APOLLO

MINERALS LIMITED

2019 ANNUAL REPORT

ABN 96 125 222 924

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CORPORATE DIRECTORY
RÉPERTOIRE D'ENTERPRISE

Directors:	Mr Ian Middlemas – Chairman Mr Hugo Schumann – Executive Director Mr Robert Behets – Non-Executive Director Dr Michel Bonnemaison – Non-Executive Director Mr Ajay Kejriwal – Non-Executive Director Mr Mark Pearce – Non-Executive Director
Company Secretary:	Mr Dylan Browne
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Registered Office:	Level 9, BGC Centre, 28 The Esplanade, Perth WA 6000 Tel: +61 8 9322 6322 Fax: +61 8 9322 6558
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Share Register:	Security Transfer Australia Pty Ltd 770 Canning Highway, Applecross WA 6953 Tel: +61 8 9315 2333 Fax: +61 8 9315 2233
Securities Exchange Listing:	Australian Securities Exchange Home Branch – Perth
ASX Code:	AON – Fully paid ordinary shares
Bankers:	France – Société Générale Australia – Australia and New Zealand Banking Group Limited
Solicitors:	France – Jeantet (Paris) and BSH Avocats (Paris) Australia – DLA Piper (Australia)
Auditor:	Deloitte Touche Tohmatsu

The Directors of Apollo Minerals Limited present their report on the Consolidated Entity consisting of Apollo Minerals Limited ("**Company**" or "**Apollo Minerals**") and the entities it controlled at the end of, or during, the year ended 30 June 2019 ("**Consolidated Entity**" or "**Group**").

OPERATING AND FINANCIAL REVIEW

Apollo Minerals is a responsible mining company focused on the exploration and development at the Kroussou zinc-lead project in western Gabon ("**Kroussou Project**") and the defence and development of its Couflens Project in southern France ("**Couflens Project**") while progressing the adjacent Aurenere Project in neighbouring Spain ("**Aurenere Project**").

Highlights during and subsequent to the end of the year include:

- **The Company announced that it had entered into an Earn-In Agreement with Trek Metals Limited to earn-in an interest of up to 80% in the Kroussou Project**
- **The Kroussou Project is a significant, large scale, near surface zinc-lead project with exploration to date validating the province-scale base metal potential**
- **Previous exploration work at the Krousso Project has resulted in the identification of 150 zinc-lead mineral occurrences over a +70km strike length of prospective geology within the project area**
- **Strong pipeline of news flow expected as Company mobilises its existing French-speaking exploration team to rapidly commence an exploration program at the Kroussou Project, including drilling to delineate the Project's scale**
- **Administrative Court of Toulouse ruled to cancel the Couflens exploration permit (the "Couflens PER") due to claimed errors made by the French State in the granting of the permit. The Couflens PER includes the high grade Salau tungsten mine**
- **The Company and the French State have lodged coordinated appeals with the Appeal Court of Bordeaux following the adverse Court verdict in relation to the Couflens PER**
- **Prior to the cancellation of the Couflens PER, the Company completed the following:**
  - **Identified numerous gold and tungsten targets from extensive in-mine mapping undertaken as part of health and safety risk assessments at the historical Salau mine. The new targets include extensive zones with strong gold potential related to breccias cemented by massive sulphides, with thicknesses up to 5 metres**
  - **Installed in-mine ventilation infrastructure, repaired mine supports, secured working areas for exploration and installed communication and emergency facilities**
  - **Completed all in-mine health and safety risk assessment programs, with final results pending**
  - **A Cooperation Agreement in relation to the Couflens Project was approved by a unanimous vote at the General Assembly of the Community of Communes Couserans Pyrenees**
  - **Announced previously unavailable reports on gold assay results from 1986 from historical channel sampling and drilling inside the Salau mine including:**
    - **up to 1.9m @ 16 g/t gold from channel sampling programs; and**
    - **8.5m @ 3.4 g/t gold, including 1.9m @ 8.4 g/t gold, from diamond drilling results within the mine area**
  - **Commenced with geophysical programs to assist with the definition of exploration targets and to improve the Company's understanding of regional geological structures**
- **Commenced a full Environmental Impact Assessment as part of its application for the Aurenere Project in Spain**

OPERATING AND FINANCIAL REVIEW (Continued)

Highlights (Continued)

- **Completed the listing of the Company's former subsidiary Constellation Resources Limited, which holds the Fraser Range nickel-copper and gold assets, via an Initial Public Offering ("IPO") on the Australian Securities Exchange (ASX) on 30 July 2018**

LOOKING AHEAD

- **Conduct an initial exploration program at the Kroussou Project which will focus on defining sufficient shallow (open-pittable), high grade zinc-lead mineralisation to justify commencement of feasibility studies**

- **Strongly defend the Company's interest at the Couflens Project and continue to assess the range of options available to it in relation to the adverse Court verdict**

Within the broader ground holding including the Couflens Project (France) and the adjacent Aurenere Project (Spain):

- **Progress with the environmental studies at the Aurenere Project**

- **Complete the planned initial drilling program at the Aurenere Project following the final application for the Investigation Permit**

CORPORATE:

- **Announced an Entitlements Offer to raise $4.2 million before costs**

- **Appointment of Mr Dylan Browne as Chief Financial Officer and Company Secretary in July 2018**

Operations

FARM-IN INTO HIGHLY PROSPECTIVE, LARGE SCALE NEAR SURFACE ZINC-LEAD PROJECT

Subsequent to the end of the year, the Company announced that it had entered into an Earn-in Agreement ("**EIA**") with Trek Metals Limited ("**Trek**") to earn-in an interest of up to 80% in the Kroussou Project.

The Kroussou Project is a significant, large scale, near surface zinc-lead project with exploration to date validating the province-scale base metal potential.

Previous exploration work has resulted in the identification of 150 zinc-lead mineral occurrences over a +70km strike length of prospective geology within the project area.

The mineral occurrences are associated with 18 channels (prospects), each representing an exploration target with the potential to host significant shallow, zinc-lead mineralisation.

Only four of the 18 prospects have been drill tested to date, with all four channels intersecting zinc-lead mineralisation at very shallow depths.

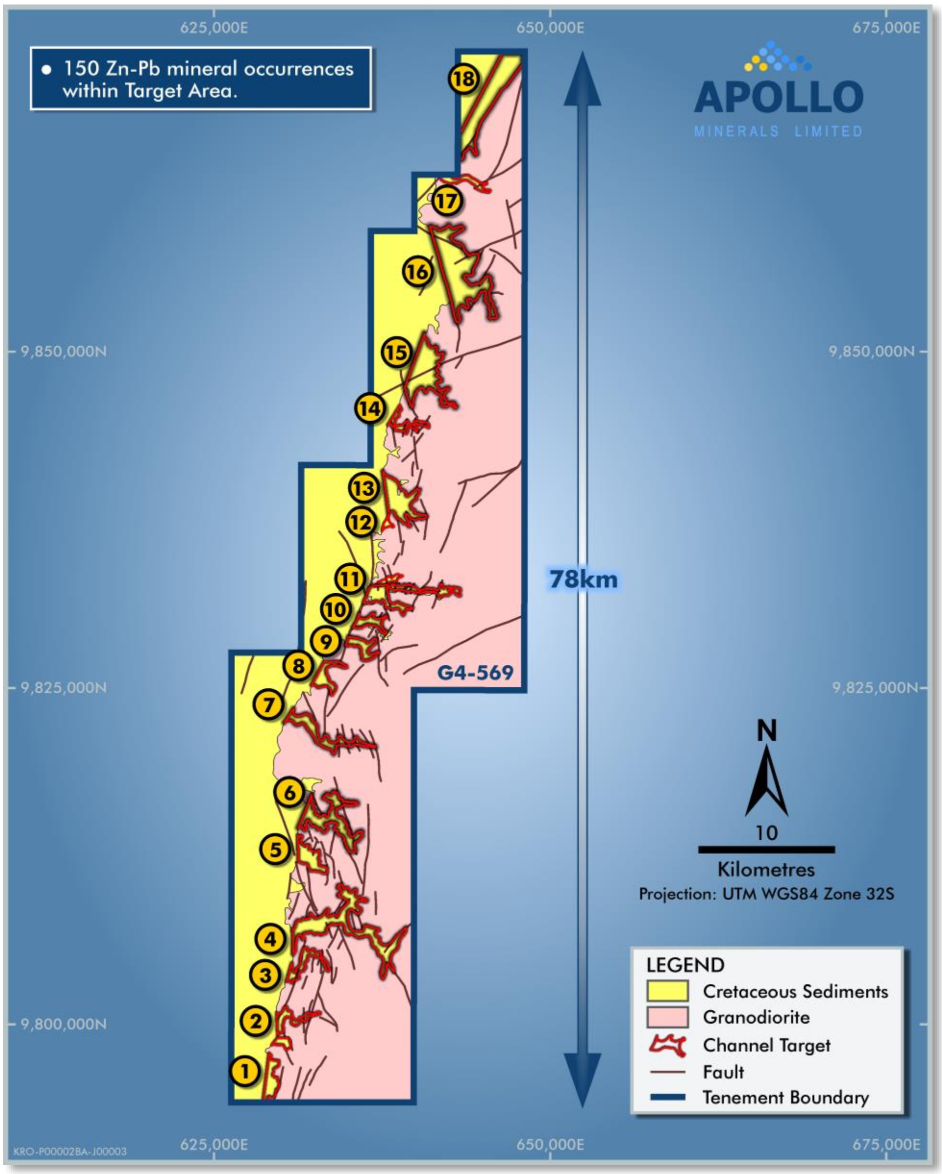
Multiple opportunities for discovery exist with all 18 prospects remaining open and under-explored, with broader, deeper parts of the basin to the west completely untested.

Exploration at the Kroussou Project to date has been severely curtailed by limited access to capital while Initial metallurgical test work has confirmed high recoveries and produced separate, high grade and high-quality zinc and lead concentrates.

Initial exploration will focus on defining sufficient shallow (open-pittable), high grade zinc-lead mineralisation to justify commencement of feasibility studies.

The Company will earn an 80% interest in the Project by: a) spending A$2 million on the Kroussou Project within three years to earn a 70% interest; and b) spending a further A$2,000,000 on the Kroussou Project within five years to earn a further 10% interest (taking the total interest to 80%).

Thereafter, the parties must contribute on a pro rata basis or be diluted. If a party dilutes down below 10%, then its interest in the Project automatically converts into a 1% Net Smelter Royalty.



Kroussou Project highlighting 18 Prospects

KROUSSOU PROJECT OVERVIEW

The Kroussou Project consists of one Prospecting License, G4-569, covering 986.5km^2 located in Ngounié Province, western Gabon, 220km southeast of the capital city of Libreville.

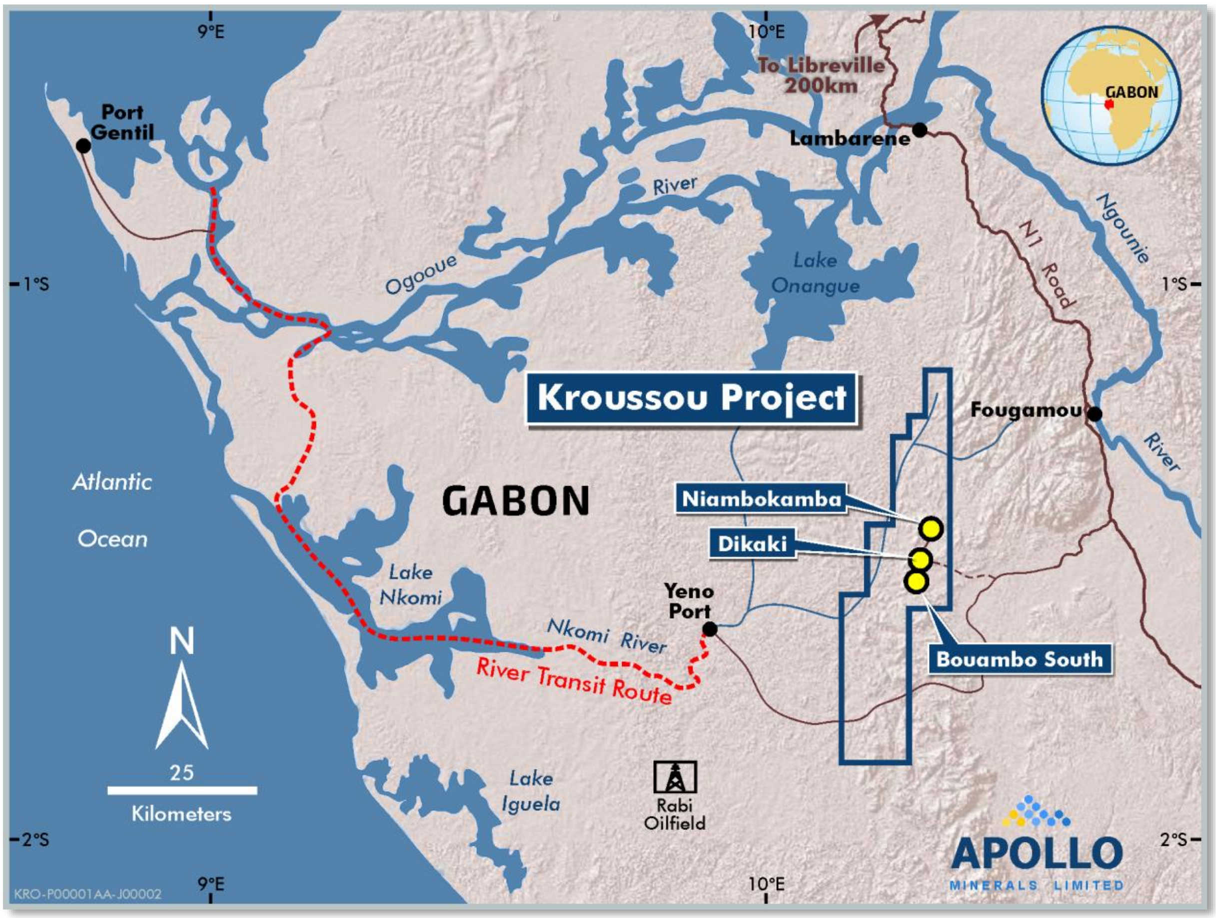
The Kroussou Project is readily accessible using a bitumen highway that runs south from the capital Libreville and all-weather unsealed roads and logging tracks that lead into the project area. The project area is surrounded by significant oil and gas and logging activities which facilitates good access to the Kroussou Project area and useful road, port and communications infrastructure.

A small river port at Yeno, approximately 65km to the west of the Kroussou Project along a good quality road, is used by the timber and oil industries to barge equipment and product to Gabon's main commercial shipping base at Port Gentil, approximately three days by river to the northwest of the Kroussou Project. This barge system presents a relatively cheap logistical solution for operations within the project area to and from the main export facilities at Port Gentil. Gabon is a mature mining jurisdiction and as such, has a supply of labour that is used to support exploration and mining operations.

OPERATING AND FINANCIAL REVIEW (Continued)

Operations (Continued)

KROUSSOU PROJECT OVERVIEW (Continued)



Kroussou Project License Location Plan

Results from 2018 drilling at the Kroussou Project include (see Trek's ASX Releases dated 28 August 2018 and 10 December 2018):

Dikaki:

- 20.8 metres @ 4.2% Zn+Pb (DKDD010, from 2.4 metres)
- 12.7 metres @ 4.6% Zn+Pb (DKDD012, from 25.1 metres)
- 15.1 metres @ 6.1% Zn+Pb (DKDD013, from 0.7 metres)
- 4.0 metres @ 15.2% Zn+Pb (DKDD029, from 8.1 metres)
- 2.8 metres @ 6.0% Zn+Pb (DKDD028, from 8.9 metres)
- 9.0 metres @ 4.5% Zn+Pb (DKDD033, from 37 metres)

Niambokamba (approximately 5km north of Dikaki):

- 3.0 metres @ 4.8% Zn+Pb (NKDD001, from 45.0 metres)

Initial Metallurgical Testwork

An initial metallurgical testwork program in 2018 produced separate high-grade, high-recovery zinc and lead concentrates. The testwork predicted relatively potential low-energy costs due to low grind times to achieve target sizing (see Trek's ASX Release dated 8 November 2018). The independent testwork, undertaken by METS Engineering in Perth, Western Australia, resulted in the production of:

- Lead concentrate up to 79% Pb (overall un-optimised lead concentrate graded >70% Pb with > 90% recovery); and
- Zinc concentrate up to 58% Zn (overall zinc concentrate graded 53% Zn at 65% recovery, with the majority of the zinc losses reporting to the lead rougher concentrate. Of the zinc reporting to the zinc rougher, 90% was recovered. Further optimisation on zinc depression in the lead rougher is expected to significantly improve the overall zinc recovery.

Exploration Plan

The initial exploration program will focus on defining sufficient shallow (open-pittable), high grade zinc-lead mineralisation to justify commencement of feasibility studies.

Exploration can commence quickly given the existence of local drilling contractors, existing site infrastructure and good access to drill targets using logging tracks.

Furthermore, the Company's existing French-speaking team will be combined with local Gabonese teams to rapidly begin work at the Kroussou Project.

The proposed work plan for the Kroussou Project includes:

- Mobilise drill rigs to conduct infill and extensional drilling program at the Dikaki Prospect before the end of the dry season in late September if possible;
- Rank and prioritise exploration targets across the project area based on historical data;
- Conduct surface exploration programs comprising soil surveying, geological mapping, rock chip sampling further assess identified prospects and to generate new targets within the broader project area;
- Conduct ground geophysics to refine identified prospects and generate new targets;
- Plan for the mobilisation of a track-mounted reverse circulation ("**RC**") rig suitable for a rapid drilling program over multiple channels;
- Create road access to new prospects in anticipation of an aggressive drill program;
- Continue metallurgical test work over all prospective targets to assess recovery characteristics, concentrate quality, and variability;
- Estimation and reporting of a Mineral Resource in accordance with the JORC Code; and
- Commence with feasibility studies.

The Company will undertake the work program with a strong commitment to all aspects of sustainable development and responsible mining, with an integrated approach to economic, social, environmental, health and safety management.

EUROPEAN GOLD AND TUNGSTEN PROJECTS (COUFLENS PROJECT AND AURENERE PROJECT)

The Company and the French State have lodged coordinated appeals in the Bordeaux Court of Appeals against the decision of the Toulouse Administrative Court on 28 June 2019 to cancel the Couflens PER which includes the historical high-grade Salau tungsten mine that was owned by the Company's French subsidiary Variscan Mines SAS.

The French State and the Company are contesting the decision of the Toulouse Administrative Court on the grounds that Variscan Mines SAS had sufficient financial capacity at the time of the granting of the Couflens PER. The appeal includes a request for a Stay of Execution which, if successful, would allow the Company to continue work on the Couflens PER during the appeal process. The Company will update the market on material developments during the appeal.

Furthermore, the Company is conducting a restructuring of its local French subsidiaries in order to simplify reporting and reduce operating costs assuming that the Company's appeal is further rejected.

OPERATING AND FINANCIAL REVIEW (Continued)

Operations (Continued)

EUROPEAN GOLD AND TUNGSTEN PROJECTS (COUFLENS PROJECT AND AURENERE PROJECT) (Continued)

The Company is separately advancing the application process for the Aurenere exploration permit in Spain, which is contiguous to the Couflens Project in France within the same geological corridor for gold and tungsten. The Company has formally requested input from the Spanish mining authorities on the scope for a full Environmental and Social Impact Assessment which is required to be completed prior to the award of the Investigation Permit. The Company will update the market on material progress with regards to the progress with the Aurenere Investigation Permit.

CORPORATE

Entitlements Issue

on 3 September 2019, the Company announced that it is undertaking a one for one pro rata non-renounceable entitlements issue at $0.025 per share ("**Entitlements Issue**") to raise up to $4.2 million before costs.

Eligible shareholders will be entitled to acquire one (1) new ordinary share ("**New Share**") for each ordinary share held at the record date (to be determined). New Shares under the Entitlements Issue will be offered at $0.025 per share.

Directors will reserve the right to offer any shortfall shares from the Entitlements Issue at their discretion (subject to applicable regulatory requirements) and will also seek shareholder approval for the directors to participate in the offer of shortfall shares.

