

As the Options will be issued for no cash consideration, no cash funds will be raised by the Company from their issue. Any funds received on the exercise of the Options will be used for working capital purposes.

12.2 ASX Listing Rule & Corporations Act Disclosure Requirements

The options are considered reasonable remuneration and no regulatory approval will be sought under Chapter 2E of the Corporations Act.

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities, such as the Options proposed to be issued pursuant to Resolution 11, to a related party of the Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires shareholder approval to issue the Options to Mr Eric Finlayson as, for the purposes of Chapter 2E of the Corporations Act and ASX Listing Rule 10.11, the Director is a related party of the Company.

For the purposes of ASX Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided to members:

The related parties to whom the financial benefit to be given and the nature of the financial benefit are set out in the table below:

Related Party	Relationship	Number of Options	Exercise Price	Expiry Date
Eric Finlayson	Director	500,000	8 cents	30/11/2020

The terms and conditions of the Options to be granted to the Director are set out in Annexure A.

The Directors of the Company are Mr Richard Shemesian, Mr Anthony Ho and Mr Eric Finlayson.

The Directors in the case of each grant of Options to another Director or his Associate consider that the number and terms of the Options constitutes an appropriate number of Options to adequately incentivise each of the Directors in light of their skill, experience and reputation when considered together with their remuneration as Directors.

All directors, excluding Mr Finlayson, recommend that Shareholders vote in favour of Resolution 11. Mr Finlayson abstains from making a recommendation to Shareholders in respect of Resolution 11 as he is personally interested in the outcome of Resolution 11 in that he (or his nominee(s)) is the proposed recipient of the Options.

12.3 Valuation

The Directors have undertaken a valuation using an employee option valuation model based on Black and Scholes. It is a requirement of ASIC that a dollar value be placed on the Options to be issued.

In determining this value, the following assumptions have been made:

- (a) the Share price at the issue dates is assumed to be \$0.04 per Share, which is based on volume weighted average prices of trading in the Shares up to and including 16 March 2015;
- (b) 500,000 Options are to be exercisable at \$0.08;
- (c) 500,000 Options are expected to expire on 30/11/18.
- (d) the estimate of volatility, based on price volatility of the Shares to the expiry of the options is approximately 160% based on share volatility over the last 3 months; and
- (e) the average current risk-free interest rate is 1.81% (Government Bond Rate for next 2 years).

On this basis, the options are valued at approximately \$0.038 per Option. Therefore, the implied "value" of the Options being granted to the director is as follows:

Related Party	Number of Options	Value
Eric Finlayson	500,000	\$18,158

Other information that is reasonably required by members to make a decision whether it is in the best interest of the Company to pass Resolution 11 and that is known to the Company or any of its Directors is as follows:

- (i) Resolution 11 would have the effect of giving power to the Directors to grant a total of 500,000 Options. On 30 September 2015, the Company had on issue 70,155,576 Shares and 13,766,674 Options exercisable over various periods and at various exercise prices. In addition the Company has 1.3 million performance rights on issue.
- (ii) If all of the 500,000 Options granted as proposed above are exercised, the effect would be to dilute the shareholding of existing shareholders by approximately 0.07%.
- (iii) The market price of the Shares during the period of the Options will normally determine whether or not Option holders exercise the Options. At the time any Options are exercised and Shares are issued pursuant to the exercise of the Options, the Shares may be trading at a price which is higher than the exercise price of the Options.
- (iv) In respect of remuneration and consulting fees payable to the Director:

Mr Finlayson or his nominee is entitled to be paid \$40,000 per annum, inclusive of superannuation;

As at the date of this notice, the Director has the following interest in the securities of the Company.

