

29 June 2016

The Company Announcements Office  
Australian Securities Exchange Limited

### Information required under Listing Rule 3.10.5A

For the purposes of Listing Rule 3.10.5A, Aphrodite Gold Limited ("Company") advises that on 28 June 2016 it issued 104,918,879 fully paid ordinary shares ("Shares"), of which 45,889,417 Shares were issued in accordance with Listing Rule 7.1A ("7.1A Placement Shares"). The issue price was \$0.019 per Share, with a total of \$1,993,458 in funds raised before costs.

Pursuant to Listing Rule 3.10.5A, the Company advises that:

1. The 7.1A Placement Shares represented 10% of the Shares on issue in the Company, resulting in dilution to the existing holders of ordinary sharers by that amount;
2. The Company considered that issuing the 7.1A Placement Shares under Listing Rule 7.1A in conjunction with an offer to existing shareholders under a Share Purchase Plan was the most efficient and expedient method for raising funds required by the Company for:
  - a. pre-feasibility costs of drilling for resource definition, metallurgical samples and geotechnical sampling;
  - b. environmental and government approvals;
  - c. recourse modelling;
  - d. open pit optimisation; and
  - e. general working capital;
3. The issue of the 7.1A Placement Shares was not underwritten; and

4. Applications for the 7.1A Placement Shares were made via a broker (Bell Potter Securities Limited). The Company agreed to pay a broker's fee of 4% of the placement amount and to issue the broker (subject to shareholder approval) a total of 40million unlisted options, exercisable at \$0.04 on or before 3 years after the date of grant.

Yours faithfully



Michael Beer  
Company Secretary