Successful Listing of The Fraser Range Nickel-Copper and Gold Assets

The Company's former subsidiary Constellation Resources Limited ("**Constellation**"), which holds the Fraser Range nickel-copper and gold assets, successfully listed via an IPO on the ASX on 30 July 2018.

Shareholders of Apollo Minerals with a registered address in Australia and holding at least 12,500 shares as at 10 May 2018 received a priority entitlement to subscribe for Constellation shares on a 1 for 5 basis.

Constellation has since issued 35 million new shares at an issue price of A$0.20 each to raise A$7.0 million (before costs). Subscribers also received one free attaching listed option with an exercise price of A$0.20 expiring on 31 July 2021 for every three shares subscribed under the IPO.

Change of Company Secretary

During the year, Mr Dylan Browne was appointed Company Secretary and Chief Financial Officer of the Company following the resignation of Mr Clint McGhie effective 31 July 2018.

Results of Operations

The net loss of the Group attributable to members of the Company for the year ended 30 June 2019 was $8,891,485 (2018: $2,923,285). This loss is attributable to:

(i) A one-off non-cash impairment expense for exploration and evaluation expenditure and property, plant and equipment of $7,341,868 (2018: nil) following the Administrative Court of Toulouse ruling to cancel the Couflens PER due to claimed errors made by the French State in the granting of the permit. Subsequent to the end of the year, and the Company and French State have lodged coordinated appeals with the Appeal Court of Bordeaux however the Company does not currently have adequate tenure to the Couflens Project given the Court verdict and consequently have impaired the project and related mine property in full. The Company will strongly defend its position and is considering a range of options available to it in relation to the adverse Court verdict;

(ii) exploration and evaluation expenditure of $2,439,687 (2018: $2,594,359), which is attributable to the Group's accounting policy of expensing exploration and evaluation expenditure (other than expenditures incurred in the acquisition of the rights to explore) incurred by the Group in the period subsequent to the acquisition of the rights to explore up to the successful completion of definitive feasibility studies for each separate area of interest;

(iii) business development expensed of $667,820 (2018: $523,442) which are attributable to the Groups investor and shareholder relations including public relations, marketing and digital marketing, conference fees, travel costs, broker fees and the London office costs including wages;

(iv) non-cash share based payments expenses of $112,027 (2018: $281,703) which is attributable to the Group's accounting policy of expensing the value of shares and incentive/unlisted options and performance rights (estimated using an option pricing model) granted to key employees, consultants and advisors. The value of unlisted options and performance rights is measured at grant date and recognised over the period during which the holders become unconditionally entitled to the securities; and

(v) A non-cash gain of $1,940,471 $(2018: nil) which includes the derecognition of the deferred consideration financial liability of $2,115,345 (2018: nil) that was associated with the acquisition of Variscan France SAS ("**Variscan France**"), following the Administrative Court of Toulouse ruling to cancel the Couflens PER as discussed above. This gain was offset by the unwinding of the discount for the deferred consideration of $97,899 (2018: nil) and a fair value loss on the financial assets held by the Company for $76,974 (2018: nil).

Financial Position

At 30 June 2019, the Group had cash reserves of $832,548 (2018: $5,563,900) and no debt. Subsequent to the end of the year, the Company announced an Entitlements Offer to raise $4.2 million before costs.

At 30 June 2019, the Group had net assets of $762,832 (2018: $13,737,345), a decrease of $12.9 million (94%) compared with the previous year. The decrease is largely attributable to the Company's decrease in cash, capitalised exploration expenditure and property, plant and equipment following the impairment of the Couflens Project following the Administrative Court of Toulouse ruling to cancel the Couflens PER.

Business Strategies and Prospects for Future Financial Years

The objective of the Group is to create long-term shareholder value through the discovery, development and acquisition of technically and economically viable mineral deposits.

To date, the Group has not commenced production of any minerals, nor has it identified a Mineral Resource in accordance with the JORC Code. To achieve its objective, the Group currently has the following business strategies and prospects over the medium term:

- Complete the transaction for the Kroussou Project;
- Conduct an initial exploration program at the Kroussou Project which will focus on defining sufficient shallow (open-pittable), high grade zinc-lead mineralisation to justify commencement of feasibility studies;
- Strongly defend the Company's interest at the Couflens Project and continue to assess the range of options available to it in relation to the adverse Court verdict;
- Progress with environmental studies at the Aurenere Project and complete the planned initial drilling program at the as part of its application for the Investigation Permit; and
- Complete the Entitlements Issue.

All of these activities are inherently risky and the Board is unable to provide certainty of the expected results of these activities, or that any or all of these likely developments will be achieved. The material business risks faced by the Group that could have an effect on the Group's future prospects, and how the Group manages these risks, include:

OPERATING AND FINANCIAL REVIEW (Continued)

Operations (Continued)

Business Strategies and Prospects for Future Financial Years (Continued)

- Joint venture and contractual risk - The Company's earn-in right to the Kroussou Project is subject to the EIA with Trek as announced on 3 September 2019. The ability of the Company to earn an interest in the Kroussou Project will depend on the performance by the Company and Trek of their obligations under the EIA. If any party defaults in the performance of its obligations under the Joint Venture Agreement, it may be necessary for either party to approach a court to seek a legal remedy, which could be costly for the Company.

  The operations of the Company require the involvement of a number of third parties, in addition to Trek, including consultants, contractors and suppliers. Financial failure, default or contractual non-compliance on the part of such third parties may have a material impact on the Company's operations and performance. It is not possible for the Company to predict or protect the Company against all such risks.

  It should be noted that as the EIA with Trek is subject to a number of conditions precedent and there is a risk that the earn-in transaction contemplated may change or not be completed. Should the transaction not complete, the Company will not have the right to explore or develop the Kroussou Project and the monies (if any) loaned or advanced to Trek may not be refundable.

- **The Company's exploration properties may never be brought into production** – The Company is a mineral exploration company, has no history of earnings, and does not have any producing mining operations. The Company has experienced losses from exploration activities and until such time as the Company commences mining production activities, it expects to continue to incur losses. No assurance can be given that the Company will identify a mineral deposit which is capable of being exploited economically or which is capable of supporting production activities. The Company expects to continue to incur losses from exploration activities in the foreseeable future;

- **The Company's activities are subject to the laws of Gabon, France and Spain** – The Company's Kroussou Project is located in Gabon, which is a less developed country than Australia, and has associated political, economic, legal and social risks. These various risks and uncertainties could include, but are not limited to, exchange rate fluctuations, potential for higher inflation, labour unrest, the risks of expropriation and nationalisation, renegotiation or nullification of existing concessions, licences, permits and contracts, illegal mining, changes in taxation policies, changes in the Mining Code, restrictions on foreign exchange and repatriation and changing political conditions, currency controls and restrictions on imports of equipment and consumables and on the use of foreign contractors. Changes, if any, in mining or investment policies or shifts in political attitude in Gabon may impact the operations or profitability of the Company. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, production, price controls, export controls, foreign currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety.

  Failure to comply strictly with applicable laws, regulations and local practices relating to mineral rights applications and tenure, could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests. Outcomes in courts in Gabon may be less predictable than in Australia, which could affect the enforceability of contracts entered into by the Company in Gabon. The occurrence of these various factors and uncertainties cannot be accurately predicted and could impact on the operations or profitability of the Company. The Company has made its investment and strategic decisions based on the information currently available to the Directors, however should there be any material change in the political, economic, legal and social environments in Gabon, the Directors may reassess investment decisions and commitments to assets in Gabon

  Further, the Couflens Project is located in southern France while the Aurenere Project is located in Spain. As such, the operations of the Company are also exposed to related risks and uncertainties associated with these countries, regional and local jurisdictions. As part of the regulatory framework in France and Spain for exploration and mining activities, the Company will be required to engage with the local community. Opposition to the projects, or changes in local community support, along with any changes in mining or investment policies or in political attitude in France and Spain and, in particular to the mining, processing or use of tungsten or gold, may adversely affect the operations, delay or impact the approval process or conditions imposed, increase exploration and development costs, or reduce profitability of the Company.

In this regard, on 4 July 2019, the Company announced that the Administrative Court of Toulouse had ruled to cancel the Couflens PER that the Company's French subsidiary had been granted in 2016. The court case was lodged by a group of opposition parties against the French State (specifically the Ministry of Economy and Finance which is responsible for the mining sector). As the legal challenge was against the French State, the Company was an interested party and was not directly involved in the original proceedings although it did provide supporting arguments for the French State in the defence of the case.

The Company believes there is strong evidence in favour of maintaining the validity of the Couflens PER which was presented by the Head of the Mining Department of the French State during the Court hearing. The Company's view is that the Toulouse Court has interpreted certain provisions within the French Mining Code in a manner that is contrary to the well-established application of the Mining Code by the Mining Department. The Company and the French State have appealed the Toulouse Court decision. However, if the appeal is unsuccessful, the Company may lose all rights to explore and/or develop the Couflens Project. There can be no assurances that that the appeal will be successful.

It is noted that Dr Michel Bonnemaison, Non-Executive Director, had his employment agreement with the Company's French subsidiary, Variscan Mines SAS, terminated for breach of a Company policy. There is a risk the termination may be disputed which may result in a claim being made against Variscan Mines SAS.

The Company is also conducting a restructuring of its local French subsidiaries in order to reduce operating costs and simplify reporting taking into account that the Company's appeal on the cancellation of the Couflens PER may be rejected by the French Courts. The restructuring may result in various claims (including from creditors) being made against the Company and the/or the local subsidiaries in France.

- **The Company's activities will require further capital** – the exploration and any development of the Company's exploration properties will require substantial additional financing. Failure to obtain sufficient financing may result in delaying, or the indefinite postponement of, exploration and any development of the Company's properties or even a loss of property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company;
- **The Company may be adversely affected by fluctuations in commodity prices, including lead, zinc, tungsten and gold** – the prices of commodities can fluctuate widely and are affected by numerous factors beyond the control of the Company. Future production, if any, from the Company's mineral properties will be dependent upon the price of commodities being adequate to make these properties economic. The Company currently does not engage in any hedging or derivative transactions to manage commodity price risk. As the Company's operations change, this policy will be reviewed periodically going forward; and
- **Global financial conditions may adversely affect the Company's growth and profitability** – many industries, including the mineral resource industry, are impacted by these market conditions. Some of the key impacts include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. Due to the current nature of the Company's activities, a slowdown in the financial markets or other economic conditions including current trade tensions between the US and China may adversely affect the Company's growth and ability to finance its activities.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

Other than as disclosed below, there were no significant changes in the state of affairs of the Consolidated Entity during the year.

(i) On 30 July 2018, Constellation exited the Group following a successful listing via an IPO on ASX. Accordingly, Constellation was de-consolidated from the Group on this date;

(ii) On 13 September 2018, the Company completed the 100% acquisition of the Couflens Project and Salau mine in southern France via the purchase of Variscan France;

(iii) On 4 February 2019, following the Company obtaining a technical archive from the historical Salau mine from the French geological survey ("**BRGM**"), who previously undertook exploration research at and around the mine, the Company announced previously unavailable reports on gold assay results from 1986 from historical channel sampling and drilling inside the Salau mine including up to 1.9m at 16 g/t gold from channel sampling programs and 8.5m at 3.4 g/t gold, including 1.9m @ 8.4 g/t gold, from diamond drilling results within the mine area;

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS (Continued)

(iv) On 15 April 2019, the Company announced that it had received the approval to finalise the reinstallation of the mine services, including ventilation infrastructure, at the historical high grade Salau mine which was completed prior to the end of the financial year along with all required health and safety risk assessments; and

(v) On the 28 June 2018, the Administrative Court of Toulouse ruled to cancel the Couflens PER due to claimed errors made by the French State in the granting of the permit. The Couflens PER includes the historical high grade Salau tungsten mine. The Company and French State have appealed the courts decision.

DIRECTORS

The names and details of the Company's directors in office at any time during the financial year or since the end of the financial year are:

Current Directors

Mr Ian Middlemas	Chairman
Mr Hugo Schumann	Executive Director
Mr Robert Behets	Non-Executive Director
Dr Michel Bonnemaison	Non-Executive Director
Mr Ajay Kejriwal	Non-Executive Director
Mr Mark Pearce	Non-Executive Director

Unless otherwise stated, Directors held their office from 1 July 2018 until the date of this report.

CURRENT DIRECTORS AND OFFICERS

Mr Ian Middlemas *B.Com, CA*
Chairman

Mr Middlemas is a Chartered Accountant, a member of the Financial Services Institute of Australasia and holds a Bachelor of Commerce degree. He worked for a large international Chartered Accounting firm before joining the Normandy Mining Group where he was a senior group executive for approximately 10 years. He has had extensive corporate and management experience, and is currently a director with a number of publicly listed companies in the resources sector.

Mr Middlemas was appointed a Director of the Company on 8 July 2016. During the three year period to the end of the financial year, Mr Middlemas has held directorships in Constellation Resources Limited (November 2017 – present), Paringa Resources Limited (October 2013 – present), Berkeley Energia Limited (April 2012 – present), Prairie Mining Limited (August 2011 – present), Salt Lake Potash Limited (January 2010 – present), Equatorial Resources Limited (November 2009 – present), Piedmont Lithium Limited (September 2009 – present), Sovereign Metals Limited (July 2006 – present), Odyssey Energy Limited (September 2005 – present), Cradle Resources Limited (May 2016 – July 2019) and Syntonic Limited (April 2010 – June 2017).

Mr Hugo Schumann *MBA, CFA, B.Bus.Sci (Hons)*
Executive Director

Mr Schumann commenced his career as a management consultant before moving into the natural resources sector, initially as part of an investing team in London focused on early stage mining projects and then working in corporate development functions for a number of listed mining and energy companies. He has over a decade of experience in the financing and development of mining and energy projects globally across a range of commodities. He holds an MBA from INSEAD, is a CFA Charterholder and holds a Bachelor of Business Science (Finance CA) from the University of Cape Town.

Mr Schumann was appointed a Director of the Company on 2 May 2018. During the three year period to the end of the financial year, Mr Schumann has not held any other directorships in listed companies.

Mr Robert Behets *B.Sc(Hons), FAusIMM, MAIG*
Non-Executive Director

Mr Behets is a geologist with over 30 years' experience in the mineral exploration and mining industry in Australia and internationally. He has had extensive corporate and management experience and has been Director of a number of ASX-listed companies in the resources sector including Mantra Resources Limited ("Mantra"), Papillon Resources Limited, and Berkeley Energia Limited. Mr Behets was instrumental in the founding, growth and development of Mantra, an African-focused uranium company, through to its acquisition by ARMZ for approximately A$1 billion in 2011. Prior to Mantra, he held various senior management positions during a long career with WMC Resources Limited.

Mr Behets has a strong combination of technical, commercial and managerial skills and extensive experience in exploration, mineral resource and ore reserve estimation, feasibility studies and operations across a range of commodities, including uranium, gold and base metals. He is a Fellow of The Australasian Institute of Mining and Metallurgy, a Member of the Australian Institute of Geoscientists and was previously a member of the Australasian Joint Ore Reserve Committee ("JORC").

Mr Behets was appointed a Director of the Company on 12 October 2016. During the three-year period to the end of the financial year, Mr Behets has also held directorships in Constellation Resources Limited (June 2017 – present), Berkeley Energia Limited (April 2012 – present), Equatorial Resources Limited (February 2016 – present), Piedmont Lithium Limited (February 2017 – May 2018), and Cradle Resources Limited (May 2016 – July 2017).

Dr Michel Bonnemaison *D.Sc, PhD, F. SEG*
Non-Executive Director

Dr Bonnemaison is a French geologist with extensive experience in Europe, Africa and South America. Dr Bonnemaison spent much of the last 35 years working with the French geological survey (BRGM) and was the Deputy Head of Minerals Resources Division. He was President and CEO of SEIEMSA, a subsidiary of the BRGM mining group in Spain. Dr Bonnemaison completed a PhD on the metallogeny of the Salsigne gold mine and is widely recognised as one the preeminent authorities on gold deposits in France.

Dr Bonnemaison was appointed a Director of the Company on 30 June 2018. During the three year period to the end of the financial year, Dr Bonnemaison has not held any other directorships in listed companies.

Mr Ajay Kejriwal *B.Sc (Economics), ACA*
Non-Executive Director

Mr Kejriwal has over 25 years' experience in finance and commerce, and is currently a consultant to Juniper Capital, a natural resource investment and advisory business. Prior to Juniper Capital he was a banker leading many investment transactions across oil and gas, mining, real estate and asset management sectors. He has previously worked as a banker for the Principal Investments business at Nomura in London and Hong Kong, Cazenove and Co and Morgan Stanley. Mr Kejriwal is a Chartered Accountant, having qualified with PriceWaterhouseCoopers in 1994.

Mr Kejriwal was appointed a Director of the Company on 30 June 2017. During the three year period to the end of the financial year, Mr Kejriwal has not held any other directorships in listed companies.

Mr Mark Pearce *B.Bus, CA, FCIS, FFin*
Non-Executive Director

Mr Pearce is a Chartered Accountant and is currently a director of several listed companies that operate in the resources sector. He has had considerable experience in the formation and development of listed resource companies and has worked for several large international Chartered Accounting firms. Mr Pearce is also a Fellow of the Governance Institute of Australia and a Fellow of the Financial Services Institute of Australasia.

Mr Pearce was appointed a Director of the Company on 8 July 2016. During the three year period to the end of the financial year, Mr Pearce has held directorships in Constellation Resources Limited (July 2016 – present); Salt Lake Potash Limited (August 2014 – present), Prairie Mining Limited (August 2011 – present), Equatorial Resources Limited (November 2009 – present), Sovereign Metals Limited (July 2006 – present), Odyssey Energy Limited (September 2005 – present), Piedmont Lithium Limited (September 2009 – August 2018) and Syntonic Limited (April 2010 – October 2016).

CURRENT DIRECTORS AND OFFICERS (Continued)

Mr Dylan Browne *B.Com, CA, AGIA*
Chief Financial Officer and Company Secretary

Mr Browne is a Chartered Accountant and Associate Member of the Governance Institute of Australia (Chartered Secretary) who is currently Company Secretary for a number of ASX and European listed companies that operate in the resources sector. He commenced his career at a large international accounting firm and has since been involved with a number of exploration and development companies operating in the resources sector, based from London and Perth, including Berkeley Energia Limited, Prairie Mining Limited and Papillon Resources Limited. Mr Browne successfully listed Prairie on the Main Board of the London Stock Exchange and the Warsaw Stock Exchange in 2015 and recently oversaw Berkeley's listings on the Main Board London Stock Exchange and the Madrid, Barcelona, Bilboa and Valencia Stock Exchanges.

Mr Browne was appointed CFO and Company Secretary of the Company on 31 July 2018.

PRINCIPAL ACTIVITIES

The principal activities of the Consolidated Entity during the year consisted of mineral exploration and development Couflens and Aurenere projects.

EARNINGS PER SHARE

	2019 Cents	2018 Cents
Basic and diluted loss per share	**(5.29)**	(2.00)

DIVIDENDS

No dividends were paid or declared since the start of the financial year. No recommendation for payment of dividends has been made.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The Group's operations are subject to various environmental laws and regulations under the relevant government's legislation. Full compliance with these laws and regulations is regarded as a minimum standard for all operations to achieve.

Instances of environmental non-compliance by an operation are identified either by external compliance audits or inspections by relevant government authorities.

There have been no known breaches of environmental laws and regulations by the Group during the financial year.

SIGNIFICANT EVENTS AFTER THE BALANCE DATE

(i) On 3 September 2019, the Company announced that it had entered into an EIA with Trek to earn-in an interest of up to 80% in Kroussou in western Gabon;

(ii) On 3 September 2019, the Company announced that it will undertake the Entitlements Issue to raise up to $4.2 million before costs;

(iii) On 12 September 2019, the Company announced that Mr Schumann, Executive Director, will transition to a Non-Executive Director role from the end of September 2019 following Mr Schumann's decision to leave the Company to pursue an employment opportunity at a technology-driven natural resources company in the USA. Mr Schumann was also engaged under a consultancy agreement with Nat Res Consulting Ltd ("**NRCL**") which will cease at the end of September 2019; and

(iv) On 12 September 2019, the Company announced that that the employment agreement between Dr Michel Bonnemaison (Non-Executive Director) and the Company's French subsidiary Variscan Mines SAS had been terminated for breach of Company policy and that he no longer holds executive positions on the Company's local subsidiaries and that the services contract with his company, SARL E-Mines ("**E-Mines**"), had also been terminated.