Name	Number of Shares	Number of Performance Rights	Number of options
Mr Eric Finlayson	270,832	100,000	275,000

The following table details the trading history of the Company's Shares on the ASX in the 12 months preceding 30 September 2015:

Date	High (\$)	Low (\$)	VWAP (\$)
As at 30 September 2015	\$0.04	\$0.04	\$0.04
1 month to 30 September 2015	\$0.045	\$0.03	\$0.042
3 months to 30 September 2015	\$0.064	\$0.03	\$0.047
6 months to 30 September 2015	\$0.12	\$0.03	\$0.051
12 months to 30 September 2015	\$0.20	\$0.03	\$0.098

12.4 ASX Listing Rule Requirements

Listing Rule 10.11 requires member approval to the issue of securities to a related party of the Company. As Mr Finlayson is a related party of the Company, Shareholder approval under Listing Rule 10.11 is required for the grant of the Options as set out in Resolution 11.

The following information is provided to members for the purpose of Listing Rule 10.13:

- (a) the Options will be granted to Mr Finlayson who is a Director of the Company, or their respective nominees;
- (b) the maximum number of Options to be issued is 500,000 and the maximum number of Shares to be issued if the Options all become exercisable and are exercised is 500,000;
- (a) the Options will be issued no later than one month after the date of the Meeting;
- (b) the Options will be granted to Mr Finlayson as part of his remuneration and incentive package with the Company and in consideration of their services to the Company. The Director will pay \$0.0001 per option on the grant of the Options;
- (c) \$50 raised by the grant of the Options will be applied to working capital. If all of the Options become exercisable and are exercised at the price of

8 cents, \$40,000 of additional funding will be raised for the Company which will be used for working capital purposes;

- (d) the terms and conditions of the Options are set out in Annexure A; and
 - (g) a voting exclusion statement forms part of the notice of meeting.
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SPECIAL BUSINESS

13.0 Resolution 12 - Approval of 10% Placement Capacity

13.1 Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued capital through placements over a twelve month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The effect of Resolution 12 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Notice of Meeting the Company has the capacity to issue 7,751,438 shares under listing rule 7.1 and 6,809,292 shares under listing rule 7.1A as outlined in the Appendix 3B lodged with the ASX on 14 October 2015.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. Resolution 13 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1.A.2 (refer to Section 12.2 (c) below). The Company may use funds raised from any 10% Placement Facility for funding specific projects and/or general working capital. It may also use the 10% Placement Facility for non cash consideration purposes such as joint venture or project acquisitions (although the Company presently has no intention to do so).

The Directors of the Company believe that Resolution 12 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

13.2 ASX Listing Rule 7.1.A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has one class of Equity Securities being Shares.

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) - E

A is the number of shares on issue 12 months before the date of the issue or agreement:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (iv) less the number of fully paid shares cancelled in the 12 months.

Note: A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days (as defined in the ASX Listing Rules) immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(the 10% Placement Period)

13.3 Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) Minimum Price

Any Equity Securities issued will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) Risk of Voting Dilution

If Resolution 12 is approved by the Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table (in the case of unlisted options, only if the unlisted options are exercised). There is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows:

(i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2	Issue Price (per Share)	Dilution		
		50% decrease in Deemed Price 2.0 cents	Deemed Price 4.0 cents	100% Increase in Deemed Price 8 cents
Current Variable A 70,405,576 Shares	10% Voting Dilution	7,040,557 shares	7,040,557 shares	7,040,557 shares
	Funds Raised	\$140,811	\$281,622	\$492,839
50% increase in current Variable A 105,608,364 shares	10% Voting Dilution	10,560,836 shares	10,560,836 shares	10,560,836 shares
	Funds Raised	\$211,217	\$422,433	\$844,867
100% increase in current Variable A 140,811,152 Shares	10% Voting Dilution	14,081,115 shares	14,081,115 shares	14,081,115 shares
	Funds Raised	\$ 281,622	\$563,245	\$1,126,489

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting;
- (ii) No unlisted options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A. The Company has 13,766,674 unlisted options on issue at the date of this Notice of Meeting;

- (iii) The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting;
- (iv) The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule";
- (v) The price of ordinary securities is deemed for the purposes of the table above to be \$0.04 cents, being the closing price of the Company's listed securities on ASX on 30 September 2015 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at;
- (vi) The table does not demonstrate the effect of listed options being issued under ASX Listing Rule 7.1A. It only considers the issue of the fully paid ordinary securities.
- (vii) The table does not take into account resolutions to be put before this meeting.

