



ASX ANNOUNCEMENT

26 JULY 2016

NOTICE TO SHAREHOLDERS

Apollo Minerals Ltd (ASX: AON) (“Apollo” or “the Company”) advises that the attached notices in respect to the Company’s one for one non-renounceable entitlements issue have been sent to eligible and ineligible shareholders (as applicable) today.

FOR FURTHER INFORMATION CONTACT:

Clint McGhie – Company Secretary

Apollo Minerals Limited

Email: info@apollominerals.com.au

Tel: +61 8 9322 6322



«Company_code» «Sequence_number»

26 July 2016

«Holder_name»
«Address_line_1»
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Dear Shareholder

Non-Renounceable Rights Issue

On 11 May 2016, Apollo Minerals Limited (the **Company**) announced a non-renounceable pro rata entitlement offer.

The offer will be made on the basis of 1 new share for every 1 existing share held by shareholders with a registered address in Australia or New Zealand as at 7:00pm (AEST) on 28 July 2016 (**Eligible Shareholders**), at an offer price of \$0.05 per share to raise up to approximately \$3.1 million (**Offer**).

Funds raised from the Offer will be used primarily to continue exploration on the Company's existing projects, pursue new business opportunities and projects and general working capital.

New shares to be issued under the Offer will rank equally with existing shares. The Company has applied to ASX for the new shares to be listed. Fractional entitlements will be rounded up to the nearest whole number.

A prospectus for the Offer has been lodged with ASIC on 22 July 2016 and is available on both the ASX website (www.asx.com.au) and the Company's website (www.apollominerals.com.au) (**Prospectus**). Full details of the Offer are contained in the Prospectus and accompanying personalised entitlement and acceptance form (**Entitlement and Acceptance Form**) to be sent to Eligible Shareholders following the Record Date.

Shareholders should read the Prospectus carefully in deciding whether to acquire new shares under the Offer and will need to complete the Entitlement and Acceptance Form to take up their entitlement.

If all Shareholders do not accept their full entitlement pursuant to the Offer, the Directors reserve the right, subject to any restrictions imposed by the Corporations Act 2001 (Cth) and the ASX Listing Rules, to issue any shortfall shares (**Shortfall Shares**) at their sole discretion.

The offer of the Shortfall Shares is a separate offer made pursuant to the Prospectus. The Shortfall Shares will be issued at a price of \$0.05, being the same terms as the new shares issued to Shareholders under the Offer.

The offer of Shortfall Shares will be made at the absolute discretion of the Directors. Eligible Shareholders do not apply for Shortfall Shares through oversubscriptions to their entitlement under the Offer. The Directors may determine, in their absolute discretion, to make the offer of Shortfall Shares available to some or all Eligible Shareholders.

Assuming that no shares are issued prior to the Record Date, at the close of the Offer, the capital structure of the Company following the Offer will be:

Shares	Full Subscription	
	Number	%
Existing Shares	62,382,141	50.0
New Shares offered under this Prospectus	62,382,141	50.0
Total Shares	124,764,282	100.0

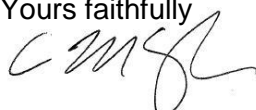
Options	Number	Exercise price
Unlisted expiry date 30 June 2018	1,500,000	\$0.05
Unlisted expiry date 30 June 2019	2,000,000	\$0.075
Unlisted expiry date 28 February 2017	1,763,543	\$1.20
Unlisted expiry date 28 February 2018	1,678,125	\$0.52
Unlisted expiry date 30 November 2020	1,500,000	\$0.32
Total Options currently on issue	8,441,668	

The indicative timetable for the Offer is set out below:

Lodgement of the Prospectus with ASIC and ASX	22 July 2016
Ex-date	27 July 2016
Record date to determine Entitlement (Record Date)	28 July 2016
Prospectus with Entitlement and Acceptance Form dispatched	29 July 2016
Offer opens for receipt of Applications	29 July 2016
Closing date for acceptances (Closing Date)	12 August 2016
Deferred settlement trading commences	15 August 2016
Notify ASX of Shortfall	17 August 2016
Issue of New Shares	19 August 2016
Deferred settlement trading ends	19 August 2016
Dispatch of shareholding statements	22 August 2016
Normal trading of New Shares expected to commence	22 August 2016

The timetable above is indicative only and may be subject to change. The Company reserves the right to amend any or all of these dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws.

Yours faithfully



Clint McGhie
Company Secretary



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Dear Shareholder

Non-Renounceable Rights Issue

On 11 May 2016, Apollo Minerals Limited (the **Company**) announced a non-renounceable pro rata entitlement offer to eligible shareholders of 1 new share for every 1 existing share held at the record date of 7:00pm (AEST) on 28 July 2016 (**Offer**). The issue price for the new shares is \$0.05.

The Offer seeks to raise up to approximately \$3.1 million.

Further details of the Offer, including the rights issue timetable and effect on the Company's capital structure are set out in a prospectus lodged with ASIC on 22 July 2016. The prospectus will be dispatched to eligible shareholders on 29 July 2016. The prospectus is available on the Company's website (www.apollominerals.com.au) and on the ASX website (www.asx.com.au).

The Company has decided that it is unreasonable to extend the Offer to shareholders with a registered address outside Australia or New Zealand as at the record date (**Ineligible Shareholders**), having regard to the number of such shareholders, their holdings and the compliance costs required to extend Offer to those shareholders.

The purpose of this letter is to inform you that no offer is being made to you and the prospectus will not be sent to you as you are an Ineligible Shareholder.

This letter is neither an offer to issue securities to you nor an invitation for you to apply for the new securities under the Offer.

You do not have to take any action in relation to the Offer.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Clint McGhie'.

Clint McGhie
Company Secretary