Other than as disclosed above as at the date of this report, there are no matters or circumstances which have arisen since 30 June 2019 that have significantly affected or may significantly affect:

- the operations, in financial years subsequent to 30 June 2019, of the Consolidated Entity;
- the results of those operations, in financial years subsequent to 30 June 2019, of the Consolidated Entity; or
- the state of affairs, in financial years subsequent to 30 June 2019, of the Consolidated Entity.

DIRECTORS' INTERESTS

As at the date of this report, the Directors' interests in the securities of the Company are as follows:

	Ordinary Shares[1]	Performance Shares[2]	Unlisted Options[3]	Performance Rights[4]
Ian Middlemas	12,000,000	-	-	-
Hugo Schumann	5,200,000	-	2,750,000	3,000,000
Robert Behets	3,000,000	-	1,200,000	500,000
Michel Bonnemaison	1,875,000	8,125,000	-	-
Ajay Kejriwal[5]	13,125,000	56,875,000	-	-
Mark Pearce	5,000,000	-	-	-

Notes:

(1) "Ordinary Shares" means fully paid ordinary shares in the capital of the Company.

(2) "Performance Shares" means a performance share that will convert into ordinary shares upon satisfaction of relevant milestones.

(3) "Unlisted Option" means an Unlisted Option to subscribe for one Ordinary Share in the capital of the Company.

(4) "Performance Rights" means a Performance Right that will convert into one ordinary share upon vesting and satisfaction of various milestones and performance conditions.

(5) Mr Kejriwal's interest in the Ordinary Shares and Performance Shares is an indirect interest in the securities held by Juniper Capital Partners Limited. Mr Kejriwal has been nominated as a Director by Juniper Capital Partners Limited and he may be able to indirectly influence voting of the securities.

SHARE OPTIONS, PERFORMANCE RIGHTS AND PERFIRMANCE SHARES

At the date of this report the following Unlisted Options and Performance Rights have been issued by the Company over unissued capital:

- 1,500,000 Unlisted Options exercisable at $0.20 each on or before 30 June 2020;
- 1,500,000 Unlisted Options exercisable at $0.32 each on or before 30 November 2020;
- 150,000 Unlisted Options exercisable at $0.25 each on or before 31 December 2020;
- 500,000 Unlisted Options exercisable at $0.30 each on or before 31 December 2020;
- 200,000 Unlisted Options exercisable at $0.35 each on or before 31 December 2020;
- 300,000 Unlisted Options exercisable at $0.45 each on or before 31 December 2020;
- 1,950,000 Unlisted Options exercisable at $0.25 each on or before 30 June 2021;
- 1,125,000 Unlisted Options exercisable at $0.28 each on or before 31 December 2021;
- 1,150,000 Unlisted Options exercisable at $0.35 each on or before 31 December 2021;
- 4,835,000 Performance Rights with various vesting conditions and an expiry date 31 December 2021; and
- 65,000,000 Performance Shares with various vesting conditions and an expiry date of 30 June 2022.

During the year ended 30 June 2019 and up to the date of this report, no ordinary shares have been issued as a result of the exercise of options or conversion of performance rights or performance shares.

DIRECTORS' MEETINGS

The number of meetings of directors held during the year and the number of meetings attended by each director were as follows:

	Board Meetings	
	Number eligible to attend	Number attended
Current Directors		
Ian Middlemas	2	2
Hugo Schumann	2	2
Robert Behets	2	2
Michel Bonnemaison	2	2
Ajay Kejriwal	2	2
Mark Pearce	2	2

There were no Board committees during the financial year. The Board as a whole currently performs the functions of an Audit Committee, Risk Committee, Nomination Committee, and Remuneration Committee, however this will be reviewed should the size and nature of the Company’s activities change.

REMUNERATION REPORT (AUDITED)

This Remuneration Report, which forms part of the Directors’ Report, sets out information about the remuneration of Key Management Personnel (“**KMP**”) of the Group.

Details of Key Management Personnel

The KMP of the Group during or since the end of the financial year were as follows:

Current Directors

Mr Ian Middlemas	Chairman
Mr Hugo Schumann	Executive Director (Effective 1 October 2019, transition to a Non-Executive Director)
Mr Robert Behets	Non-Executive Director
Dr Michel Bonnemaison	Non-Executive Director
Mr Ajay Kejriwal	Non-Executive Director
Mr Mark Pearce	Non-Executive Director

Other KMP

Mr Dylan Browne	CFO and Company Secretary (appointed 31 July 2018)
Mr Clint McGhie	CFO and Company Secretary (resigned 31 July 2018)

Unless otherwise disclosed, the KMP held their position from 1 July 2018 until the date of this report.

Remuneration Policy

The Group’s remuneration policy for its KMP has been developed by the Board taking into account the size of the Group, the size of the management team for the Group, the nature and stage of development of the Group’s current operations, and market conditions and comparable salary levels for companies of a similar size and operating in similar sectors.

In addition to considering the above general factors, the Board has also placed emphasis on the following specific issues in determining the remuneration policy for KMP:

- the Group is currently focused on undertaking exploration and appraisal activities on existing projects, and identifying and acquiring suitable new resource projects;
- risks associated with small market capitalisation resource companies whilst exploring and developing projects; and
- other than profit which may be generated from asset sales, the Company does not expect to be undertaking profitable operations until sometime after the commencement of commercial production on any of its projects.

Executive Remuneration

The Group's remuneration policy is to provide a fixed remuneration component and a performance based component (short term incentive and long term incentive). The Board believes that this remuneration policy is appropriate given the considerations discussed in the section above and is appropriate in aligning executives' objectives with shareholder and business objectives.

Fixed Remuneration

Fixed remuneration consists of base salaries, as well as employer contributions to superannuation funds and other non-cash benefits. Fixed remuneration is reviewed annually by the Board. The process consists of a review of company and individual performance, relevant comparative remuneration externally and internally and, where appropriate, external advice on policies and practices.

Performance Based Remuneration – Short Term Incentive

Executives may be entitled to an annual cash bonus upon achieving various key performance indicators ("**KPI's**"), as set by the Board. Having regard to the current size, nature and opportunities of the Company, the Board has determined that these KPI's will include measures such as successful completion of exploration activities (e.g. completion of exploration programs within budgeted timeframes and costs), development activities (e.g. completion of scoping and/or feasibility studies), corporate activities (e.g. recruitment of key personnel) and business development activities (e.g. project acquisitions and capital raisings). Prior to the end of each financial year, the Board assesses performance against these criteria.

Given recent the status of the Company's operations, the Board has determined not to pay any cash bonuses in respect to the 2019 financial year (2018: Nil).

Performance Based Remuneration – Long Term Incentive

The Group has adopted a long-term incentive plan ("**LTIP**") comprising the grant of Performance Rights and/or Unlisted Options to reward KMP and key employee and contractors for long-term performance of the Company. Shareholders approved the Performance Rights Plan ("**Plan**") in November 2018.

To achieve its corporate objectives, the Group needs to attract, incentivise, and retain its key employees and contractors. The Board believes that grants of Performance Rights and/or Unlisted Options to KMP will provide a useful tool to underpin the Group's employment and engagement strategy.

(i) Performance Rights

The Group has a Plan that provides for the issuance of unlisted Performance Rights which, upon satisfaction of the relevant performance conditions attached to the Performance Rights, will result in the issue of an Ordinary Share for each Performance Right. Performance Rights are issued for no consideration and no amount is payable upon conversion thereof.

The Plan enables the Group to: (a) recruit, incentivise and retain KMP and other key employees and contractors needed to achieve the Group's business objectives; (b) link the reward of key staff with the achievement of strategic goals and the long-term performance of the Group; (c) align the financial interest of participants of the Plan with those of Shareholders; and (d) provide incentives to participants of the Plan to focus on superior performance that creates Shareholder value.

Performance Rights granted under the Plan to eligible participants will be linked to the achievement by the Group of certain performance conditions as determined by the Board from time to time. These performance conditions must be satisfied in order for the Performance Rights to vest.

REMUNERATION REPORT (AUDITED) (Continued)

Executive Remuneration (Continued)

Performance Based Remuneration – Long Term Incentive (Continued)

(i) Performance Rights (Continued)

Upon Performance Rights vesting, Ordinary Shares are automatically issued for no consideration. If a performance condition of a Performance Right is not achieved by the expiry date then the Performance Right will lapse.

During the financial year, 4,835,000 Performance Rights were granted to KMP and key employees. No Performance Rights were converted during the financial year.

(ii) Unlisted Options

The Group has also chosen to issue Unlisted Options to some KMP and key employees and contractors as part of their remuneration and incentive arrangements in order to attract and retain their and to provide an incentive linked to the performance of the Company.

The Board's policy is to grant Unlisted Options to KMP with exercise prices at or above market share price (at the time of agreement). As such, Unlisted Options granted to KMP are generally only of benefit if the KMP perform to the level whereby the value of the Group increases sufficiently to warrant exercising the Unlisted Options granted.

Other than service-based vesting conditions (if any) and the exercise price required to exercise the unlisted Options, there are no additional performance criteria on the Unlisted Options granted to executives, as given the speculative nature of the Company's activities and the small management team responsible for its running, it is considered the performance of the KMP and the performance and value of the Group are closely related.

The Company prohibits executives entering into arrangements to limit their exposure to Unlisted Options granted as part of their remuneration package.

During the financial year, 2,355,000 Unlisted Options were granted to KMP and key employees. No Incentive Options were exercised by KMP during the financial year. 500,000 Unlisted Options previously granted to KMP lapsed during the financial year.

Non-Executive Director Remuneration

The Board's policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. Given the current size, nature and risks of the Company, Unlisted Options have also been used to attract and retain Non-Executive Directors. The Board determines payments to the Non-Executive Directors and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required.

The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at a General Meeting. Director's fees paid to Non-Executive Directors accrue on a daily basis. Fees for Non-Executive Directors are not linked to the performance of the Group. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company and Non-Executive Directors may in limited circumstances receive Unlisted Options in order to secure their services.

The Company prohibits Non-Executive Directors from entering into arrangements to limit their exposure to Unlisted Options granted as part of their remuneration package.

Fees for the Chairman are presently set at $36,000 (2018: $36,000) per annum. Fees for Non-Executive Directors' are presently set at $20,000 per annum plus compulsory superannuation where applicable (2018: $20,000 inclusive of superannuation). These fees cover main board activities only.

Non-Executive Directors may receive additional remuneration for other services provided to the Company, including but not limited to, membership of committees.

Relationship between Remuneration of KMP and Shareholder Wealth

During the Company's exploration and development phases of its business, the Board anticipates that the Company will retain earnings (if any) and other cash resources for the exploration and development of its resource projects. Accordingly the Company does not currently have a policy with respect to the payment of dividends and returns of capital. Therefore there was no relationship between the Board's policy for determining, or in relation to, the nature and amount of remuneration of KMP and dividends paid and returns of capital by the Company during the current and previous four financial years.

The Board did not determine, and in relation to, the nature and amount of remuneration of the KMP by reference to changes in the price at which shares in the Company traded between the beginning and end of the current and the previous four financial years. However, as noted above, a number of KMP have received Unlisted Options which generally will only be of value should the value of the Company's shares increase sufficiently to warrant exercising the Unlisted Options.

Relationship between Remuneration of KMP and Earnings

As discussed above, the Company is currently undertaking exploration activities and is actively pursuing new business opportunities, and does not expect to be undertaking profitable operations (other than by way of material asset sales, none of which is currently planned) until sometime after the successful commercialisation, production and sales of commodities from one or more of its projects. Accordingly the Board does not consider earnings during the current and previous four financial years when determining, and in relation to, the nature and amount of remuneration of KMP.

The Board does not directly base remuneration levels on the Company's share price or movement in the share price over the financial year. However, as noted above, a number of KMP have received Unlisted Options which generally will only be of value should the value of the Company's shares increase sufficiently to warrant exercising the Unlisted Options granted.

Emoluments of Directors and Other KMP

Details of the nature and amount of each element of the emoluments of each of the KMP of Apollo Minerals Limited are as follows:

2019	Short-term benefits Salary & fees $	Short-term benefits Super-annuation $	Non-cash Share based payments $	Total $	Percentage performance related %
Current Directors					
Ian Middlemas	36,000	-	-	36,000	-
Hugo Schumann	313,465	-	25,070	338,535	7.4
Robert Behets[(1)]	78,000	1,900	8,261	88,161	9.4
Michel Bonnemaison	287,022	76,730	-	363,752	-
Ajay Kejriwal	20,000	-	-	20,000	-
Mark Pearce	20,000	1,900	-	21,900	-
Other KMP					
Dylan Browne[(2)]	-	-	7,000	7,000	100.0
Clint McGhie[(2)]	-	-	-	-	-
Total	754,487	80,530	40,331	875,348	

Notes:

(1) In addition to Non-Executive Directors fees, Ouro Preto Pty Ltd, an entity associated with Mr Behets, was paid, or is payable, A$58,000 for additional services provided in respect of exploration and business development activities which is included in Mr Behets' salary and fee amount.

(2) Messrs McGhie and Browne provided services as the Company Secretary through a services agreement with Apollo Group Pty Ltd ("**Apollo Group**"). During the year, Apollo Group was paid or is payable A$240,000 for the provision of serviced office facilities and administrative, accounting, company secretarial and transaction services to the Group. On 31 July 2018, Mr Browne was appointed as CFO and Company Secretary following the resignation of Mr McGhie.

REMUNERATION REPORT (AUDITED) (Continued)

Emoluments of Directors and Other KMP (Continued)

	Short-term benefits		Share based payments		
2018	Salary & fees $	Super-annuation $	Options $	Total $	Percentage performance related %
Current Directors					
Ian Middlemas	36,000	3,420	-	39,420	-
Hugo Schumann[(1)]	53,417	-	-	53,417	-
Robert Behets[(2)]	179,000	1,900	-	180,900	-
Michel Bonnemaison	254,615	70,401	-	325,016	-
Ajay Kejriwal	20,000	-	-	20,000	-
Mark Pearce	20,000	1,900	-	21,900	-
Other KMP					
Clint McGhie[(3)]	-	-	-	-	-
Total	563,032	77,621	-	597,653	

Notes:

(1) Mr Schumann was appointed on 2 May 2018. In addition to his Directors fees and consulting fees paid to Mr Schumann, Meadowbrook Enterprises, an entity associated with Mr Schumann, was paid A$90,843 during the year for project and business development activities prior to Mr Schumann becoming a Director of the Company.

(2) In addition to Non-Executive Directors fees, Ouro Preto Pty Ltd, an entity associated with Mr Behets, was paid, or is payable, A$159,000 for additional services provided in respect of exploration and business development activities which is included in Mr Behets' salary and fee amount.

(3) Mr McGhie provided services as the Company Secretary through a services agreement with Apollo Group. During the year, Apollo Group was paid or is payable A$240,000 for the provision of serviced office facilities and administrative, accounting, company secretarial and transaction services to the Group. Subsequent to the end of the year, Mr McGhie resigned as CFO and Company Secretary.

Unlisted Options and Performance Rights Granted to KMP

Details of the value of Unlisted Options and Performance Rights granted, exercised or lapsed for each KMP of the Group during the 2019 financial year are as follows:

2019	No. of options & rights granted	No. of options & rights vested	No. of options & rights exercised/ lapsed	Value of options & rights granted[(1)] $	Value of options & rights exercised/ lapsed[(1)] $	Value of options & rights included in remuneration $
Directors						
Hugo Schumann	4,500,000	-	-	526,956	-	25,070
Robert Behets	700,000	200,000	(500,000)	85,761	(19,869)	8,261
Other KMP						
Dylan Browne	580,000	100,000	-	69,901	-	7,000

Notes:

(1) Determined at the time of grant per AASB 2. For details on the valuation of Unlisted Options and Performance Rights, including models and assumptions used, please refer to Note 16 of the financial statements.

Details of Unlisted Options and Performance Rights were granted by the Company to each KMP of the Group during the financial year are as follows:

2019	Options or Rights	Grant date	Expiry date	Vesting date	Exercise Price $	Grant date fair value[1] $	Number granted
Directors							
Hugo Schumann	Options	6 Mar 19	31 Dec 21	6 Mar 20	0.28	0.0442	750,000
	Options	6 Mar 19	31 Dec 21	6 Mar 21	0.35	0.0384	750,000
	Rights	5 Dec 18	31 Dec 21	31 Dec 19	-	0.1550	500,000
	Rights	5 Dec 18	31 Dec 21	31 Dec 19	-	0.1550	750,000
	Rights	5 Dec 18	31 Dec 21	31 Dec 20	-	0.1550	750,000
	Rights	5 Dec 18	31 Dec 21	31 Dec 20	-	0.1550	1,000,000
Robert Behets	Options	6 Mar 19	31 Dec 21	6 Mar 19	0.28	0.0442	100,000
	Options	6 Mar 19	31 Dec 21	6 Mar 19	0.35	0.0384	100,000
	Rights	5 Dec 18	31 Dec 21	31 Dec 19	-	0.1550	200,000
	Rights	5 Dec 18	31 Dec 21	31 Dec 20	-	0.1550	300,000
Other KMP							
Dylan Browne	Options	18 Jan 19	31 Dec 21	18 Jan 19	0.28	0.0584	100,000
	Options	18 Jan 19	31 Dec 21	18 Jan 21	0.35	0.0516	100,000
	Rights	5 Dec 18	31 Dec 21	31 Dec 19	-	0.1550	50,000
	Rights	5 Dec 18	31 Dec 21	31 Dec 19	-	0.1550	100,000
	Rights	5 Dec 18	31 Dec 21	31 Dec 20	-	0.1550	80,000
	Rights	5 Dec 18	31 Dec 21	31 Dec 20	-	0.1550	150,000

Notes:

(1) For details on the valuation of Unlisted Options and Performance Rights, including models and assumptions used, please refer to Note 16 of the financial statements.

Unlisted Options and Performance Rights Holdings of Key Management Personnel

2019	Held at 1 July 2018 (#)	Granted as Compen-sation (#)	Expired (#)	Net Other Changes (#)	Held at 30 June 2019 (#)	Vested and Exercisable at 30 June 2019 (#)
Current Directors						
Ian Middlemas	-	-	-	-	-	-
Hugo Schumann	1,250,000	4,500,000	-	-	5,750,000	1,250,000
Robert Behets	1,500,000	700,000	(500,000)	-	1,700,000	1,200,000
Michel Bonnemaison	-	-	-	-	-	-
Ajay Kejriwal	-	-	-	-	-	-
Mark Pearce	-	-	-	-	-	-
Other KMP						
Dylan Browne	-[1]	580,000	-	-	580,000	100,000
Clint McGhie	600,000	-	-	-	600,000[2]	600,000

Notes:

(1) As at date of appointment being 31 July 2018

(2) As at date of resignation being 31 July 2018

REMUNERATION REPORT (AUDITED) (Continued)

Ordinary Shareholdings of Key Management Personnel

2019	Held at 1 July 2018 (#)	Granted as compensation (#)	Purchases (#)	Net Other Changes (#)	Held at 30 June 2019 (#)
Current Directors					
Ian Middlemas	12,000,000	-	-	-	12,000,000
Hugo Schumann	5,200,000	-	-	-	5,200,000
Robert Behets	3,000,000	-	-	-	3,000,000
Michel Bonnemaison	1,875,000	-	-	-	1,875,000
Ajay Kejriwal[(1)]	13,125,000	-	-	-	13,125,000
Mark Pearce	5,000,000	-	-	-	5,000,000
Other KMP					
Dylan Browne[(2)]	403,704[(2)]	-	-	-	403,704
Clint McGhie[(3)]	1,830,000	-	-	-	1,830,000[(3)]

Notes:
(1) Mr Kejriwal's interest in the Ordinary Shares is an indirect interest in the securities held by Juniper Capital Partners Limited. Mr Kejriwal has been nominated as a Director by Juniper Capital Partners Limited and he may be able to indirectly influence voting of the securities.
(2) As at date of appointment being 31 July 2018
(3) As at date of resignation being 31 July 2018

Performance Share holdings of Key Management Personnel

2019	Held at 1 July 2018 (#)	Granted as compensation (#)	Purchases (#)	Net Other Changes (#)	Held at 30 June 2019 (#)
Current Directors					
Ian Middlemas	-	-	-	-	-
Hugo Schumann	-	-	-	-	-
Robert Behets	-	-	-	-	-
Michel Bonnemaison	8,125,000	-	-	-	8,125,000
Ajay Kejriwal[(1)]	56,875,000	-	-	-	56,875,000
Mark Pearce	-	-	-	-	-
Other KMP					
Dylan Browne	-[(2)]	-	-	-	-
Clint McGhie	-	-	-	-	-[(3)]

Notes:
(1) Mr Kejriwal's interest in the Performance Shares is an indirect interest in the securities held by Juniper Capital Partners Limited. Mr Kejriwal has been nominated as a Director by Juniper Capital Partners Limited and he may be able to indirectly influence voting of the securities.
(2) As at date of appointment being 31 July 2018
(3) As at date of resignation being 31 July 2018

Employment Contracts with Directors and Key Management Personnel

Current Directors

Mr Ian Middlemas, Chairman, has a letter of appointment confirming the terms and conditions of his appointment as a non-executive director and chairman of the Company dated 8 July 2016. In accordance with the terms of this letter of appointment, Mr Middlemas receives a fee of $36,000 per annum plus superannuation.