(c) Date of Issue

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 12 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking).

(d) Purpose of the Issue under the 10% Placement Capacity

The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration including for joint venture, licensing or collaboration agreements or the acquisition of new projects (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards advancing the Company's Fraser Range Nickel Project in Western Australia and its IOCG (Iron Oxide Copper Gold) project in South Australia and/or general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

(e) Previous Approval

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A. at the Annual General Meeting dated 27 November 2014.

The Company has not issued securities under ASX Listing Rule 7.1A during the year. The details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting is set out in schedule 1 to this Explanatory Memorandum.

The Company issued 10,967,349 shares (post consolidation) during the twelve months preceding the date of this meeting representing 18.4% of the total shares on issue at the commencement of the twelve month period. The Company issued 6,712,500 unlisted options (post consolidation) during the twelve months preceding the date of this meeting representing 37.2% of the total unlisted options on issue at the commencement of the twelve month period.

(f) Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates. At the date of that Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Directors unanimously recommend Shareholders vote in favour of Special Resolution 12.

GLOSSARY

The following is a glossary of various words and their meanings used in the Notice and Additional Information:

“**Associate**” has the meaning given by Sections 10 to 17 of the Corporations Act;

“**ASX**” means ASX Limited ACN 008 624 691;

“**Board**” means the Board of Directors of the Company;

“**Business Day**” has the same meaning as in the Listing Rules;

“**Company**” means Apollo Minerals Limited (ABN 96 125 222 924) of Level 9, 50 Margaret Street, Sydney, NSW 2000;

“**Constitution or Existing Constitution**” means the constitution of the Company;

“**Corporations Act**” means *Corporations Act 2001 (Cth)*;

“**Director**” means a director of the Company;

“**Equity Securities**” has the same meaning as in the Listing Rules;

“**Explanatory Memorandum**” means the explanatory notes and additional information to the Resolutions in the Notice;

“**Fully Paid Share**” means a fully paid ordinary share in the issued capital of the Company;

“**Key Management Personnel**” has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

“**listed**” means that the company has applied for listing of the relevant security on the Australian Securities Exchange and has been successful in securing the listing;

“**Listing Rules**” means the listing rules issued and enforced by the ASX as amended from time to time;

“**market price**” has the same meaning as defined in the Listing Rules;

“**Meeting**” means the annual general meeting convened by the Notice;

“**Notice**” means this notice of annual general meeting;

“**Officer**” has the same meaning as in the Corporations Act;

“**Related Parties**” means, in respect of an individual, an Associate of that individual or which is a company, trust, person or superannuation scheme for the benefit of any member of the family of that individual;

“**Resolution**” means each resolution to be considered at the Meeting;

“**Share**” means an ordinary share in the issued capital of the Company; and

“**Shareholder**” means the holder of a Share.

**SCHEDULE 1 - INFORMATION REQUIRED BY LISTING RULE 7.3A.6 – RESOLUTION 12 –
SHARE NUMBERS AND PRICES STATED POST 1 FOR 10 CONSOLIDATION**

	Issue 1	Issue 2	Issue 3	Issue 4	Issue 5	Issue 6
Date of issue:	29/12/14	20/1/15	19/2/2015	2/4/2015	13/5/15	12/2/2015
Number issued:	229,149	681,818	6,875,000	2,362,500	250,000	50,000
Class/Type of equity security:	Ordinary	Ordinary	Ordinary	Ordinary	Ordinary	Ordinary
Summary of terms:	Deemed price 16 cents per share	Deemed price 11 cents per share	8 cents per share	Deemed price 10 cents per share	8 cents per share	Deemed price 10 cents per share
Names of persons who received securities or basis on which those persons was determined:	Directors - Messrs Ho, Rimes and Finlayson. See AGM Notice 2014	Vendor of mining tenements	Placement to various shareholders including clients of Patersons Securities P/L	Enterprise Metals Ltd 2,000,000 Dominic Tisdell 300,000 Derek Pang 62,500	Eric Finlayson	Research company for services rendered
Price:	Deemed price 16 cents per share	Deemed price 11 cents per share	Price 8 cents per share	Deemed price 10 cents per share	Price 8 cents per share	Price 10 cents per share
Discount to market price (if any):						

