

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

|                       |                                |
|-----------------------|--------------------------------|
| <b>Name of entity</b> | <b>Apollo Minerals Limited</b> |
| <b>ABN</b>            | <b>96 125 222 924</b>          |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                   |
|----------------------------|-------------------|
| <b>Name of Director</b>    | Richard Shemesian |
| <b>Date of last notice</b> | 23 December 2013  |

### **Part 1 - Change of director's relevant interests in securities**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|                                                                                                                                                                         |                                                                                                                                                                                                                                       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Direct or indirect interest</b>                                                                                                                                      | Direct & Indirect                                                                                                                                                                                                                     |
| <b>Nature of indirect interest<br/>(including registered holder)</b><br><small>Note: Provide details of the circumstances giving rise to the relevant interest.</small> | Black Swan Global Pty Ltd (trustee of an investment trust of which the Director is a potential beneficiary)<br><br>Normandy Corporation Pty Limited (trustee of a self managed superannuation fund of which the director is a member) |
| <b>Date of change</b>                                                                                                                                                   | 16 December 2014                                                                                                                                                                                                                      |
| <b>No. of securities held prior to change</b>                                                                                                                           | AON – 15,494,357 ordinary shares<br>Unlisted Options – 1,000,000 exercisable at 8c expiry 31/12/2014<br>5,000,000 Performance rights expiry 30 June 2015                                                                              |
| <b>Class</b>                                                                                                                                                            | Ordinary shares                                                                                                                                                                                                                       |
| <b>Number acquired</b>                                                                                                                                                  | 500,000                                                                                                                                                                                                                               |
| <b>Number disposed</b>                                                                                                                                                  | Nil                                                                                                                                                                                                                                   |

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+ See chapter 19 for defined terms.

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|                                                                                                                                                                             |                                                                                                                                                          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation                                                                   | \$4,141.84                                                                                                                                               |
| <b>No. of securities held after change</b>                                                                                                                                  | AON – 15,994,357 ordinary shares<br>Unlisted Options – 1,000,000 exercisable at 8c expiry 31/12/2014<br>5,000,000 Performance rights expiry 30 June 2015 |
| <b>Nature of change</b><br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | On market purchase                                                                                                                                       |

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

|                                                                                                                                                                              |     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Detail of contract</b>                                                                                                                                                    | N/A |
| <b>Nature of interest</b>                                                                                                                                                    |     |
| <b>Name of registered holder (if issued securities)</b>                                                                                                                      |     |
| <b>Date of change</b>                                                                                                                                                        |     |
| <b>No. and class of securities to which interest related prior to change</b><br>Note: Details are only required for a contract in relation to which the interest has changed |     |
| <b>Interest acquired</b>                                                                                                                                                     |     |
| <b>Interest disposed</b>                                                                                                                                                     |     |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and an estimated valuation                                                                 |     |
| <b>Interest after change</b>                                                                                                                                                 |     |

### Part 3 – +Closed period

|                                                                                                                                                    |     |
|----------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b> | No  |
| <b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>                                               | N/A |
| <b>If prior written clearance was provided, on what date was this provided?</b>                                                                    | N/A |

+ See chapter 19 for defined terms.