Mr Robert Behets, Non-Executive Director, has a letter of appointment confirming the terms and conditions of his appointment as a non-executive director of the Company dated 21 February 2017. In accordance with the terms of this letter of appointment, Mr Behets receives a fee of $20,000 per annum plus superannuation. Mr Behets also has a services agreement with the Company effective 15 August 2016, which provides for a consultancy fee at the rate of $1,000 per day for management and technical services provided by Mr Behets. Either party may terminate the agreement without penalty or payment by giving one months' notice.

REMUNERATION REPORT (AUDITED) (Continued)

Employment Contracts with Directors and Key Management Personnel (Continued)

Current Directors (Continued)

Mr Hugo Schumann, Executive Director, has a letter of appointment confirming the terms and conditions of his appointment as an executive director of the Company dated 2 May 2018. In accordance with the terms of this letter of appointment, Mr Schumann is be paid an annual fee of £24,000 inclusive of any required superannuation/pension for his role as a Director of the Company. Mr Schumann is also engaged under a consultancy agreement NRCL on a rolling 12 month term and either party may terminate with three months written notice. NRCL will receive a consultancy fee of £156,000 per annum and may receive a discretionary cash incentive payment of up to £75,000 per annum based on achieving project milestones to be agreed with the Company. A fee of up to £150,000 will be paid to NRCL in the event of a change of control occurring with the Company. NRCL shall also be entitled to participate in a performance rights plan. Subsequent to the end of the year, The NRCL was agreed to cease at the end of September 2019.

Dr Michel Bonnemaison, Non-Executive Director, has a letter of appointment confirming the terms and conditions of his appointment as a non-executive director of the Company dated 28 June 2017. During the year, he also held positions in subsidiaries of the Company as an employee of Variscan Mines SAS, President and Director of Mines du Salat SAS and President of Ariege Tungstene SAS. A total of $287,022 (2018: $254,615) was paid as remuneration for Dr Bonnemaison's directorships and employment for the year excluding any statutory social security and tax charges attributable to the Company. Subsequent to the year end the employment contract with Variscan Mines SAS was terminated for breach of Company policy on 24 July 2019 and Dr Bonnemaison's presidencies of Mines du Salat SAS and Ariege Tungstene SAS ceased on 31 July 2019. Dr Bonnemaison continues to act as a Non-Executive Director of the Company.

Mr Ajay Kejriwal, Non-Executive Director, has a letter of appointment confirming the terms and conditions of his appointment as a non-executive director of the Company dated 28 June 2017. In accordance with the terms of this letter of appointment, Mr Kejriwal receives a fee of $20,000 per annum.

Mr Mark Pearce, Non-Executive Director, has a letter of appointment confirming the terms and conditions of his appointment as a non-executive director of the Company dated 8 July 2016. In accordance with the terms of this letter of appointment, Mr Pearce receives a fee of $20,000 per annum plus superannuation.

Loans from Key Management Personnel

No loans were provided to or received from Key Management Personnel during the year ended 30 June 2019 (2018: Nil).

Other Transactions

Apollo Group, a Company of which Mr Mark Pearce is a director and beneficial shareholder, provides corporate, administration and company secretarial services and serviced office facilities to the Company under a services agreement effective from 1 July 2016. Either party can terminate the services agreement at any time for any reason by giving one months' written notice. Apollo Group received a monthly retainer of $20,000 (exclusive of GST) for the provision of these services (2018: $20,000). From 1 July 2019, the monthly retainer has been reduced to $15,000 per month. The monthly retainer is reviewed every six to twelve months and is based on Apollo Group's budgeted cost of providing the services to the Company (and other companies utilising same or similar services from Apollo) for the next six to twelve month period, with minimal mark-up. From time to time, Apollo Group may also receive additional fees (as agreed with the Company) in respect of services provided by Apollo Group to the Company that are not included in the agreed services covered by the monthly retainer.

Mines du Salat SAS signed a services agreement dated 21 December 2017 with E-Mines a Company of which Dr Michel Bonnemaison is a director and beneficial shareholder. In accordance with the agreements, E-Mines provided geoscience consulting services and technical equipment rental to Mines du Salat SAS in support of the Company's Couflens Project. During the year the Company incurred costs of $288,909 (2018: $398,173) from E-Mines in relation to the services discussed above. Subsequent to the year-end the services agreement with E-Mines was terminated on 31 August 2019.

End of Remuneration Report

INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

The Constitution of the Company requires the Company, to the extent permitted by law, to indemnify any person who is or has been a director or officer of the Company or Group for any liability caused as such a director or officer and any legal costs incurred by a director or officer in defending an action for any liability caused as such a director or officer.

During or since the end of the financial year, no amounts have been paid by the Company or Group in relation to the above indemnities. During the financial year, $11,863 (2018: $11,028) of insurance premiums were paid by the Group to insure against a liability incurred by a person who is or has been a director or officer of the Company or Group.

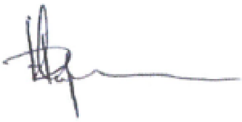
NON-AUDIT SERVICES

There were no non-audit services provided by the auditor (or by another person or firm on the auditor's behalf) during the financial year.

AUDITOR'S INDEPENDENCE DECLARATION

The lead auditor's independence declaration for the year ended 30 June 2019 has been received and can be found on page 24 of the Directors' Report.

Signed in accordance with a resolution of the directors.



HUGO SCHUMANN
Director

25 September 2019

Competent Person Statement

The information in this report that relates to Exploration Results and the Process and Metallurgy for the Kroussou Project in western Gabon is extracted an ASX announcement on 3 September 2019, which is available to view at www.apollominerals.com.

The information in the original announcement that related to Exploration Results at the Kroussou Project were based on, and fairly represents, information compiled by Mr Robert Behets, a Competent Person who is a Fellow of The Australasian Institute of Mining and Metallurgy and a Member of the Australian Institute of Geoscientists. Mr Behets is a holder of shares, options and performance rights in, and is a director of, Apollo Minerals Limited. Mr Behets has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

The information in the original announcement that related to Process and Metallurgy for the Kroussou Project were based on and fairly represents, information and supporting documentation compiled by Damian Connelly who is a Fellow (CP Met) of the Australasian Institute of Mining and Metallurgy and a full-time employee of METS Engineering. Mr Connelly has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Minerals Resources and Ore Reserves'.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

The information in this report that relates to Exploration Results for the Couflens Project in France and Aurenere Project in Spain is extracted from announcements on 29 November 2017, 5 February 2018 and 27 March 2018. These announcements are available to view at www.apollominerals.com. The information in the original announcement that related to Exploration Results were based on, and fairly represents, information compiled by Mr Robert Behets, a Competent Person who is a Fellow of The Australasian Institute of Mining and Metallurgy and a Member of the Australian Institute of Geoscientists. Mr Behets is a holder of shares, options and performance rights in, and is a director of, Apollo Minerals Limited. Mr Behets has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

The information in this report that relates to Historical Exploration Results for the Couflens Project is extracted from an ASX announcement dated 4 February 2019 which is available to view at www.apollominerals.com. The information in the original announcement that related to the Historical Exploration Results is based on information compiled by Mr Andrew Boyd of Cairn Consulting Limited, a Competent Person who is a Member of the Australian Institute of Geoscientists. Mr Boyd is a holder of shares, options and performance rights in, and is a key consultant of, Apollo Minerals Limited. Mr Boyd has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Boyd consents to the inclusion in this report of the statements based on his information in the form and context in which it appears.

Forward Looking Statements

Statements regarding plans with respect to Apollo Minerals' projects are forward-looking statements. There can be no assurance that the Company's plans for development of its projects will proceed as currently expected. These forward-looking statements are based on the Company's expectations and beliefs concerning future events. Forward looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of the Company, which could cause actual results to differ materially from such statements. The Company makes no undertaking to subsequently update or revise the forward-looking statements made in this report, to reflect the circumstances or events after the date of that report.

Deloitte Touche Tohmatsu
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The Board of Directors
Apollo Minerals Limited
Level 9, BGC Centre
28 The Esplanade
Perth WA 6000

25 September 2019

Dear Board Members

Apollo Minerals Limited

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Apollo Minerals Limited.

As lead audit partner for the audit of the financial statements of Apollo Minerals Limited for the financial year ended 30 June 2019, I declare that to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

David Newman
Partner
Chartered Accountants

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2019

	Notes	2019 $	2018 $
Revenue and other income	2(a)	**388,582**	1,064,744
Exploration and evaluation expenses		**(2,439,687)**	(2,594,359)
Corporate and administrative expenses		**(789,374)**	(619,077)
Business development expenses		**(667,820)**	(523,442)
Share based payment expenses	16	**(112,027)**	(281,703)
Other gains or losses	2(b)	**1,940,471**	-
Impairment expense	6 & 7	**(7,341,868)**	(50,000)
Loss before income tax		**(9,021,723)**	(3,003,837)
Income tax expense	3	**-**	-
Loss for the year		**(9,021,723)**	(3,003,837)
Other comprehensive income, net of income tax:			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on foreign entities		**(357,483)**	391,790
Other comprehensive income for the year, net of tax		**(357,483)**	391,790
Total comprehensive loss for the year		**(9,379,206)**	(2,612,047)
Loss attributable to:			
Owners of the parent		**(8,891,485)**	(2,923,285)
Non-controlling interests		**(130,238)**	(80,552)
		(9,021,723)	(3,003,837)
Total comprehensive loss attributable to:			
Owners of the parent		**(9,264,633)**	(2,597,780)
Non-controlling interests		**(114,573)**	(14,267)
		(9,379,206)	(2,612,047)
Loss per share attributable to the ordinary equity holders of the Company			
Basic and diluted loss per share (cents per share)	12	**(5.29)**	(2.00)

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2019

	Notes	2019 $	2018 $
ASSETS			
Current Assets			
Cash and cash equivalents	11(b)	**832,548**	5,563,900
Trade and other receivables	4	**530,456**	911,318
Total Current Assets		**1,363,004**	6,475,218
Non-Current Assets			
Other financial assets	5	**273,028**	-
Property, plant and equipment	6	**167,920**	281,482
Exploration and evaluation assets	7	**550,260**	7,757,639
Total Non-Current Assets		**991,208**	8,039,121
TOTAL ASSETS		**2,354,212**	14,514,339
LIABILITIES			
Current Liabilities			
Trade and other payables	8	**1,591,380**	765,378
Provisions		**-**	11,616
Total Current Liabilities		**1,591,380**	776,994
TOTAL LIABILITIES		**1,591,380**	776,994
NET ASSETS		**762,832**	13,737,345
EQUITY			
Contributed equity	9	**49,990,848**	49,979,420
Reserves	10	**(484,404)**	2,506,633
Accumulated losses		**(48,850,497)**	(40,036,337)
Equity Attributable To Members of Apollo Minerals Limited		**655,947**	12,449,716
Non-controlling interests		**106,885**	1,287,629
TOTAL EQUITY		**762,832**	13,737,345

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2019

	Attributable to the equity holders of the parent							
	Contributed Equity	Share based Payment Reserve	Foreign Currency Translation Reserve	Acquisition Reserve	Accumulated Losses	Total	Non-controlling interests	Total Equity
	$	$	$	$	$	$	$	$
Balance at 1 July 2018	**49,979,420**	**2,181,128**	**325,505**	**-**	**(40,036,337)**	**12,449,716**	**1,287,629**	**13,737,345**
Net loss for the year	**-**	**-**	**-**	**-**	**(8,891,485)**	**(8,891,485)**	**(130,238)**	**(9,021,723)**
Other comprehensive income	**-**	**-**	**(373,148)**	**-**	**-**	**(373,148)**	**15,665**	**(357,483)**
Total comprehensive income/(loss) for the year	**-**	**-**	**(373,148)**	**-**	**(8,891,485)**	**(9,264,633)**	**(114,573)**	**(9,379,206)**
Transactions with owners recorded directly in equity:								
Issue of shares	**13,500**	**-**	**-**	**-**	**-**	**13,500**	**-**	**13,500**
Share issue costs	**(2,072)**	**-**	**-**	**-**	**-**	**(2,072)**	**-**	**(2,072)**
Acquisition of non-controlling interests	**-**	**-**	**-**	**(2,591,970)**	**-**	**(2,591,970)**	**(1,066,171)**	**(3,658,141)**
Loss of control of subsidiary	**-**	**(47,119)**	**-**	**-**	**-**	**(47,119)**	**-**	**(47,119)**
Expiry of Unlisted Options	**-**	**(77,325)**	**-**	**-**	**77,325**	**-**	**-**	**-**
Lapse of Unlisted Options	**-**	**(1,510)**	**-**	**-**	**-**	**(1,510)**	**-**	**(1,510)**
Share based payments expense	**-**	**100,035**	**-**	**-**	**-**	**100,035**	**-**	**100,035**
Balance at 30 June 2019	**49,990,848**	**2,155,209**	**(47,643)**	**(2,591,970)**	**(48,850,497)**	**655,947**	**106,885**	**762,832**
Balance at 1 July 2017	44,072,803	2,124,395	-	**-**	(37,248,920)	8,948,278	1,167,898	10,116,176
Net loss for the year	-	-	-	**-**	(2,923,285)	(2,923,285)	(80,552)	(3,003,837)
Other comprehensive income	-	-	325,505	**-**	-	325,505	66,285	391,790
Total comprehensive income/(loss) for the year	-	-	325,505	**-**	(2,923,285)	(2,597,780)	(14,267)	(2,612,047)
Transactions with owners recorded directly in equity:								
Issue of shares	6,201,602	(89,102)	-	**-**	-	6,112,500	-	6,112,500
Share issue costs	(294,985)	-	-	**-**	-	(294,985)	-	(294,985)
Share based payments	-	281,703	-	**-**	-	281,703	-	281,703
Expiry of Unlisted Options	-	(135,868)	-	**-**	135,868	-	-	-
Initial recognition of non-controlling interests	-	-	-	**-**	-	-	133,998	133,998
Balance at 30 June 2018	49,979,420	2,181,128	325,505	**-**	(40,036,337)	12,449,716	1,287,629	13,737,345

The accompanying notes form part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2019

	Notes	2019 $	2018 $
Operating activities			
Payments to suppliers and employees		**(4,942,701)**	(3,743,687)
Interest received		**55,607**	64,744
Net cash flows used in operating activities	11(a)	**(4,887,094)**	(3,678,943)
Investing activities			
Proceeds from disposal of royalty interest	2(a)	**190,000**	600,000
Proceeds on disposal of subsidiary	2(a)	**50,000**	-
Purchase of property, plant and equipment	6	**(480,154)**	(296,846)
Acquisition of a controlled entity, net of cash acquired	18	**65,987**	(166,700)
Loss of cash on deconsolidation of subsidiary		**(2,767)**	-
Payment for acquisition of controlled entity	7	**-**	(200,000)
Net cash flows used in investing activities		**(176,934)**	(63,546)
Financing activities			
Proceeds from issue of shares		**-**	6,112,500
Share issue costs		**-**	(294,985)
Proceeds from repayment of Constellation IPO Costs	4	**232,676**	(252,435)
Proceeds from repayment of borrowings		**100,000**	-
Net cash flows from financing activities		**332,676**	5,565,080
Net increase/(decrease) in cash and cash equivalents		**(4,731,352)**	1,822,591
Cash and cash equivalents at the beginning of the year		**5,563,900**	3,741,309
Cash and cash equivalents at the end of the year	11(b)	**832,548**	5,563,900

The accompanying notes form part of these financial statements.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in preparing the financial report of Apollo Minerals Limited ("**Apollo Minerals**" or "**Company**") and its consolidated entities ("**Consolidated Entity**" or "**Group**") for the year ended 30 June 2019 are stated to assist in a general understanding of the financial report.

Apollo Minerals is a Company limited by shares, incorporated and domiciled in Australia, whose shares are publicly traded on the Australian Securities Exchange ("**ASX**").

The financial report of the Group for the year ended 30 June 2019 was authorised for issue in accordance with a resolution of the Directors.

(a) Basis of Preparation

The financial report is a general purpose financial report, which has been prepared in accordance with Australian Accounting Standards ("**AASBs**") adopted by the Australian Accounting Standards Board ("**AASB**") and the *Corporations Act 2001*.

The financial report has been prepared on a historical cost basis. The financial report is presented in Australian dollars.

The consolidated financial statements have been prepared on a going concern basis which assumes the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business.

(b) Statement of Compliance

The financial report complies with Australian Accounting Standards and International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board.

In the current year, the Group has adopted all of the new and revised Standards and Interpretations issued by the AASB that are relevant to its operations and effective for the current annual reporting period. New and revised standards and amendments thereof and interpretations effective for the current reporting period that are relevant to the Group include:

(i) *AASB 9 Financial Instruments*, and relevant amending standards;

(ii) *AASB 15 Revenue from Contracts with Customers*, and relevant amending standards;

(iii) *AASB 2016-5 Amendments to Australian Accounting Standards – Classification and Measurement of Share-based Payment Transactions*; and

(iv) AASB Interpretation 22 Foreign Currency Transactions and Advance Consideration.

The adoption of these new and revised standards has not resulted in any significant changes to the Group's accounting policies or to the amounts reported for the current or prior periods.

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective have not been adopted by the Group for the annual reporting period ended 30 June 2019. Those which may be relevant to the Group are set out in the table below, but these are not expected to have any significant impact on the Group's financial statements as detailed below:

Standard/Interpretation	Application Date of Standard	Application Date for Group
AASB *16 Leases*	1 January 2019	1 July 2019
Interpretation 23 Uncertainty over Income Tax Treatments	1 January 2019	1 July 2019
AASB 2017-7 *Amendments – Long-term Interests in Associates and Joint Venture Amendments to IAS 28 and Illustrative Example – Long-term Interests in Associates and Joint Ventures*	1 January 2019	1 July 2019
AASB 2018-1 *Amendments – Annual Improvements 2015-2017 Cycle*	1 January 2019	1 July 2019
AASB 2018-2 *Amendments – Plan Amendment, Curtailment or Settlement (AASB 119)*	1 January 2019	1 July 2019

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Statement of Compliance (Continued)

AASB 16 Leases

AASB 16 Leases will replace existing accounting requirements for leases under AASB 117 Leases. Under current requirements, leases are classified based on their nature as either finance leases which are recognised on the Statement of Financial Position, or operating leases, which are not recognised on the Statement of Financial Position.

Under AASB 16 Leases, the Company's accounting for operating leases as a lessee will result in the recognition of a right-of-use ("**ROU**") asset and an associated lease liability on the Statement of Financial Position. The lease liability represents the present value of future lease payments, with the exception of short-term and low value leases. An interest expense will be recognised on the lease liabilities and a depreciation charge will be recognised for the ROU assets. There will also be additional disclosure requirements under the new standard.