	Issue 1	Issue 2	Issue 3	Issue 4	Issue 5	Issue 6
<i>For cash issues</i>						
Total cash consideration received:	N/A	N/A	\$550,000	N/A	\$20,000	N/A
Amount of cash consideration spent:	N/A	N/A	Nil	N/A	N/A	N/A

Use of cash consideration:	N/A	N/A	N/A	N/A	N/A	N/A
Intended use for remaining amount of cash (if any):	N/A	N/A	Fraser Range Nickel Project Exploration	N/A	Fraser Range Nickel Project Exploration	N/A

<i>For non-cash issues</i>						
Non-cash consideration paid:	\$36,664	\$75,000	N/A	\$236,250	N/A	\$5,000
Current value of that non-cash consideration:	\$10,082	\$30,000	N/A	\$103,950	N/A	\$2,200

**ANNEXURE A
(Resolutions 9,10 & 11)**

The terms and conditions of the Annexure A Options shall be as follows:

- (a) Each Annexure A Option entitles the holder to acquire one (1) Share.
- (b) The Annexure A Options are exercisable at any time up until 5.00pm on 30 November 2020 (**Annexure A Option Exercise Period**) by completing an exercise form and delivering it together with the payment for the number of Shares in respect of which the Annexure A Options are exercised to the registered office of the Company or to the share registry of the Company.
- (c) The Annexure A Options vest on date of Grant (**Annexure A Option Vesting Date**).
- (d) The Annexure A Option exercise price is A\$0.08 per Annexure A Option.
- (e) On and from the relevant Annexure A Option Vesting Date, the Annexure A Options will be freely transferable in whole or in part at any time prior to expiry.
- (f) Shares issued on the exercise of an Annexure A Option will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Annexure A Option will rank equally with the then issued ordinary shares of the Company in all respects. Official quotation of those Shares on the ASX will be sought.
- (g) The Annexure A Option holders shall only be permitted to participate in a new issue of securities on the prior exercise of Annexure A Options in which case the Annexure A Option holders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise their Annexure A Options.
- (h) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the Annexure A Option holders will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (i) If there is a bonus issue to Shareholders, the number of Shares over which the Annexure A Option is exercisable may be increased by the number of Shares which the holder of the Annexure A Option would have received if the Annexure A Option had been exercised before the record date for the bonus issue.
- (j) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Annexure A Option may be reduced in accordance with the ASX Listing Rules.
- (k) Reminder notices will be forwarded to the Annexure A Option holders prior to the expiry of the Annexure A Options. Annexure A Options not exercised before the expiry of the Annexure A Option Exercise Period will lapse.
- (l) The Annexure A Options will be recorded on the Company's register of Option holders maintained at the share registry. The register will be open for inspection by the Annexure A Option holders free of charge. Shares to be allotted on exercise of Annexure A Options will be recorded on the Company's share register.

- (m) The Directors will not seek quotation of the Annexure A Options on the ASX.
- (n) The Annexure A Option holder, if appearing on the Company's register of Option holders at the relevant date, will be entitled to receive and will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meetings and will have the right to attend but shall have no right to vote at such meetings.

