

13 November 2017

The Company Announcements Office
Australian Securities Exchange Limited

Registration of Scheme Booklet

Aphrodite Gold Limited (**Aphrodite** or **Company**) (ASX: AQQ) is pleased to confirm that the scheme booklet (**Scheme Booklet**) in relation to the proposed Merger with Spitfire Materials Limited (**Spitfire**) (ASX:SPI) by way of scheme of arrangement (the **Scheme**) has today been registered with the Australian Securities and Investments Commission (**ASIC**).

If the Scheme is implemented, Aphrodite shareholders will receive one new Spitfire share for every 2.8959 Aphrodite shares they hold as at 7pm (Melbourne time) on 27 December 2017, the Record Date for the Scheme.

The Scheme Booklet, which also contains the notice of Scheme Meeting, will be dispatched to Aphrodite shareholders by Wednesday, 15 November 2017. A copy of the Scheme Booklet will be released to ASX separately and will also be available on the Company's website at www.aphroditegold.com.au.

Aphrodite shareholders should carefully read the Scheme Booklet in its entirety and the material accompanying it before deciding whether to vote in favour of the Scheme.

Scheme Meeting

The meeting of shareholders to approve the Scheme (**Scheme Meeting**), will be held at the office of RMS Australia Pty Ltd, 116 Harrick Road, Keilor Park, Victoria, on Monday, 18 December 2017 commencing at 10am (Melbourne time).

Each shareholder's vote is important to determining whether or not the Scheme proceeds. All shareholders (save for Spitfire and its associates) registered as at 7pm (Melbourne time) on 16 December 2017 will be entitled to vote at the Scheme Meeting, and are encouraged to do so.

Aphrodite shareholders do not need to attend the Scheme Meeting in person to vote, as their vote can be made by proxy by completing the personalised proxy form enclosed in the Scheme Booklet mailed to shareholders.

All proxy forms must be received by the Company's share registry by no later than 10am (Melbourne time) on Saturday, 16 December 2017 in accordance with the directions set out in the proxy form.

The Company will continue to keep shareholders updated on status of the Scheme as the timetable progresses.

Michael Beer
Company Secretary