Based on the Company's assessment to date, the adoption of AASB 16 is expected to have an immaterial impact on the financial statements of the Company due to the minimal number, if any, of non-cancellable leases currently entered into by the Company which would not fall under a short-term or low value exception.

Transition

The Company will initially apply AASB 16 on 1 July 2019, using the modified retrospective approach. Therefore, the cumulative effect of adopting AASB 16 will be recognised as an adjustment to the opening balance of retained earnings at 1 July 2019, with no restatement of comparative information.

When applying the modified retrospective approach to leases previously classified as operating leases under AASB 117, the Company can elect, on a lease-by-lease basis, whether to apply a number of practical expedients on transition. The Company is assessing the potential impact of using these practical expedients.

Based on the current assessment and conditions of the Company to date, it is not expected that the adoption of AASB 16 will have minimal impact if any on the financial statements of the Company. The actual impact of applying AASB 16 on the financial statements in the period of initial application will depend however on future economic conditions, including the Company's borrowing rate, the composition of the Company's lease portfolio, the extent to which the Company elects to use practical expedients and recognition exemptions, and the new accounting policies, which are subject to change until the Company presents its first financial statements that include the date of initial application.

(c) Changes in Accounting Policies

The accounting policies adopted in the preparation of the Financial Report are consistent with those applied in the preparation of the Group's annual financial report for the year ended 30 June 2018, except for new standards, amendments to standards and interpretations effective 1 January 2018 as set out in this note. The Company has set out below the main changes due to the adoption of AASB 9.

Impact of Changes – AASB 9 Financial Instruments

The Company has adopted AASB 9 from 1 July 2018 which have resulted in changes to accounting policies and the analysis for possible adjustments to amounts recognised in the Financial Report. In accordance with the transitional provisions in AASB 9, the reclassifications and adjustments are not reflected in the statement of financial position as at 30 June 2018 but recognised in the opening balance sheet as at 1 July 2018. As per the new impairment model introduced by AASB 9, the Company has not recognised a loss allowance on trade and other receivables.

Classification and Measurement

On 1 July 2018, the Company has assessed which business models apply to the financial instruments held by the Company and have classified them into the appropriate AASB 9 categories. The main effects resulting from this reclassification are shown in the table below.

On adoption of AASB 9, the Company classified financial assets and liabilities as subsequently measured at either amortised cost or fair value, depending on the business model for those assets and on the asset's contractual cash flow characteristics. There were no changes in the measurement of the Company's financial instruments.

There was no impact on the statement of comprehensive income or the statement of changes in equity on adoption of AASB 9 in relation to classification and measurement of financial assets and liabilities.

The following table summarises the impact on the classification and measurement of the Group's financial instruments at 1 July 2018:

Presented in statement of financial position	AASB 139	AASB 9	Original carrying amount under AASB 139 $	New carrying amount under AASB 9 $
Trade and other receivables	Amortised Cost	Amortised Cost	911,318	911,318
Trade and other payables	Amortised Cost	Amortised Cost	524,182	524,182
Financial assets through profit and loss	Fair Value	Fair Value	-	-
Financial liabilities at amortised cost	Amortised Cost	Amortised Cost	241,196	241,196

The Company does not currently enter into any hedge accounting and therefore there is no impact to the Company's Interim Financial Reports.

Impairment

AASB 9 introduces a new expected credit loss ("**ECL**") impairment model that requires the Company to adopt an ECL position across the Company's financial assets at 1 July 2018. The Company's receivables balance consists of GST refunds from the Australian Tax Office, interest receivables from recognised Australian banking institutions and a royalty receivable. While cash and cash equivalents are also subject to the impairment requirements of AASB 9, an impairment loss would be considered immaterial.

The loss allowances for financial assets are based on the assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(d) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of the Company as at 30 June 2019 and the results of all subsidiaries for the year then ended.

Subsidiaries are all entities (including structured entities) over which the Group has control. The group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Company.

Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are de-consolidated from the date that control ceases. Intercompany transactions and balances, income and expenses and profits and losses between Group companies, are eliminated.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Principles of consolidation (Continued)

Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are de-consolidated from the date that control ceases. Intercompany transactions and balances, income and expenses and profits and losses between Group companies, are eliminated.

Non-controlling interests are allocated their share of net profit after tax in the statement of comprehensive income and are presented within equity in the consolidated statement of financial position, separately from the equity of the owners of the parent.

Total comprehensive income within a subsidiary is attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary that does not result in a loss of control is accounted for as an equity transaction.

(e) Going concern

The financial statements have been prepared on the going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The consolidated entity incurred a loss of $9,021,678 (2018: $3,003,837), which includes a non-cash impairment expense of $7,341,868 (2018: nil), and experienced net cash outflows from operating and investing activities of $5,064,026 for the year ended 30 June 2019 (2018: $3,742,489). Cash and cash equivalents totalled $833,000 as at 30 June 2019 (30 June 2018: $5,564,000).

Subsequent to year end, the Company announced that it is undertaking a non-renounceable pro-rata Entitlements Issue of fully paid ordinary shares in the Company to raise up to $4.2 million (before costs) (the Offer). Under the Entitlements Issue, eligible shareholders will be able to acquire one (1) New Share for every one (1) fully paid ordinary share held on the record date at an issue price of $0.025 per New Share. The Entitlements Issue (and receipt of funds) is expected to complete on 7 October 2019 ("**Closing Date**"), with the shares to be issued shortly thereafter.

The Directors consider that the Consolidated Entity is a going concern and recognise that additional capital is required progressively throughout the period commencing October 2019 to ensure that it can continue to fund its operations during the twelve month period from the date of approval of this financial report.

As outlined in its Offer Document related to the Entitlements Issue, the funds expected to be raised will be used to fund $1.7 million for exploration activities at existing projects, including the Kroussou Project in Western Gabon and the Aurenere Project in Spain, $0.6 million for corporate and administrative costs and $1.7 million for working capital.

The Directors believe that at the date of approval of the financial statements there are reasonable grounds to believe that they will be successful in achieving the capital raising set out above by the Closing Date and that the Consolidated Entity will have sufficient funds to meet its obligations as and when they fall due and are of the opinion that the use of the going concern basis remains appropriate.

Should the Directors be unable to achieve the capital raising set out above by the Closing Date, a material uncertainty would exist that may cast significant doubt as to whether the consolidated entity will be able to continue as a going concern and therefore whether it will realise its assets and discharge its liabilities in the normal course of business.

The financial report does not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might by necessary should the consolidated entity not continue as a going concern.

(f) Foreign currencies

Functional and presentation currency

The functional currency of each of the Group's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in the income statement, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity, otherwise the exchange difference is recognised in the income statement.

Group companies

The financial results and position of foreign operations whose functional currency is different from the group's presentation currency are translated as follows:

- assets and liabilities are translated at year-end exchange rates prevailing at that reporting date;
- income and expenses are translated at average exchange rates for the period; and
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations are transferred directly to the group's foreign currency translation reserve in equity. These differences are recognised in profit or loss in the period in which the operation is disposed.

(g) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

(h) Trade and other receivables

Trade receivables are recognised and carried at original invoice amount less any ECL.

Receivables from related parties are recognised and carried at the nominal amount due and are interest free.

(i) Investments and other financial assets

(i) Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("**OCI**"), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Investments and other financial assets (Continued)

(ii) Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (not relevant to the Group);
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (not relevant to the Group);
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon
- derecognition (equity instruments); and
- Financial assets at fair value through profit or loss (equity instruments).

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under AASB 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group did not elect to classify its equity investments under this category.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes the listed equity investments which the Group had not irrevocably elected to classify at fair value through OCI.

(iii) Derecognition

A financial asset is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when the rights to receive cash flows from the asset have expired; or the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(j) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables and loans and borrowings.

(ii) Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

This is the category most relevant to the Group. After initial recognition, loans and borrowings are subsequently measured at amortised cost using the effective interest rate ("**EIR**") method. Gains and losses are then recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in AASB 9 are satisfied. The Group does not hold any financial liabilities at fair value through profit or loss.

(k) Interests in Joint Ventures

The Group's share of the assets, liabilities, revenue and expenses of joint venture operations (if any) are included in the appropriate items of the consolidated financial statements. Details of the Group's interests in joint ventures are shown at Note 19.

(l) Parent entity financial information

The financial information for the parent entity, Apollo Minerals Limited, disclosed in Note 15 has been prepared on the same basis as the consolidated financial statements, except for investments in subsidiaries, associates and joint venture entities which are accounted for at cost in the financial statements of Apollo Minerals Limited.

(m) Property, Plant and Equipment

(i) Cost and valuation

Plant and equipment is measured at cost less accumulated depreciation and impairment losses.

(ii) Depreciation

Depreciation is provided on a straight line basis on all property, plant and equipment.

	2019	2018
Major depreciation periods are:		
Plant and equipment	2 – 5 years	2 – 5 years
Office equipment	2 – 5 years	2 – 5 years

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Exploration and Evaluation Expenditure

Expenditure on exploration and evaluation is accounted for in accordance with the 'area of interest' method.

Exploration and evaluation expenditure encompasses expenditures incurred by the Group in connection with the exploration for and evaluation of mineral resources before the technical feasibility and commercial viability of extracting a mineral resource are demonstrable.

For each area of interest, expenditure incurred in the acquisition of rights to explore is capitalised, classified as tangible or intangible, and recognised as an exploration and evaluation asset. Exploration and evaluation assets are measured at cost at recognition and are recorded as an asset if:

(i) the rights to tenure of the area of interest are current; and
(ii) at least one of the following conditions is also met:

- the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; and
- exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Exploration and evaluation expenditure incurred by the Group subsequent to the acquisition of the rights to explore is expensed as incurred, up until the technical feasibility and commercial viability of the project has been demonstrated with a bankable feasibility study.

Capitalised exploration costs are reviewed at each reporting date to establish whether an indication of impairment exists. If any such indication exists, the recoverable amount of the capitalised exploration costs is estimated to determine the extent of the impairment loss (if any). Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in previous years.

Where a decision is made to proceed with development, accumulated expenditure is tested for impairment and transferred to development properties, and then amortised over the life of the reserves associated with the area of interest once mining operations have commenced.

Recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

(o) Payables

Liabilities are recognised for amounts to be paid in the future for goods and services received. Trade accounts payable are normally settled within 60 days.

(p) Provisions

Provisions are recognised when the group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

(q) Revenue Recognition

Revenues are recognised at the fair value of the consideration received net of the amount of goods and services tax (GST) payable to the taxation authority. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and can be reliably measured.

Interest revenue is recognised as it accrues, taking into account the effective yield on the financial asset.

The adoption of AASB 15 has had no material impact.

(r) Income Tax

The income tax expense for the period is the tax payable on the current period's taxable income based on the notional income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose on goodwill or in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each balance date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against tax liabilities and the deferred tax liabilities relate to the same taxable entity and the same taxation authority.

(s) Employee Entitlements

A provision is made for the Group's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within 12 months have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than 12 months have been measured at the present value of the estimated future cash outflows to be made for those benefits.

(t) Earnings per Share

Basic earnings per share (“**EPS**”) is calculated by dividing the net profit/loss attributable to members of the Company for the reporting period, after excluding any costs of servicing equity, by the weighted average number of ordinary shares of the Company, adjusted for any bonus issue or share consolidation.

Diluted EPS is calculated by dividing the basic EPS earnings, adjusted by the after tax effect of financing costs associated with dilutive potential Ordinary Shares and the effect on revenues and expenses of conversion to Ordinary Shares associated with dilutive potential Ordinary Shares, by the weighted average number of Ordinary Shares and dilutive Ordinary Shares adjusted for any bonus issue or share consolidation.

(u) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Group, on or before the end of the year but not distributed at balance date.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(w) Use and Revision of Accounting Estimates

The preparation of the financial report requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described Note 1(dd).

(x) Issued Capital

Ordinary Shares are classified as equity. Issued and paid up capital is recognised at the fair value of the consideration received by the Company. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(y) Operating Segments

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. The chief operating decision maker has been identified as the Board of Directors, taken as a whole. This includes start up operations which are yet to earn revenues. Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the board of directors.

Operating segments have been identified based on the information provided to the Board of Directors.

The group aggregates two or more operating segments when they have similar economic characteristics, and the segments are similar in each of the following respects:

- Nature of the products and services,
- Nature of the production processes,
- Type or class of customer for the products and services,
- Methods used to distribute the products or provide the services, and if applicable
- Nature of the regulatory environment.

Operating segments that meet the quantitative criteria as prescribed by AASB 8 are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

Information about other business activities and operating segments that are below the quantitative criteria are combined and disclosed in a separate category for “all other segments”.

(z) Impairment of Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase. After such a reversal the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

(aa) Fair Value Estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the reporting date. The quoted market price used for financial assets held by the Group is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

(bb) Share based Payments

Equity-settled share based payments are provided to officers, employees, consultants and other advisors. These share based payments are measured at the fair value of the equity instrument at the grant date. Where options are issued, fair value is determined using the Black Scholes option pricing model. Where ordinary shares are issued, fair value is determined using volume weighted average price for ordinary shares for an appropriate period prior to the issue of the shares. Further details on how the fair value of equity-settled share based payments has been determined can be found in Note 16.

The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest. At each reporting date, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss over the remaining vesting period, with a corresponding adjustment to the share based payments reserve.

Equity-settled share based payments may also be provided as consideration for the acquisition of assets. Where ordinary shares are issued, the transaction is recorded at fair value based on the volume weighted average price for ordinary shares for an appropriate period prior to the issue of the shares.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(bb) Share based Payments (Continued)

Where performance shares are issued, the transaction is recorded at fair value based on the volume weighted average price for ordinary shares for an appropriate period prior to the issue of the performance shares, adjusted for Management's assessment of the probability that the relevant milestone for each class of performance share will be met. The acquisition is then recorded as an asset or expensed in accordance with accounting standards.

(cc) Acquisition of Assets

The directors may evaluate a group of assets that is acquired in a transaction is not a business combination. In such cases the cost of acquisition is allocated to the individual identifiable assets (including intangible assets that meet the definition of and recognition criteria for intangible assets in AASB 138) acquired and liabilities assumed on the basis of their relative fair values at the date of purchase.

(dd) Significant judgements and key assumptions

The directors evaluate estimates and judgements incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the group.

(i) Key judgements

Exploration and evaluation

The Group capitalises expenditure incurred in the acquisition of rights to explore and records this as an asset where it is considered likely to be recoverable or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves (Note 1(n)). In accordance with this policy and with the impairment policy at Note 1(z), the Company has written down some of the carrying value of exploration and evaluation expenditure during the year. In this regard, The Group fully impaired the capitalised exploration and evaluation expenses for the Couflens Project following the Administrative Court of Toulouse ruling during the financial year to cancel the Couflens PER. Please refer to Note 7 for further disclosure. There are also certain areas of interest from which no reserves have been extracted, but the directors are of the continued belief that such expenditure should not be written off since feasibility studies in such areas have not yet concluded. Such capitalised expenditure is carried at reporting date at $550,260 (2018: $6,667,645).

Share based payments

The Group measures the cost of share based payments issued to employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimation is required at the date of issue to determine the fair value. The fair value is determined using an appropriate valuation model. The valuation basis and related assumptions are detailed in Note 16. The accounting estimates and assumptions relating to the equity settled transactions, but would have no impact on the carrying value of assets and liabilities within the next annual reporting period but may impact expenses and equity.

	Note	2019 $	2018 $
2. REVENUE AND OTHER GAINS OR LOSSES			
(a) Revenue and other income			
Interest income		**58,788**	64,744
Gain on disposal of royalty interest	4	**90,000**	1,000,000
Gain on disposal of subsidiary[1]		**239,794**	-
		388,582	1,064,744
(b) Other gains or losses			
Fair value movements in financial assets	5	**(76,974)**	-
Unwinding of discount in financial liabilities	18	**(97,900)**	-
Gain on derecognition of financial liabilities	18	**2,115,345**	-
		1,940,471	-

Note:

[1] During the period, Constellation Resources Limited ("**Constellation**") listed on ASX via IPO and the Group lost control of the entity including rights to Constellation's assets and liabilities which resulted in an accounting gain of $189,794. The Company also sold Southern Exploration Pty Ltd, which held the Commonwealth Hill Project, for $50,000 during the year.

	2019 $	2018 $
3. INCOME TAX		
(a) Recognised in the Statement of Comprehensive Income		
Current income tax		
Current income tax benefit in respect of the current year	**-**	-
Deferred income tax		
Relating to origination and reversal of temporary differences	**-**	-
Income tax expense reported in the statement of comprehensive income	**-**	-
(b) Reconciliation Between Tax Expense and Accounting Loss Before Income Tax		
Accounting loss before income tax	**(9,021,723)**	(3,003,837)
At the domestic income tax rate of 30.0% (2018: 27.5%)	**(2,706,490)**	(826,055)
Expenditure not allowable for income tax purposes	**2,490,246**	657,839
Income not assessable for income tax purposes	**(691,542)**	-
Effect of changes in income tax rates	**(588,115)**	
Adjustments in respect of current income tax of previous years	**49,275**	24,173
Effect of exchange rates	**-**	(286,539)
Deferred tax assets not brought to account	**1,446,626**	430,582
Income tax expense attributable to loss	**-**	-

(3) INCOME TAX (Continued)

	2019 $	2018 $
(c) Deferred Tax Assets and Liabilities		
Deferred income tax at 30 June relates to the following:		
Deferred Tax Liabilities		
Exploration and evaluation assets	**-**	147,754
Financial assets at fair value through profit and loss	**81,908**	-
Deferred tax assets used to offset deferred tax liabilities	**(81,908)**	(147,754)
	-	-
Deferred Tax Assets		
Accrued expenditure	**9,600**	17,463
Provisions	**-**	3,193
Capital allowances	**42,876**	8,619
Tax losses available to offset against future taxable income	**8,131,135**	6,839,402
Deferred tax assets used to offset deferred tax liabilities	**(81,908)**	(147,754)
Deferred tax assets not brought to account	**(8,101,703)**	(6,720,923)
	-	-

The benefit of deferred tax assets not brought to account will only be brought to account if:

- future assessable income is derived of a nature and of an amount sufficient to enable the benefit to be realised;
- the conditions for deductibility imposed by tax legislation continue to be complied with; and
- no changes in tax legislation adversely affect the Group in realising the benefit.

(d) Tax Consolidation

The Company and its wholly-owned Australian resident entities have not implemented the tax consolidation legislation.

	2019 $	2018 $
4. TRADE AND OTHER RECEIVABLES		
GST and VAT receivables	**230,456**	218,576
Pilbara royalty receivable[1]	**300,000**	400,000
Prepaid Initial Public Offering costs[2]	**-**	252,435
Other receivables	**-**	40,307
	530,456	911,318

Notes:

[1] The Pilbara Royalty receivable includes a $300,000 receivable due by November 2019 following sale of one of the Group's royalty interests in the Pilbara gold region (refer Note 2(a)).

[2] On 30 April 2018, the Company entered into a Debt for Equity Subscription Agreement with Constellation (a controlled entity). Under the terms of the agreement, the Company agreed to fund all Initial Public Offering expenses in connection with Constellation's admission to the ASX. On 30 July 2018, Constellation was successfully listed via an IPO on the ASX. During the current financial year, the Company was repaid in full.

	2019 $	2018 $
5. OTHER FINANCIAL ASSETS		
Financial assets at fair value through profit or loss:		
Australian listed equity securities[1]	**273,028**	-
	273,028	

Notes:
[1] The Company holds 100 fully paid ordinary shares and 3,000,000 listed options in Constellation (ASX: CR1 and CR1O). Refer to note 21(i) for further disclosure.

	2019 $	2018 $
6. PROPERTY, PLANT AND EQUIPMENT		
(a) Plant and Equipment		
At cost	**355,046**	296,846
Accumulated depreciation and impairment	**(187,126)**	(15,364)
Net carrying amount	**167,920**	281,482
(b) Reconciliation		
Carrying amount at beginning of year	**281,482**	4,835
Acquired on acquisition of controlled entity (note 18)	**38,480**	-
Acquisitions	**480,154**	296,846
Depreciation	**(141,210)**	(15,999)
Disposed on loss of controlled entity	**(3,721)**	-
Impairment of Couflens Project mine assets[1]	**(492,308)**	-
Other Impairment	**-**	(3,840)
Foreign exchange movement on plant and equipment	**5,043**	(360)
Net carrying amount	**167,920**	281,482

Notes:
[1] Following the Administrative Court of Toulouse ruling to cancel the Couflens PER due to claimed errors made by the French State in the granting of the permit, a provision for impairment has been recognised for the Couflens Project mine assets given the Company does not currently have adequate tenure to the Couflens Project (refer to Note 7). Subsequent to the end of the year, the Company and French State have lodged coordinated appeals with the Appeal Court of Bordeaux. The Company will strongly defend its position and is considering a range of options available to it in relation to the adverse Court verdict.

