



26 July 2016

Mr Elvis Onyura
ASX Compliance Pty Limited
20 Bridge Street
Sydney NSW 2000

Dear Mr Onyura

Appendix 3Y – Director’s Interest Notice

I refer to your letter dated 22 July 2016 regarding the Change in Director’s Interest Notice (“Appendix 3Y”) for Mr Richard Shemesian lodged on 13 July 2016. The Company recognises that this notice was lodged outside the timeline prescribed in accordance with ASX Listing Rule 3.19A. In response to the questions in your letter, we give the following answers:

1. *Please explain why the Appendix 3Y was lodged late?*

The Appendix 3Y included details for the acquisition of 295,786 Shares (on a post consolidation basis) by way of off market transfer processed on 22 March 2016. The Appendix 3Y in respect of the transfer was not lodged until the discrepancy was identified by new management of the Company when reconciling Mr Shemesian’s holdings following his participation in the placement on 7 July 2016. Mr Shemesian and previous management are not able to explain why this oversight occurred.

2. *What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?*

All the new and current Directors are aware of their obligations in relation to Listing Rule 3.19A and in accordance with the ASX Listing Rules the Company has put in place a Securities Trading Policy, which forms part of each Directors letter of appointment. This policy requires Directors to immediately notify the Company Secretary of any changes in the Company’s securities held by Directors, and the Directors letter of appointment requires that such notification occurs no later than three business days of such change occurring.

3. *If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?*

The Company’s New Chairman and Company Secretary have reviewed the Trading Policy and the procedures in place, and they have been circulated to the Board and Key Management Personnel to ensure their familiarity with the Trading Policy and procedures in place. The Company Secretary has also requested that the Company’s Share Register provide notification of any changes to identified Director holdings.



The Company is strongly committed to ensuring its compliance with the disclosure obligations in accordance with the share trading policy and the ASX Listing Rules.

Yours sincerely

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

Clint McGhie
Company Secretary



22 July 2016

Mr Clint McGhie
Company Secretary
Apollo Minerals Limited
Level 9
28 The Esplanade
Perth WA 6000

By Email

Dear Mr McGhie

Apollo Minerals Limited (the “Company”): Appendix 3Y – Change of Director’s Interest Notice

We refer to the following;

1. The Appendix 3Y lodged by the Company with ASX on Wednesday, 13 July 2016 for Mr Richard Shemesian (the “Director’s Notice”);
2. Listing Rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*
 - *On the date that the entity is admitted to the official list.*
 - *On the date that a director is appointed.*

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity’s admission or a director’s appointment.
 - 3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*
 - 3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.*
3. Listing Rule 3.19B which states as follows.



An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by Listing Rule 3.19.A. The entity must enforce the arrangements with the director.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of Listing Rules 3.19A and 3.19B.

The Appendix 3Y indicates that a change in the Director's notifiable interest occurred on 22 March 2016. It appears that the Director's Notice should have been lodged with ASX by 31 March 2016. Consequently, the Company may be in breach of Listing Rules 3.19A and/or 3.19B. It also appears the director concerned may have breached section 205G of the Corporations Act.

Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the Listing Rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the Listing Rules.

Having regard to Listing Rules 3.19A and 3.19B and Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does the Company have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with Listing Rule 3.19B?

Your response should be sent to me by e-mail at elvis.onyura@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (i.e. before 9.30 a.m. AEST) on Wednesday, 27 July 2016.

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.



ASX

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Elvis Onyura

Senior Adviser, Listings Compliance (Sydney)