

26 July 2017

The Company Announcements Office
Australian Securities Exchange Limited

APHRODITE GOLD LIMITED (“AQQ”): price query

I refer to your letter dated 26 July 2017 and respond as follows :

1. Is AQQ aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?

NO.

On 27 June 2017, AQQ announced the results of the Pre-Feasibility Study on its Aphrodite Gold project.

On 10 July 2017, AQQ announced that it had executed a Memorandum of understanding with Poseidon Nickel (POS.ASX) to evaluate the processing of gold ore from the Aphrodite deposit at POS’s idled Black Swan Processing facility.

AQQ has received further interest from other parties to investigate development of the Aphrodite gold deposit. However, any outcome to these discussions is presently uncertain and none have progressed sufficiently to be announceable.

2. If the answer to question 1 is “yes”:

Not Applicable

3. If the answer to question 1 is “no”, is there any other explanation that AQQ may have for the recent trading in its securities?

On 27 June 2016, a substantial shareholder notice was filed by Hunter Hall holding 86m shares in AQQ, or 14.99% at that time, as a result of a placement undertaken by AQQ at 1.9c/share.

On 6 March 2017, a change in substantial shareholder notice was filed, accounting for 87,165,522 shares, by Washington H Soul Pattinson (SOL.ASX) following its take-over of Hunter Hall. At that time, the stake represented 12.30% of AQQ shares on issue, with the number of AQQ shares on issue having been increased since the original placement due to a successful Shareholder Placement Programme in August 2016.

On 13 July 2017, SOL filed a change in Substantial shareholder notice, with those shares that had been transferred to Pengana Capital having been sold in to the market. The notice showed that SOL's stake in AQQ had been reduced to 79,226,968 shares, or 11.18%.

AQQ notes that on the morning of 26 July, an on-market trade was transacted for 74,129,742 shares at 1.6c each.

AQQ notes that the share price rose following that trade, and removal of the overhang.

4. Please confirm that AQQ is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

AQQ confirms that it is compliance with ASX listing rules and, in particular, Listing Rule 3.1

5. Please confirm that AQQ's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of AQQ with delegated authority from the board to respond to ASX on disclosure matters.

Yes.

Yours sincerely



Michael Beer
Company Secretary



26 July 2017

Peter Buttigieg
Executive Chairman
116 Harrick Road
KEILOR PARK VIC 3042

By email: pb@rms.com.au

Dear Peter

APHRODITE GOLD LIMITED (“AQQ”): price query

We note the change in the price of AQQ’s securities from a close of \$0.017 on 25 July 2017 to an intraday high, at the time of writing of \$0.023 today 26 July 2017.

We also note the significant increase in the volume of AQQ’s securities traded today.

In light of this, ASX asks AQQ to respond separately to each of the following questions and requests for information:

1. Is AQQ aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?
2. If the answer to question 1 is “yes”:
 - a) Is AQQ relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1?

Please note that the recent trading in AQQ’s securities would suggest to ASX that such information may have ceased to be confidential and therefore AQQ may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answer to this question is “yes”, you need to contact us immediately to discuss the situation.
 - b) Can an announcement be made immediately?

Please note, if the answer to this question is “no”, you need to contact us immediately to discuss requesting a trading halt (see below).
 - c) If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?
3. If the answer to question 1 is “no”, is there any other explanation that AQQ may have for the recent trading in its securities?
4. Please confirm that AQQ is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
5. Please confirm that AQQ’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of AQQ with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, **by not later than 3pm WST today 26 July 2017**. If we do not have your response by then, ASX will have no choice but to consider suspending trading in AQQ's securities under Listing Rule 17.3.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, AQQ's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at anjuli.sinniah@asx.com.au and tradinghaltspert@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rules 3.1 and 3.1A

Listing Rule 3.1 requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. Exceptions to this requirement are set out in Listing Rule 3.1A.

In responding to this letter, you should have regard to AQQ's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

It should be noted that AQQ's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Trading halt

If you are unable to respond to this letter by the time specified above, or if the answer to question 1 is "yes" and an announcement cannot be made immediately, you should discuss with us whether it is appropriate to request a trading halt in AQQ's securities under Listing Rule 17.1.

If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We may require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

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

Yours sincerely

[Sent electronically without signature]

Anjuli Sinniah
Senior Adviser, Listings Compliance (Perth)