	Notes	2019 $	2018 $
7. EXPLORATION AND EVALUATION ASSETS			
(a) Exploration and evaluation assets by area of interest			
Couflens (France)		**6,849,560**	6,871,670
Couflens (France) – provision for impairment[1]		**(6,849,560)**	-
Aurenere (Spain)		**550,260**	535,969
Fraser Range (Western Australia)[2]		**-**	350,000
Total exploration and evaluation assets		**550,260**	7,757,639
(b) Reconciliation of carrying amount:			
Carrying amount at beginning of year		**7,757,639**	6,667,645
Transfer to acquisition reserve	18	**(200,000)**	-
Additional acquisition of Couflens – initial payment		**-**	200,000
Acquisition of Aurenere	18	**-**	546,742
Adjustment to Couflens fair value on acquisition		**-**	22,156
Impairment of Couflens[1]		**(6,849,560)**	-
Disposal of interest in Fraser Range	19	**(350,000)**	-
Exploration expenditure written off		**-**	(50,000)
Foreign exchange differences		**192,181**	371,096
Balance at end of financial year[1]		**550,260**	7,757,639

Notes:

(1) The ultimate recoupment of costs carried forward for exploration and evaluation expenditure is dependent on the successful development and commercial exploitation or sale of the respective areas of interest. Following the Administrative Court of Toulouse ruling to cancel the Couflens PER due to claimed errors made by the French State in the granting of the permit, a provision for impairment has been recognised for the Couflens Project given the Company does not currently have adequate tenure to the Couflens Project. Subsequent to the end of the year, the Company and French State have lodged coordinated appeals with the Appeal Court of Bordeaux. The Company will strongly defend its position and is considering a range of options available to it in relation to the adverse Court verdict.

(2) Tenements controlled by Constellation. During the year, Constellation listed on ASX via IPO and the Group lost control of Constellation and the assets it controls including the Fraser Range tenements. Refer to Note 19 for further details.

	Note	2019 $	2018 $
8. TRADE AND OTHER PAYABLES			
Trade creditors		**1,296,632**	487,682
Deferred Consideration (NeoMetal)	18	**242,748**	241,196
Accrued expenses		**52,000**	36,500
		1,591,380	765,378

	Note	2019 $	2018 $
9. CONTRIBUTED EQUITY			
(a) Issued Capital			
168,136,175 (2018: 168,001,175) Ordinary Shares	9(b)	**49,990,848**	49,979,420
		49,990,848	49,979,420

(b) Movements in Ordinary Shares During the Past Two Years Were as Follows:

Date	Details	Number of Ordinary Shares	$
1 Jul 2018	**Opening Balance**	**168,001,175**	**49,979,420**
31 May 2019	Issue of shares	135,000	13,500
Jul 18 to Jun 19	Share issue expenses	-	(2,072)
30 Jun 2019	**Closing Balance**	**168,136,175**	**49,990,848**
1 Jul 2017	**Opening Balance**	**139,914,218**	**44,072,803**
11 Apr 2018	Issue of placement shares	26,086,957	6,000,000
11 Apr 2018	Exercise of options	1,000,000	50,000
11 Apr 2018	Exercise of options	500,000	37,500
9 May 2018	Exercise of options	500,000	25,000
Jul 17 to Jun 18	Transfer of share based payment reserve on exercise of options	-	89,102
Jul 17 to Jun 18	Share issue expenses	-	(294,985)
30 Jun 2018	**Closing Balance**	**168,001,175**	**49,979,420**

(c) Rights Attaching to Ordinary Shares

The rights attaching to fully paid ordinary shares ("**Ordinary Shares**") arise from a combination of the Company's Constitution, statute and general law.

Ordinary Shares issued following the exercise of Options in accordance with Note 16(b) or conversion of Performance Rights or Performance Shares in accordance with Note 16(b) will rank equally in all respects with the Company's existing Ordinary Shares.

Copies of the Company's Constitution are available for inspection during business hours at the Company's registered office. The clauses of the Constitution contain the internal rules of the Company and define matters such as the rights, duties and powers of its shareholders and directors, including provisions to the following effect (when read in conjunction with the Corporations Act 2001 or Listing Rules).

(i) Shares

The issue of shares in the capital of the Company and options over unissued shares by the Company is under the control of the directors, subject to the Corporations Act 2001, ASX Listing Rules and any rights attached to any special class of shares.

(ii) Meetings of Members

Directors may call a meeting of members whenever they think fit. Members may call a meeting as provided by the Corporations Act 2001. The Constitution contains provisions prescribing the content requirements of notices of meetings of members and all members are entitled to a notice of meeting.

A meeting may be held in two or more places linked together by audio-visual communication devices. A quorum for a meeting of members is 2 shareholders.

9. CONTRIBUTED EQUITY (Continued)

(c) Rights Attaching to Ordinary Shares (Continued)

(iii) Voting

Subject to any rights or restrictions at the time being attached to any shares or class of shares of the Company, each member of the Company is entitled to receive notice of, attend and vote at a general meeting. Resolutions of members will be decided by a show of hands unless a poll is demanded. On a show of hands each eligible voter present has one vote. However, where a person present at a general meeting represents personally or by proxy, attorney or representative more than one member, on a show of hands the person is entitled to one vote only despite the number of members the person represents. On a poll each eligible member has one vote for each fully paid share held and a fraction of a vote for each partly paid share determined by the amount paid up on that share.

(iv) Changes to the Constitution

The Company's Constitution can only be amended by a special resolution passed by at least three quarters of the members present and voting at a general meeting of the Company. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

(v) Listing Rules

Provided the Company remains admitted to the Official List, then despite anything in its Constitution, no act may be done that is prohibited by the Listing Rules, and authority is given for acts required to be done by the Listing Rules. The Company's Constitution will be deemed to comply with the Listing Rules as amended from time to time.

	Notes	2019 $	2018 $
10. RESERVES			
Share based payments reserve	10(b)	**2,155,209**	2,181,128
Foreign currency translation reserve		**(47,643)**	325,505
Acquisition reserve	18	**(2,591,970)**	-
		(484,404)	2,506,633

(a) Nature and Purpose of Reserves

(i) *Share Based Payments Reserve*

The Share Based Payments Reserve is used to record the fair value of Unlisted Options, Performance Rights and Performance Shares issued by the Group.

(ii) *Foreign Currency Translation Reserve*

The Foreign Currency Translation Reserve is used to record exchange differences arising on translation of foreign controlled entities. The reserve is recognised in profit or loss when the net investment is disposed of.

(iii) *Acquisition Reserve*

The Acquisition Reserve is used to record the movements for equity based acquisitions including the purchase of the remaining non-controlling interest for the Couflens Project. Please refer to Note 18 for further disclosure.

(b) Movements in share-based payments during the past two years:

Date	Details	Number of Options	Number of Performance Rights	Number of Performance Shares	$
1 Jul 2018	**Opening Balance**	**7,600,000**	**-**	**65,000,000**	**2,181,128**
30 Jul 2018	Loss of control of Constellation	-	-	-	(47,119)
18 Jan 2019	Grant of Unlisted Options	655,000	-	-	-
18 Jan 2019	Grant of Performance Rights	-	4,835,000	-	-
6 Mar 2019	Grant of Unlisted Options	1,700,000	-	-	-
30 Jun 2019	Expiry of Unlisted Options	(1,500,000)	-	-	(77,325)
30 Jun 2019	Lapse of Unlisted Options	(80,000)	-	-	(1,510)
Jul 18 to Jun 19	Share-based payment expense	-	-	-	100,035
30-Jun-19	**Closing Balance**	**8,375,000**	**4,835,000**	**65,000,000**	**2,155,209**
1 Jul 17	**Opening Balance**	**9,528,125**	**-**	**65,000,000**	**2,167,780**
17 Oct 17	Grant of Unlisted Options	600,000	-	-	-
28 Feb 18	Expiry of Unlisted Options	(1,678,125)	-	-	(135,868)
10 Apr 18	Grant of Unlisted Options	650,000	-	-	-
11 Apr 18	Grant of Unlisted Options	500,000	-	-	-
11 Apr 18	Exercise of Unlisted Options	(1,500,000)	-	-	(59,838)
9 May 18	Exercise of Unlisted Options	(500,000)	-	-	(29,264)
Jul 17 to Jun 18	Share-based payment expense	-	-	-	238,318
30-Jun-18	**Closing Balance**	**7,600,000**	**-**	**65,000,000**	**2,181,128**

	2019 $	2018 $
11. STATEMENT OF CASH FLOWS		
(a) Reconciliation of the Net Loss After Tax to the Net Cash Flows from Operations		
Loss for the year	**(9,021,723)**	(3,003,837)
Adjustment for non-cash income and expense items		
Equity settled share based payments	**112,027**	281,703
Impairment of capitalised exploration	**6,849,560**	50,000
Depreciation	**141,210**	15,999
Net foreign exchange movement	**-**	(1,102)
Impairment of plant and equipment	**492,308**	3,840
Provision for annual leave	**-**	11,616
Other non-cash income	**(2,265,139)**	-
Gain on disposal of royalty interest (investing activity)	**(90,000)**	(1,000,000)
Change in operating assets and liabilities		
(Increase)/decrease in trade and other receivables	**19,431**	(133,553)
Increase/(decrease) in trade and other payables	**(1,124,768)**	96,391
Net cash outflow from operating activities	**(4,887,094)**	(3,678,943)
(b) Reconciliation of Cash		
Cash at bank and on hand	**832,548**	5,563,900
Balance at 30 June	**832,548**	5,563,900

(c) Non-cash Financing and Investing Activities

30 June 2019

On 31 May 2019, the Company issued 135,000 Ordinary Shares to a key consultant in lieu of cash.

There were no other non-cash financing and investing activities during the year ended 30 June 2019 or 30 June 2018.

	2019 Cents	2018 Cents
12. EARNINGS PER SHARE		
(a) Basic and Diluted Profit/(Loss) per Share		
Total basic and diluted loss per share	**(5.29)**	(2.00)

	2019 $	2018 $
The following reflects the income and share data used in the calculations of basic and diluted earnings per share:		
Net loss attributable to members of the Company	**(8,891,485)**	(2,923,285)
Effect of dilutive securities	**-**	-
Earnings used in calculating basic and diluted earnings per share from continuing operations	**(8,891,485)**	(2,923,285)

	Number of Ordinary Shares 2019	Number of Ordinary Shares 2018
Weighted average number of Ordinary Shares used in calculating basic and diluted earnings per share	**168,012,641**	146,108,858

(b) Non-Dilutive Securities

As at 30 June 2019, there were 8,375,000 Unlisted Options, 4,835,000 Performance Rights and 65,000,000 Performance Shares (which represent 78,210,000 potential Ordinary Shares) which were not dilutive as they would decrease the loss per share.

(c) Conversions, Calls, Subscriptions or Issues after 30 June 2019

There have been no conversions to, calls of, or subscriptions for Ordinary Shares or issues of potential Ordinary Shares since the reporting date and before completion of this financial report.

13. RELATED PARTIES

(a) Ultimate Parent

Apollo Minerals Limited, incorporated in Australia, is the ultimate parent of the Group.

(b) Subsidiaries

Name	Country of Incorporation	% Equity Interest 2019 %	% Equity Interest 2018 %
Subsidiaries of Apollo Minerals at 30 June:			
Apollo Iron Ore Pty Ltd	Australia	100	100
Southern Exploration Pty Ltd	Australia	-	100
Constellation Resources Limited	Australia	-	100
Apollo Iron Ore No 2 Pty Ltd	Australia	100	100
Apollo Iron Ore No 3 Pty Ltd	Australia	100	100
Apollo African Holdings Limited	Hong Kong	100	100
Apollo Gabon SA	Gabon	70	70
Ariege Tungstene SAS	France	100	100
Mines du Salat SAS	France	100	80
Variscan Mines SAS	France	100	-
Apollo Minerals (UK) Limited	UK	100	100
NeoMetal Spania S.L.	Spain	75	75

(c) Key Management Personnel

Transactions with Key Management Personnel, including remuneration, are included at Note 14.

(d) Transactions with Related Parties

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

Interests in joint venture entities are set out in Note 19.

14. KEY MANAGEMENT PERSONNEL

(a) Details of Key Management Personnel

The KMP of the Group during or since the end of the financial year were as follows:

Current Directors

Mr Ian Middlemas	Chairman
Mr Hugo Schumann	Executive Director
Mr Robert Behets	Non-Executive Director
Dr Michel Bonnemaison	Non-Executive Director
Mr Ajay Kejriwal	Non-Executive Director
Mr Mark Pearce	Non-Executive Director

Other KMP

Mr Dylan Browne	Company Secretary (appointed effective 31 July 2018)
Mr Clint McGhie	Company Secretary (resigned effective 31 July 2018)

Unless otherwise disclosed, the KMP held their position from 1 July 2018 until the date of this report.

	2019 $	2018 $
(b) Key Management Personnel Compensation		
Short-term employee benefits	**754,487**	563,032
Post-employment benefits	**80,530**	77,621
Share-based payments	**40,331**	-
	875,348	640,653

(c) Loans from Key Management Personnel

No loans were provided to or received from Key Management Personnel during the year ended 30 June 2019 (2018: Nil).

(d) Other Transactions

Apollo Group, a Company of which Mr Mark Pearce is a director and beneficial shareholder, provides corporate, administration and company secretarial services and serviced office facilities to the Company under a services agreement effective from 1 July 2016. Either party can terminate the services agreement at any time for any reason by giving one months' written notice. Apollo Group received a monthly retainer of $20,000 (exclusive of GST) for the provision of these services for the year. From 1 July 2019, the monthly retainer has been reduced to $15,000 per month. The monthly retainer is reviewed every six to twelve months and is based on Apollo Group's budgeted cost of providing the services to the Company (and other companies utilising same or similar services from Apollo) for the next six to twelve month period, with minimal or no mark-up. From time to time, Apollo Group may also receive additional fees (as agreed with the Company) in respect of services provided by Apollo Group to the Company that are not included in the agreed services covered by the monthly retainer. During the year ended 30 June 2019, Apollo Group was paid nil (2018: $30,000) additional fees for services in relation to a transaction.

Mines du Salat SAS signed a services agreement dated 21 December 2017 with E-Mines a Company of which Dr Michel Bonnemaison is a director and beneficial shareholder. In accordance with the agreements, E-Mines provided geoscience consulting services and technical equipment rental to Mines du Salat SAS in support of the Company's Couflens Project. During the year the Company incurred costs of $288,909 (2018: $398,173) from E-Mines in relation to the services discussed above. Subsequent to the year-end the services agreement with E-Mines was terminated on 31 August 2019.

	2019 $	2018 $
15. PARENT ENTITY DISCLOSURES		
(a) Financial Position		
Assets		
Current Assets	**955,088**	5,885,171
Non-Current Assets	**273,026**	5,354,631
Total Assets	**1,228,114**	11,239,802
Liabilities		
Current Liabilities	**385,287**	255,253
Total Liabilities	**385,287**	255,253
Equity		
Contributed Equity	**49,990,848**	49,979,420
Reserves	**2,155,209**	2,137,743
Accumulated Losses	**(51,602,653)**	(41,132,614)
Total Equity	**842,827**	10,984,549
(b) Financial Performance		
Loss for the year	**(10,547,366)**	(3,531,841)
Other comprehensive income	-	-
Total comprehensive loss	**(10,547,366)**	(3,531,841)

(c) Other

No guarantees have been entered into by the parent entity in relation to its subsidiaries.

Refer to Note 22 for details of commitments.

16. SHARE BASED PAYMENTS

(a) Recognised Share Based Payment Expense

Goods or services received or acquired in a share based payment transaction are recognised as an increase in equity if the goods or services were received in an equity-settled share based payment transaction or as a liability if the goods and services were acquired in a cash settled share based payment transaction.

For equity-settled share based transactions, goods or services received are measured directly at the fair value of the goods or services received provided this can be estimated reliably. If a reliable estimate cannot be made the value of the goods or services is determined indirectly by reference to the fair value of the equity instrument granted.

From time to time, the Group also provides Unlisted Options and Performance Rights to officers, employees, consultants and other key advisors as part of remuneration and incentive arrangements. The number of options or rights granted, and the terms of the options or rights granted are determined by the Board. Shareholder approval is sought where required.

During the past two years, the following equity-settled share based payments have been recognised:

16. SHARE BASED PAYMENTS (Continued)

	2019 $	2018 $
Expense arising from equity-settled share based payment transactions:		
Net expense arising from equity-settled share-based payment transactions (incentive securities) – Company	**94,793**	238,318
Net expense arising from equity-settled share-based payment transactions (incentive securities) - Constellation	**3,734**	43,385
Issue of shares to a key consultant	**13,500**	-
Net share based payment expense recognised in the profit or loss	**112,027**	281,703

(b) Summary of Unlisted Options and Performance Rights and Performance Shares Granted as Share based Payments

The following Unlisted Options were granted by the Company as share based payments during the last two years:

2019	Number	Grant Date	Expiry Date	Exercise Price $	Fair Value $
Series					
Series 1	315,000	18 Jan 2019	31 Dec 2021	0.28	0.058
Series 2	340,000	18 Jan 2019	31 Dec 2021	0.35	0.052
Series 3	850,000	6 Mar 2019	31 Dec 2021	0.28	0.044
Series 4	850,000	6 Mar 2019	31 Dec 2021	0.35	0.038

2018	Number	Grant Date	Expiry Date	Exercise Price $	Fair Value $
Series					
Series 1	250,000	18 Oct 2017	30 Jun 2020	0.20	0.177
Series 2	350,000	18 Oct 2017	30 Jun 2021	0.25	0.185
Series 3	500,000	29 Mar 2018	31 Dec 2020	0.30	0.160
Series 4	150,000	11 Apr 2018	31-Dec 2020	0.25	0.172
Series 5	200,000	11 Apr 2018	31-Dec 2020	0.35	0.152
Series 6	300,000	11 Apr 2018	31-Dec 2020	0.45	0.136

The following table illustrates the number and weighted average exercise prices (WAEP) of Unlisted Options granted as share based payments at the beginning and end of the financial year:

	2019 Number	2019 WAEP	2018 Number	2018 WAEP
Outstanding at beginning of year	**7,600,000**	**$0.238**	8,637,500	$0.204
Granted by the Company during the year	**2,355,000**	**$0.315**	1,750,000	$0.323
Exercised during the year	**-**	**-**	(2,000,000)	$0.056
Expired/cancelled during the year	**(1,580,000)**	**$0.087**	(787,500)	$0.520
Outstanding at end of year	**8,375,000**	**$0.284**	7,600,000	$0.238

The Unlisted Options are granted based upon the following terms and conditions:

* Each Unlisted Option entitles the holder the right to subscribe for one Ordinary Share upon the exercise of each Unlisted Option;
* The outstanding balance of Unlisted Options granted as share based payments on issue as at 30 June 2019 is represented by:
  * 1,500,000 unlisted options exercisable at $0.20 each on or before 30 June 2020;
  * 1,500,000 unlisted options exercisable at $0.32 each on or before 30 November 2020;
  * 150,000 unlisted options exercisable at $0.25 each on or before 31 December 2020;
  * 500,000 unlisted options exercisable at $0.30 each on or before 31 December 2020;
  * 200,000 unlisted options exercisable at $0.35 each on or before 31 December 2020;
  * 300,000 unlisted options exercisable at $0.45 each on or before 31 December 2020;
  * 1,950,000 unlisted options exercisable at $0.25 each on or before 30 June 2021;
  * 1,125,000 Unlisted Options exercisable at $0.28 each on or before 31 December 2021;
  * 1,150,000 Unlisted Options exercisable at $0.35 each on or before 31 December 2021; and
  * 4,835,000 Performance Rights with various vesting conditions and an expiry date 31 December 2021.
* The Unlisted Options are exercisable at any time prior to the Expiry Date, subject to vesting conditions being satisfied (if applicable);
* Ordinary Shares issued on exercise of the Unlisted Options rank equally with the then Ordinary Shares of the Company;
* application will be made by the Company to ASX for official quotation of the Ordinary Shares issued upon the exercise of the Unlisted Options;
* If there is any reconstruction of the issued share capital of the Company, the rights of the Unlisted Option holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction; and