**ANNEXURE B
(Resolution 6)**

The terms and conditions of the Annexure B Options shall be as follows:

- (a) Each Annexure B Option entitles the holder to acquire one (1) Share.
- (b) The Annexure B Options are exercisable at any time up until 5.00pm on 30 November 2017 (**Annexure B Option Exercise Period**) by completing an exercise form and delivering it together with the payment for the number of Shares in respect of which the Annexure B Options are exercised to the registered office of the Company or to the share registry of the Company.
- (c) The Annexure B Options vest on date of Grant (**Annexure B Option Vesting Date**).
- (d) The Annexure B Option exercise price is A\$0.08 per Annexure B Option.
- (e) On and from the relevant Annexure B Option Vesting Date, the Annexure B Options will be freely transferable in whole or in part at any time prior to expiry.
- (f) Shares issued on the exercise of an Annexure B Option will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Annexure B Option will rank equally with the then issued ordinary shares of the Company in all respects. Official quotation of those Shares on the ASX will be sought.
- (g) The Annexure B Option holders shall only be permitted to participate in a new issue of securities on the prior exercise of Annexure B Options in which case the Annexure B Option holders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise their Annexure B Options.
- (h) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the Annexure B Option holders will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (i) If there is a bonus issue to Shareholders, the number of Shares over which the Annexure B Option is exercisable may be increased by the number of Shares which the holder of the Annexure B Option would have received if the Annexure B Option had been exercised before the record date for the bonus issue.
- (j) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Annexure B Option may be reduced in accordance with the ASX Listing Rules.
- (k) Reminder notices will be forwarded to the Annexure B Option holders prior to the expiry of the Annexure B Options. Annexure B Options not exercised before the expiry of the Annexure B Option Exercise Period will lapse.
- (l) The Annexure B Options will be recorded on the Company's register of Option holders maintained at the share registry. The register will be open for inspection by the Annexure B Option holders free of charge. Shares to be allotted on exercise of Annexure B Options will be recorded on the Company's share register.

- (m) The Directors will not seek quotation of the Annexure B Options on the ASX.
- (n) The Annexure B Option holder, if appearing on the Company's register of Option holders at the relevant date, will be entitled to receive and will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meetings and will have the right to attend but shall have no right to vote at such meetings.

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APOLLO MINERALS LIMITED

ACN: 125 222 924

REGISTERED OFFICE:

SUITE 1503B, LEVEL 15
GOLDFIELDS HOUSE
1 ALFRED STREET
SYDNEY NSW 2000

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd

All Correspondence to:

PO BOX 535, APPLECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPLECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«EFT_REFERENCE_NUMBER»

«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:

AON

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and 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 of the Company to be held at 4:30pm AEDT on Monday 23 November 2015 at THE BOARD ROOM OF HALL, CHADWICK, LEVEL 40 2 PARK STREET, SYDNEY NSW 2000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies **in FAVOUR** of all the resolutions.

In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain		For	Against	Abstain*
1. REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR'S FEES - MR ERIC FINLAYSON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. RE-ELECTION OF DIRECTOR - MR ANTHONY HO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR'S FEES - MR ANTHONY HO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. RE-ELECTION OF DIRECTOR - MR ERIC FINLAYSON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. APPROVAL TO ISSUE OPTIONS - MR RICHARD SHEMESIAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. RATIFICATION OF PRIOR ISSUE OF 2,312,500 SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. APPROVAL TO ISSUE OPTIONS - MR ANTHONY HO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. APPROVAL TO ISSUE UP TO 50,000,000 SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. APPROVAL TO ISSUE OPTIONS - MR ERIC FINLAYSON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. APPROVAL TO ISSUE UP TO 30,000,000 OPTIONS TO INVESTORS, ADVISORS AND CONSULTANTS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. APPROVAL OF 10% PLACEMENT CAPACITY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 4:30pm AEDT on Saturday 21 November 2015.

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AONPX2231115

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My/Our contact details in case of enquiries are:

Name:

Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Registrars Pty Ltd

Online www.securitytransfer.com.au

Postal Address PO BOX 535
Applecross WA 6953 AUSTRALIA

Street Address Alexandria House
Suite 1, 770 Canning Highway
Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