No application for quotation of the Unlisted Options will be made by the Company

The following Performance Rights were granted by the Company as share based payments during the last two years (nil were issued in 2018):

2019	Number	Grant Date	Issue Date	Expiry Date	Exercise Price $	Fair Value $
Series						
Series 1	680,000	5 Dec 2018	18 Jan 2019	31 Dec 2021	-	0.155
Series 2	1,330,000	5 Dec 2018	18 Jan 2019	31 Dec 2021	-	0.155
Series 3	1,010,000	5 Dec 2018	18 Jan 2019	31 Dec 2021	-	0.155
Series 4	1,815,000	5 Dec 2018	18 Jan 2019	31 Dec 2021	-	0.155

The following table illustrates the number and weighted average exercise prices (WAEP) of Performance Rights granted as share based payments at the beginning and end of the financial year:

	2019 Number	2019 WAEP	2018 Number	2018 WAEP
Outstanding at beginning of year	**-**	**-**	-	-
Granted by the Company during the year	**4,835,000**	**-**	-	-
Exercised during the year	**-**	**-**	-	-
Expired/cancelled during the year	**-**	**-**	-	-
Outstanding at end of year	**4,835,000**	**-**	-	-

16. SHARE BASED PAYMENTS (Continued)

(b) Summary of Unlisted Options, Performance Rights and Performance Shares Granted as Share Based Payments (Continued)

The Performance Rights are granted based upon the following terms and conditions:

- Each Performance Right automatically converts into one Ordinary Share upon vesting of the Performance Right;
- Each Performance Right is subject to performance conditions (as determined by the Board from time to time) which must be satisfied in order for the Performance Right to vest;
- The outstanding balance of Performance Rights granted as share based payments on issue as at 30 June 2019 is represented by:
  - 680,000 Performance Rights expiring on 31 December 2021 vesting subject to the tungsten resource milestone;
  - 1,330,000 Performance Rights expiring on 31 December 2021 vesting subject to the scoping study milestone;
  - 1,010,000 Performance Rights expiring on 31 December 2021 vesting subject to the gold resource milestone; and
  - 1,815,000 Performance Rights expiring on 31 December 2021 vesting subject to the pre-feasibility study milestone.
- Ordinary Shares issued on conversion of the Performance Rights rank equally with the then Ordinary Shares of the Company;
- Application will be made by the Company to ASX for official quotation of the Ordinary Shares issued upon conversion of the Performance Rights;
- If there is any reconstruction of the issued share capital of the Company, the rights of the Performance Right holders may be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction;
- No application for quotation of the Performance Rights will be made by the Company; and
- Without approval of the Board, Performance Rights may not be transferred, assigned or novated, except, upon death, a participant's legal personal representative may elect to be registered as the new holder of such Performance Rights and exercise any rights in respect of them

No Performance Shares were granted in 2018 and 2019. The outstanding balance of Performance Shares granted as share based payments on issue as at 30 June 2019 is represented by:

- 10,000,000 Class A Convertible Performance Shares;
- 10,000,000 Class B Convertible Performance Shares;
- 10,000,000 Class C Convertible Performance Shares;
- 15,000,000 Class D Convertible Performance Shares; and
- 20,000,000 Class E Convertible Performance Shares

The Performance Shares are granted on the following terms and conditions:

- Each Performance Share will convert into one Share upon the first of the following occurring, on or prior to the Expiry Date:
  (i) the satisfaction of the relevant Milestone; or
  (ii) an Asset Sale.
- Milestones:
  - **Class A Milestone:** means the announcement by the Company to ASX of the delineation of at least an Inferred and Indicated Mineral Resource of at least 25,000 tonne WO_3 at an average grade of not less than 1.0% WO_3 using a cut-off grade of not less than 0.3% WO_3 on the Project Licences and which is prepared and reported in accordance with the provisions of the JORC Code. For the avoidance of doubt, the referenced tonnes and grade are WO_3 values, not WO_3 equivalent values incorporating by-products credits.

- **Class B Milestone:** means the announcement by the Company to ASX of the delineation of at least an Inferred and Indicated Mineral Resource of at least 500,000 troy ounces of gold at an average grade of not less than 0.8 grams per tonne on the Project Licences and which is prepared and reported in accordance with the provisions of the JORC Code.
- **Class C Milestone:** means the release of a comprehensive announcement by the Company to ASX of the results of a positive Scoping Study on all or part of the Project Licences.
- **Class D Milestone:** means the release of a comprehensive announcement by the Company to ASX of the results of a positive Pre-Feasibility Study on all or part of the Project Licences.
- **Class E Milestone:** means the release of a comprehensive announcement by the Company to ASX of the results of a positive Definitive Feasibility Study on all or part of the Project Licences.

- Asset Sale means the announcement by the Company of any completed direct or indirect sale, lease, exchange, or other transfer (in one transaction or a series of related transactions) of all or part of the Exploration Permit, other than to an entity controlled by the Company, provided that the total amount of consideration received by the Company is at least A$21 million.
- Subject to a number of conditions, if on or prior to the Expiry Date a Share Sale occurs then each Performance Share will immediately convert into one Share.
- Share Sale means:
  (i) the announcement by the Company of an unconditional Takeover Bid in relation to the Company resulting in the person making the Takeover Bid having a Relevant Interest of 50% or more of the Shares and which is announced as, or has been declared, unconditional; or
  (ii) the announcement by the Company that shareholders of the Company have, at a Court convened meeting of shareholders, voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either cancelled or transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement; or
  (iii) the announcement by the Company of the acquisition by a person or any group of related persons (other than the Company) of the power, directly or indirectly, to vote or direct the voting of the Shares having more than 50% of the ordinary voting power of the Company,

  provided that that the price paid per Share acquired is at least A$0.15 (as adjusted to take into account any pro rata issue of securities, bonus issue of securities, or reconstruction of issued capital, including consolidation, sub-division, reduction or return, taking place after the grant or issue of the Performance Shares).
- Expiry Date means 5.00pm (Perth time) on 30 June 2022.
- If the Milestone for a Performance Share is met on or before the Expiry Date, the total number of the relevant class of Performance Shares will convert into one Share.
- The Company shall allot and issue Shares upon conversion of the Performance Shares for no consideration.
- Shares issued on conversion of the Performance Shares rank equally with the then shares of the Company.
- If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Shareholders will be varied to the extent necessary to comply with the ASX Listing Rules which apply to the reorganisation at the time of the reorganisation. The Performance Shareholders shall have no right to vote, subject to the Corporations Act.
- No application for quotation of the Performance Shares will be made by the Company.
- The Performance Shares are not transferable.

(c) Weighted Average Remaining Contractual Life

The weighted average remaining contractual life for the Unlisted Options outstanding at 30 June 2019 is 1.81 years (2018: 2.22 years). The weighted average remaining contractual life for the Performance Rights outstanding at 30 June 2019 is 2.51 years (2018: nil on issue). The weighted average remaining contractual life for the Performance Shares outstanding at 30 June 2019 is 3.00 years (2018: 4.00 years).

(d) Range of Exercise Prices

The range of exercise prices of Unlisted Options outstanding at 30 June 2019 is $0.20 to $0.45 (2018: $0.075 to $0.45).

(e) Weighted Average Fair Value

The weighted average fair value of Unlisted Options granted during the year ended 30 June 2019 is $0.045 (2018: $0.163). The weighted average fair value of Performance Rights granted during the year ended 30 June 2019 is $0.155 (2018: nil on issue). No Performance Shares were issued during the year.

16. SHARE BASED PAYMENTS (Continued)

(f) Unlisted Option and Performance Rights Pricing Model

The fair value of Unlisted Options granted is estimated as at the date of grant using the Black-Scholes option valuation model taking into account the terms and conditions upon which the Unlisted Options were granted. valuation model taking into account the terms and conditions upon which the Unlisted Options were granted. The fair value of Performance Rights granted is estimated as at the date of grant based on the underlying share price.

The following table lists the inputs to the valuation model used for Unlisted Options and Performance Rights granted by the Company during the years ended 30 June 2019 and 30 June 2018 (no Performance Rights were issued in 2018):

Options 2019 Inputs	Series 1	Series 2	Series 3	Series 4
Exercise Price ($)	0.28	0.35	0.28	0.35
Grant date share price ($)	0.14	0.14	0.12	0.12
Dividend yield(1)	-	-	-	-
Volatility(2)	90%	90%	90%	90%
Risk free interest rate	1.81%	1.81%	1.60%	1.60%
Grant date	18 Jan 2019	18 Jan 2019	6 Mar 2019	6 Mar 2019
Expiry date	31 Dec 2021	31 Dec 2021	31 Dec 2021	31 Dec 2021
Expected life of option(3)	2.95 years	2.95 years	2.82 years	2.82 years
Fair value at grant date ($)	0.058	0.052	0.044	0.038

Notes:
(1) The dividend yield reflects the assumption that the current dividend payout will remain unchanged.
(2) The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may not necessarily be the actual outcome.
(3) The expected life of the options is based on the expiry date of the options as there is limited track record of the early exercise of options.

Options 2018 Inputs	Series 1	Series 2	Series 3	Series 4	Series 5	Series 6
Exercise Price ($)	0.20	0.25	0.30	0.25	0.35	0.45
Grant date share price ($)	0.275	0.275	0.281	0.284	0.284	0.284
Dividend yield(1)	-	-	--	-	-	-
Volatility(2)	95%	95%	95%	95%	95%	95%
Risk free interest rate	2.08%	2.23%	2.16%	2.15%	2.15%	2.15%
Grant date	18 Oct 17	18 Oct 17	29 Mar 18	11 Apr 18	11 Apr 18	11 Apr 18
Expiry date	30 Jun 20	30 Jun 21	31 Dec 20	31 Dec 20	31 Dec 20	31 Dec 20
Expected life of option(3)	2.70 years	3.70 years	2.76 years	2.73 years	2.73 years	2.73 years
Fair value at grant date ($)	0.177	0.185	0.160	0.172	0.152	0.136

Notes:
(1) The dividend yield reflects the assumption that the current dividend payout will remain unchanged.
(2) The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may not necessarily be the actual outcome.
(3) The expected life of the options is based on the expiry date of the options as there is limited track record of the early exercise of options.

Rights 2019 Inputs	Series 1	Series 2	Series 3	Series 4
Exercise Price ($)	-	-	-	-
Grant date share price ($)	0.155	0.155	0.155	0.155
Dividend yield[(1)]	-	-	-	-
Volatility[(2)]	-	-	-	-
Risk free interest rate	-	-	-	
Grant date	5 Dec 2019	5 Dec 2019	5 Dec 2019	5 Dec 2019
Issue date	18 Jan 2019	18 Jan 2019	18 Jan 2019	18 Jan 2019
Expiry date	31 Dec 2021	31 Dec 2021	31 Dec 2021	31 Dec 2021
Expected life of right[(3)]	2.51 years	2.51 years	2.51 years	2.51 years
Fair value at grant date ($)	0.155	0.155	0.155	0.155

Notes:

(1) The dividend yield reflects the assumption that the current dividend payout will remain unchanged.

(2) The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may not necessarily be the actual outcome.

(3) The expected life of the options is based on the expiry date of the options as there is limited track record of the early exercise of options.

	2019 $	2018 $
17. AUDITORS' REMUNERATION		
Amounts received or due and receivable by Deloitte Touche Tohmatsu for:		
• an audit or review of the financial report of the entity and any other entity in the consolidated group	**28,500**	27,500
• other services in relation to the entity and any other entity in the consolidated group	**-**	-
	28,500	27,500

18. ACQUISITION OF CONTROLLED ENTITY

30 June 2019

In September 2018, the Company completed the acquisition of the remaining 20% interest in the Couflens Project following the acquisition of 100% of the share capital of Variscan France from Variscan Mines Limited (ASX: VAR).

Consideration for the acquisition was agreed as follows:

1. $200,000 cash was paid upfront;
2. Subject to the final quantum of liabilities of Variscan France as per item 4 below, staged cash payments over an 8-month period as follows:
    a. Up to $300,000 cash on completion
    b. Up to $250,000 cash on the date that is 4 months from the date of completion
    c. Up to $250,000 cash on the date that is 8 months from the date of completion
3. Subject to item 4 below and shareholder approval:
    a. Milestone one:
        i. $250,000 worth of shares in the Company upon the announcement of a Mineral Resource Estimate at Couflens of at least 25,000 tonne WO_3 at an average grade of not less than 1% WO_3 using a cut-off grade of not less than 0.3% WO_3; or
        ii. A$125,000 worth of Shares in the Company upon the announcement of a Mineral Resource Estimate for tungsten for Couflens at levels below those of the Tungsten Resource Milestone, or a Mineral Resource Estimate for gold.
    b. Milestone two: A$500,000 worth of Shares in the Company upon the announcement by the Company to ASX of a Scoping Study completed at Couflens;
    c. Milestone three: A$500,000 worth of Shares in the Company upon the announcement by the Company to ASX of a Pre-Feasibility Study at Couflens;
    d. Milestone four: A$500,000 of Shares in the Company upon the announcement by the Company to ASX of a Definitive-Feasibility Study at Couflens; and
    e. Milestone five: A$873,671 worth of Shares in the Company upon the commencement of production at the Couflens Project.
4. The Company agreed to assume up to €400,000 of Variscan France liabilities at completion with any liabilities over €400,000 being deducted from the staged future cash payments and share payments referred to in 2 and 3 above.
5. In relation to the share milestones one to five above, if shareholder approval has not been received by the date of the satisfaction of the relevant milestone, or if Apollo Minerals determines at its own discretion, it shall pay a cash equivalent for the relevant milestone consideration in lieu of the share consideration.

Given the Variscan France liabilities exceeded €400,000 on completion, the Company was not required to pay the cash consideration amounts per item 2 above.

The transaction has been accounted for as an acquisition of the remaining non-controlling interest in the Couflens Project, taking into consideration AASB 3 Business Combinations and the nature of the transaction.

The total cost of the transaction was deemed to be $2,217,445 and was comprised as follows:

	$
Fair value of net assets acquired:	
Cash and cash equivalents	65,987
Trade and other receivables	50,630
Property, plant and equipment	38,480
Trade and other payables	(1,595,793)
Net assets acquired	**(1,440,696)**
Non-controlling interest acquired	1,066,171
Recognition of acquisition reserve (Note 10)	2,591,970
Net assets acquired attributable to members of Apollo Minerals Limited	**2,217,445**
Costs of the acquisition:	
Cash and cash equivalents	200,000
Deferred share or cash consideration[(i)]	2,017,445
	2,217,445
Net cash outflow on acquisition:	
Cash consideration	(200,000)
Cash acquired on acquisition	65,987
	(134,013)

Notes:

(1) As at the acquisition date, the fair value of the deferred consideration was estimated to be $2,017,445 based on the probability of meeting the relevant milestones. As at the reporting date, the fair value of the deferred consideration was estimated to be nil. Following the decision by the Administrative Court of Toulouse to cancel the Couflens PER on 28 June 2019 the Company believes it is no longer probable that the relevant milestone will be met. Accordingly, the liability was derecognised at 30 June 2019. However, during the year, the deferred consideration had been accounted for and discounted to its present value, with a finance expense recognised. The unwinding of the discount arising from the remeasurement in the fair value of the deferred consideration was an expense of $97,899 (2018: Nil) during the year which has been accounted for in profit and loss. Please refer to the reconciliation below and to note 2(a) for further disclosure.

Date		Note	2019 $	2018 $
	Reconciliation			
7 Sep 2018	Recognition of deferred share or cash consideration		**2,017,445**	-
Sep 18 to Jun 19	Unwinding of discount in financial liabilities		**97,900**	-
30 Jun 2019	Derecognition of deferred share or cash consideration	2(b)	**(2,115,345)**	-
			-	-

30 June 2018

During the prior year, Apollo Minerals (UK) Limited (“**Apollo Minerals UK**”), a wholly owned subsidiary of Apollo Minerals Limited, completed the acquisition of 75% of the share capital of NeoMetal Spania S.L. (“**NeoMetal**”) from NeoMetal SAS (“**NM France**”). NeoMetal and NM France are private companies, unrelated to the Australian listed company Neometals Ltd (ASX: NMT).

Consideration for the acquisition was comprised of the following:

18. ACQUISITION OF CONTROLLED ENTITY (Continued)

30 June 2018 (Continued)

1. €100,000 to payable to NM France or NeoMetal (as directed by NM France) on Completion; and
2. Deferred Consideration of €150,000 payable to NM France on or before the date that is 10 business days from the granting of the Investigation Permit ("**Deferred Consideration**"). The Deferred Consideration will be reduced by an amount equal to 50% of any expenditure by Apollo Minerals UK in excess of €50,000 to facilitate the grant of the Investigation Permit.

The transaction was accounted for as an asset acquisition in accordance with the Group's accounting policy for exploration and evaluation expenditure, considering AASB 3 Business Combinations and the nature of the asset being acquired.

The total cost of the acquisition of $401,994 was comprised as follows:

	30 June 2019 $
Fair value of net assets acquired:	
Cash and cash equivalents	9,839
Trade and other receivables	2,404
Exploration and evaluation assets	546,742
Trade and other payables	(22,993)
Net assets acquired	**535,992**
Net assets acquired attributable to non-controlling interest	(133,998)
Net assets acquired attributable to members of Apollo Minerals Limited	**401,994**
Costs of the acquisition:	
Cash and cash equivalents	160,798
Deferred cash consideration[(1)]	241,196
	401,994
Net cash outflow on acquisition:	
Cash consideration	(160,798)
Loan provided pre-acquisition	(15,741)
Cash acquired on acquisition	9,839
	(166,700)

Notes:
[(1)] Deferred cash consideration has been recorded as a liability as there is a present obligation that can be reliably measured, and the obligation has been assessed as being probable (more likely than not).

19. INTERESTS IN JOINT VENTURES

The Group previously had interests in the following unincorporated joint venture operations:

			Interest		Carrying Amount	
Name	**Principal Activities**	**Country**	**2019 %**	**2018 %**	**2019 $**	**2018 $**
Orpheus JV	Exploration for nickel, copper and gold in the Fraser Range	Western Australia	-	70	-	350,000

Orpheus Joint Venture

At 30 June 2018, the Group (held by Constellation) had a 70% interest in the unincorporated Orpheus Joint Venture with Enterprise Metals Limited (30% interest). The Orpheus Joint Venture area consists of four tenements (plus an additional tenement under application) in the prospective Fraser Range province.

During the year, Constellation successfully listed via an IPO on the ASX and the Group lost control of Constellation and the assets it controlled including the Fraser Range tenements.

20. SEGMENT INFORMATION

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Consolidated Entity that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

The Consolidated Entity operates in one segment, being exploration for mineral resources and in the European Union. This is the basis on which internal reports are provided to the Directors for assessing performance and determining the allocation of resources within the Consolidated Entity. Information regarding the non-current assets by geographical location is reported below.

(a) Reconciliation of Non-current Assets by geographical location

	2019 $	2018 $
Australia	**273,028**	353,863
France	**167,920**	7,149,289
Spain	**550,260**	535,969
	991,208	8,039,121

21. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

(a) Overview

The Group's principal financial instruments comprise receivables, payables, cash and short-term deposits. The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk.

This note presents information about the Group's exposure to each of the above risks, its objectives, policies and processes for measuring and managing risk, and the management of capital. Other than as disclosed, there have been no significant changes since the previous financial year to the exposure or management of these risks.

The Group manages its exposure to key financial risks in accordance with the Group's financial risk management policy. Key risks are monitored and reviewed as circumstances change (e.g. acquisition of a new project) and policies are revised as required. The overall objective of the Group's financial risk management policy is to support the delivery of the Group's financial targets whilst protecting future financial security.

Given the nature and size of the business and uncertainty as to the timing and amount of cash inflows and outflows, the Group does not enter into derivative transactions to mitigate the financial risks. In addition, the Group's policy is that no trading in financial instruments shall be undertaken for the purposes of making speculative gains. As the Group's operations change, the Directors will review this policy periodically going forward.

The Board of Directors has overall responsibility for the establishment and oversight of the risk management framework. The Board reviews and agrees policies for managing the Group's financial risks as summarised below.

21. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(b) Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. his arises principally from cash and cash equivalents and trade and other receivables.

There are no significant concentrations of credit risk within the Group. The carrying amount of the Group's financial assets represents the maximum credit risk exposure, as represented below:

	2019 $	2018 $
Cash and cash equivalents	**832,548**	5,563,900
Trade and other receivables	**530,456**	911,318
	1,363,004	6,475,218

Trade and other receivables are comprised primarily of the royalty receivable of $300,000 and GST/VAT refunds due. Where possible the Group trades only with recognised, creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures.

With respect to credit risk arising from cash and cash equivalents, the Group's exposure to credit risk arises from default of the counter party, with a maximum exposure equal to the carrying amount of these instruments.

(c) Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Board's approach to managing liquidity is to ensure, as far as possible, that the Group will always have sufficient liquidity to meet its liabilities when due. At 30 June 2019, the Group had sufficient liquid assets (including the listed securities held in Constellation) to meet its financial obligations. Furthermore and subsequent to the end of the year, the Company is undertaking an Entitlements Issue to raise $4.2 million (before costs).

The contractual maturities of financial liabilities, including estimated interest payments, are provided below. There are no netting arrangements in respect of financial liabilities.

Group	≤6 Months $	6-12 Months $	1-5 Years $	≥5 Years $	Total $
2019					
Financial Liabilities					
Trade and other payables	**1,348,632**	**242,748**	-	-	**1,591,380**
	1,348,632	**242,748**	-	-	**1,591,380**
2018					
Financial Liabilities					
Trade and other payables	765,378	-	-	-	765,378
	765,378	-	-	-	765,378

(d) Interest Rate Risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the cash and short-term deposits with a floating interest rate.

These financial assets with variable rates expose the Group to cash flow interest rate risk. All other financial assets and liabilities, in the form of receivables and payables are non-interest bearing.

At the reporting date, the interest rate profile of the Group's interest-bearing financial instruments was:

	2019 $	2018 $
Interest-bearing financial instruments		
Cash at bank and on hand	**832,548**	5,563,900
	832,548	5,563,900

The Group currently does not engage in any hedging or derivative transactions to manage interest rate risk.

Interest rate sensitivity

A sensitivity of 1% has been selected as this is considered reasonable given the current level of both short term and long term interest rates. A 1% movement in interest rates at the reporting date would have increased (decreased) equity and profit and loss by the amounts shown below. This analysis assumes that all other variables, remain constant. The analysis is performed on the same basis for the current and prior year.

	Profit or loss		Other Comprehensive Income	
	1% Increase	1% Decrease	1% Increase	1% Decrease
2019				
Group				
Cash and cash equivalents	**8,034**	**(8,034)**	**8,034**	**(8,034)**
2018				
Group				
Cash and cash equivalents	55,639	(55,639)	55,639	(55,639)

(e) Foreign Currency Risk

The Group's Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income can be affected by movements in exchange rates. The Group also has transactional currency exposures. Such exposure arises from transactions denominated in currencies other than the functional currency of the entity.

The Group’s exposure to foreign currency risk throughout the current year primarily arose from controlled entities of the Company whose functional currency is the Euro. Foreign currency risk arises on translation of the net assets of a controlled entity to Australian dollars (“A$”). In the Group accounts, the foreign currency gains or losses arising from this risk are recorded through the foreign currency translation reserve.

It is the Group’s policy not to enter into any hedging or derivative transactions to manage foreign currency risk.

At the reporting date, the Group’s exposure to financial instruments denominated in foreign currencies was:

21. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(e) Foreign Currency Risk (Continued)

Euro denominated financial assets and liabilities	2019 Euro exposure (A$ Equivalent)	2018 Euro exposure (A$ Equivalent)
Financial assets		
Cash and cash equivalents	**184,539**	107,824
Receivables	**223,378**	171,428
Financial liabilities		
Trade and other payables	**(963,341)**	(454,378)
Net exposure	**(555,425)**	(175,126)

Foreign exchange rate sensitivity

At the reporting date, there would be no significant impact on profit or loss or other comprehensive income from an appreciation or depreciation in the A$ to the Euro as foreign currency gains or losses on the above financial assets and liabilities are primarily recorded through the foreign currency translation reserve as discussed above.

(f) Commodity Price Risk

The Group is exposed to commodity price risk. These commodity prices can be volatile and are influenced by factors beyond the Group's control. As the Group is currently engaged in exploration and business development activities, no sales of commodities are forecast for the next 12 months, and accordingly, no hedging or derivative transactions have been used to manage commodity price risk.

(g) Capital Management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Given the stage of development of the Group, the Board's objective is to minimise debt and to raise funds as required through the issue of new shares.

There were no changes in the Group's approach to capital management during the year.

The Group is not subject to externally imposed capital requirements.

(h) Fair Value

At 30 June 2019 and 30 June 2018, the carrying value of the Group’s financial assets and liabilities approximate their fair value. The methods for estimating fair value are outlined in the relevant notes to the financial statements.

(i) Equity Price Risk

The Group is exposed to equity securities price risk. This arises for the listed ordinary shares and options held by the Group which are classified as classified in the Statement of Financial Position as financial assets at fair value through profit or loss:

Equity price sensitivity

A sensitivity of 50% has been selected as this is considered reasonable given the recent trading and volatility of Constellations listed securities. The sensitivity analyses below have been determined based on the exposure to equity price risks at the reporting date. This analysis assumes that all other variables remain constant.

	Profit or loss	
	50% Increase	50% Decrease
2019		
Group		
Australian listed equity securities	**136,513**	**(136,513)**
2018		
Group		
Australian listed equity securities	-	-

22. COMMITMENTS

Management have identified the following material commitments for the consolidated group as at 30 June 2019 and 30 June 2018:

	2019 $	2018 $
Commitments for exploration expenditure:		
Not longer than 1 year	**-**	352,356
Longer than 1 year and shorter than 5 years	**-**	-
	-	352,356

23. CONTINGENT ASSETS AND LIABILITIES

(a) Contingent Assets

As at the date of this report, no contingent assets had been identified at 30 June 2019.

(b) Contingent Liabilities

The Group acquired Ariege Tungstene SAS on 30 June 2017. In accordance with the terms of the Share Sale Agreement, consideration for the acquisition includes A$250,000 payable upon satisfaction of the Class A Milestone (refer Note 16(b)) and A$250,000 payable upon satisfaction of the Class B Milestone (refer Note 16(b)). Following the decision by the Administrative Court of Toulouse to cancel the Couflens PER on 28 June 2019, the Company believes that is no longer probable that these milestones will be made and accordingly, no provision for any liability has been recognised in these financial statements for this payment.

24. EVENTS SUBSEQUENT TO BALANCE DATE

(i) On 3 September 2019, the Company announced that it had entered into an EIA with Trek to earn-in an interest of up to 80% in Kroussou in western Gabon; and

(ii) On 3 September 2019, the Company announced that it will undertake the Entitlements Issue to raise up to $4.2 million before costs;

(iii) On 12 September 2019, the Company announced that Mr Schumann, Executive Director, will transition to a Non-Executive Director role from the end of September 2019 following Mr Schumann's decision to leave the Company to pursue an employment opportunity at a technology-driven natural resources company in the USA. Mr Schumann was also engaged under a consultancy agreement with NRCL which will cease at the end of September 2019; and

(iv) On 12 September 2019, the Company announced that that the employment agreement between Dr Michel Bonnemaison (Non-Executive Director) and the Company's French subsidiary Variscan Mines SAS had been terminated for breach of Company policy and that he no longer holds executive positions on the Company's local subsidiaries and that the services contract with his company, E-Mines, had also been terminated.

Other than as disclosed above, as at the date of this report, there are no matters or circumstances which have arisen since 30 June 2019 that have significantly affected or may significantly affect:

- the operations, in financial years subsequent to 30 June 2019, of the Group;
- the results of those operations, in financial years subsequent to 30 June 2019, of the Group; or
- the state of affairs, in financial years subsequent to 30 June 2019, of the Group.

DIRECTORS DECLARATION

In accordance with a resolution of the directors of Apollo Minerals Limited:

1. In the opinion of the directors:

   (a) the attached financial statements, notes and the additional disclosures included in the directors' report designated as audited, are in accordance with the Corporations Act 2001, including:

      (i) section 296 (compliance with accounting standards and Corporations Regulations 2001); and

      (ii) section 297 (gives a true and fair view of the financial position as at 30 June 2019 and of the performance for the year ended on that date of the Group); and

   (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

2. The attached financial statements and notes thereto are in compliance with International Financial Reporting Standards, as stated in Note 1(b) to the financial statements.

3. The Directors have been given a declaration required by section 295A of the Corporations Act 2001 for the financial year ended 30 June 2019.

On behalf of the Board

HUGO SCHUMANN
Director

25 September 2019

Deloitte.

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Independent Auditor's Report to the members of Apollo Minerals Limited

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Apollo Minerals Limited (the "Company") and its subsidiaries (the "Group") which comprises the consolidated statement of financial position as at 30 June 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the Group's financial position as at 30 June 2019 and of its financial performance for the year then ended; and

(ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of the Company, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial report, which indicates that the group incurred a net loss of $9,021,678 and experienced net cash outflows from operating and investing activities of $5,064,000 during the year ended 30 June 2019. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty which may cast significant doubt about the ability of the consolidated entity and company to continue as going concern. Our opinion is not modified in respect of this matter.

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Our procedures in relation to going concern included, but were not limited to:

- inquiring of management and the directors in relation to events and conditions that may impact the assessment of the Group's ability to continue as a going concern;
- challenging the assumptions contained in management's cash flow forecast in relation to the Group's ability to continue as a going concern; and
- assessing the adequacy of the disclosures related to going concern.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
Carrying value of Exploration and Evaluation Assets As at 30 June 2019, the Group has $550,260 of capitalised exploration and evaluation expenditure as disclosed in Note 7. An impairment expense of $6,849,560 was recognised during the year in relation to the Couflens project. The assessment of the carrying value of exploration and evaluation assets requires significant judgement, including: project tenure, the Group's intention and ability to proceed with a future work programme to realise value from the areas of interest, the likelihood of licence renewal or extension, and the expected or actual success of resource evaluation and analysis.	Our procedures included, but were not limited to: • obtaining a schedule of the areas of interest held by the Group and assessing whether the rights to tenure of those areas of interest remained current at balance date; • holding discussions with management as to the status of ongoing exploration programmes in the respective areas of interest; • evaluating whether any such areas of interest had reached a stage where a reasonable assessment of economically recoverable reserves existed; • assessing whether any facts or circumstances existed to suggest impairment testing was required; and • assessing the status of the appeal lodged with the Appeals Court of Bordeaux in relation to the decision made by the Administrative Court of Toulouse to cancel the Couflens exploration permit, which occurred during the period. We also assessed the appropriateness of the disclosures in the Note 7 to the financial statements.
Acquisition of Variscan France SAS In September 2018, the Group acquired 100% of the share capital of Variscan France SAS, the company which held a 20% interest in the Couflens Project, for a total consideration of $2,217,445 consisting of a cash payment and deferred consideration component. The determination as to whether the acquisition represents a business combination or an asset acquisition requires judgement, specifically as to whether or not the assets acquired and liabilities assumed constitute a business in accordance with AASB 3 'Business Combinations'.	In relation to the determination of whether the acquisition represents a business combination or an asset acquisition, our procedures included, but were not limited to: • evaluating the nature of the assets acquired and liabilities assumed; • assessing whether the existence of a JORC compliant reserve, without a definitive feasibility study constitutes an 'input' in the context of the relevant accounting standards; • assessing whether any employees of Variscan France SAS became employees of the Group and if so, whether they constituted an organised workforce; and

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Further, judgement is required in determining the carrying value of the deferred consideration on acquisition and at year end, which is payable based on the achievement of project related milestones. Details of the key assumptions applied by management as part of the acquisition accounting is disclosed in Note 18.	• assessing the amount of additional work that would be required to be undertaken to allow a potential development decision to be made. In relation to the determination of the carrying value of the deferred consideration, our procedures included, but were not limited to: • evaluating management's measurement of the deferred consideration at the acquisition date, and at year end, with reference to the probability of achievement of the associated project milestones and reasonableness of the discount rate applied. We also assessed the appropriateness of the disclosures included in Note 18 to the financial statements.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 30 June 2019, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Group's audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Remuneration Report

Opinion on the Remuneration Report

We have audited the Remuneration Report included in pages 14 to 21 of the Directors' Report for the year ended 30 June 2019.

In our opinion, the Remuneration Report of Apollo Minerals Limited, for the year ended 30 June 2019, complies with section 300A of the *Corporations Act 2001*.

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Deloitte Touche Tohmatsu

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David Newman
Partner
Chartered Accountants
Perth, 25 September 2019

CORPORATE GOVERNANCE STATEMENT

Apollo Minerals Limited ("Apollo Minerals" or "Company") and the entities it controls believe corporate governance is important for the Company in conducting its business activities.

The Board of Apollo Minerals has adopted a suite of charters and key corporate governance documents which articulate the policies and procedures followed by the Company.

These documents are available in the Corporate Governance section of the Company's website, www.apollominerals.com. These documents are reviewed annually to address any changes in governance practices and the law.

The Company's 2019 Corporate Governance Statement, which explains how Apollo Minerals complies with the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations – 3rd Edition' in relation to the year ended 30 June 2018, is available in the Corporate Governance section of the Company's website, www.apollominerals.com and will be lodged with ASX together with an Appendix 4G at the same time that this Annual Report is lodged with ASX.

In addition to the ASX Corporate Governance Council's 'Corporate Governance Principles and Recommendations – 3rd Edition' the Board has taken into account a number of important factors in determining its corporate governance policies and procedures, including the:

- relatively simple operations of the Company, which currently only undertakes mineral exploration and development activities;
- cost verses benefit of additional corporate governance requirements or processes;
- size of the Board;
- Board's experience in the resources sector;
- organisational reporting structure and number of reporting functions, operational divisions and employees;
- relatively simple financial affairs with limited complexity and quantum;
- relatively small market capitalisation and economic value of the entity; and
- direct shareholder feedback.

ASX ADDITIONAL INFORMATION

The shareholder information set out below was applicable as at 31 August 2019.

1. TWENTY LARGEST SHAREHOLDERS

The names of the twenty largest shareholders are listed below

Name	Number of Ordinary Shares	Percentage of Ordinary Shares
J P Morgan Nominees (Australia) Limited	18,297,376	10.98
Juniper Capital Partners Ltd	13,125,000	7.87
Citicorp Nominees Pty Limited	12,397,490	7.44
Arredo Pty Ltd	12,000,000	7.20
Bennelong Resource Capital Pty Ltd	10,551,758	6.33
HSBC Custody Nominees (Australia) Limited	9,727,724	5.84
Zero Nominees Pty Ltd	6,000,000	3.60
AWJ Family Pty Ltd <A W Johnson Family A/C>	4,369,523	2.62
BNP Paribas NOMS Pty Ltd	3,888,465	2.33
Mr Robert Arthur Behets & Mrs Kristina Jane Behets <Behets Family A/C>	2,500,000	1.50
Verve Investments Pty Ltd	2,300,000	1.38
GP Securities Pty Ltd	2,073,170	1.24
Mr Mark Pearce & Mrs Natasha Pearce <NMLP Family A/C>	2,000,000	1.20
Aristo Capital Pty Ltd <Odyssey A/C>	2,000,000	1.20
Roseberry Holdings Pty Ltd	2,000,000	1.20
Locope Pty Ltd	2,000,000	1.20
Norfolk Enchants Pty Ltd <Trojan Retirement Fund A/C>	2,000,000	1.20
SARL Uni E-Mines	1,875,000	1.12
Hopetoun Consulting Pty Ltd	1,700,000	1.02
Cygnus 1 Nominees Pty Ltd	1,564,274	0.94
Total Top 20	**112,369,780**	**67.41**
Others	55,766,395	32.59
Total Ordinary Shares on Issue	**168,136,175**	**100.00**

2. DISTRIBUTION OF EQUITY SECURITIES

Analysis of numbers of holders by size of holding:

	Ordinary Shares	
Distribution	**Number of Shareholders**	**Number of Ordinary Shares**
1 – 1,000	82	24,753
1,001 – 5,000	154	494,007
5,001 – 10,000	72	540,874
10,001 – 100,000	165	6,539,488
More than 100,000	119	160,537,053
Totals	**592**	**168,136,175**

There were 354 holders of less than a marketable parcel of ordinary shares.

3. VOTING RIGHTS

See Note 9(c) of the Notes to the Financial Statements.

4. SUBSTANTIAL SHAREHOLDERS

Substantial Shareholder notices have been received from the following:

Substantial Shareholder	Number of Shares
Juniper Capital Partners Limited	13,125,000
Arredo Pty Ltd	12,000,000
Bennelong Resource Capital Pty Ltd	10,551,758
Old Mutual Global Investors (UK) Limited	8,510,870

5. ON-MARKET BUY BACK

There is currently no on-market buy back program for any of Apollo Minerals Limited's listed securities.

6. UNQUOTED SECURITIES

The names of the security holders holding more than 20% of the Unlisted Options are listed below:

	30-Jun-20 Unlisted Options exercisable at $0.20	30-Nov-20 Unlisted Options exercisable at $0.32	31-Dec-20 Unlisted Options exercisable at $0.25	31-Dec-20 Unlisted Options exercisable at $0.30	31-Dec-20 Unlisted Options exercisable at $0.35	31-Dec-20 Unlisted Options exercisable at $0.45	30-Jun-21 Unlisted Options exercisable at $0.25	31-Dec-21 Unlisted Options exercisable at $0.28	31-Dec-21 Unlisted Options exercisable at $0.35
Mr Richard Shemesian	-	1,250,000	-	-	-	-	-	-	-
Mr Robert Behets	500,000	-		-	-	-	500,000	100,000	100,000
Mr Mark Pearce	-	-	-	-	-		-	-	-
Mr Hugo Schumann								750,000	750,000
Meadowbrook Enterprises Limited	500,000	-	-	-	-	-	750,000	-	-
Tamesis Partners LLP	-	-	-	500,000	-	-	-	-	-
Mr Hannes Huster	-	-	150,000	-	200,000	300,000	-	-	-
Others	500,000	250,000	-	-	-	-	700,000	275,000	300,000
Total	**1,500,000**	**1,500,000**	**150,000**	**500,000**	**200,000**	**300,000**	**1,950,000**	**1,125,000**	**1,150,000**
Total Number of Holders	**4**	**3**	**1**	**1**	**1**	**1**	**4**	**5**	**5**

7. MINERAL RESOURCES STATEMENT

To date, the Company has not reported any Mineral Resources or Ore Reserves for its projects.

8. EXPLORATION INTERESTS

As at 31 August 2019, the Company has an interest in the following projects:

Project Name	Permit Number	Percentage Interest	Status
Couflens Project, France	Couflens PER	See Note (1)	See Note (1)
Aurenere Project, Spain	I.P. Alt d'Aneu(2)	75%	Application
Kroussou Project, Gabon	See Note (3)	See Note (3)	See Note (3)

Notes:

(1) Following the Administrative Court of Toulouse's ruling to cancel the Couflens PER, the Company and French State have lodged coordinated appeals with the Appeal Court of Bordeaux. The Company will strongly defend its position and is considering a range of options available to it in relation to the adverse Court verdict.

(2) The Aurenere Project comprises an Investigation Permit (*Permiso de Investigación del "Alt d'Aneu"*) application that covers a 27.5km^2 area directly adjacent to the Couflens Project.

(3) Subsequent to 31 August 2019, the Company announced that it had entered into an Earn-In Agreement with Trek Metals Limited to earn-in an interest of up to 80% in the Kroussou Project in western Gabon.

Apollo Minerals Limited

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