



14 December 2010

Company Announcements
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

By facsimile: 1300 135 638

Form 605 for Aphrodite Gold Limited (ASX: AQQ)

On behalf of Apex Minerals NL, enclosed is a Form 605 (Notice of ceasing to be a substantial holder) in relation to Aphrodite Gold Limited.

Yours faithfully

Adrian Di Carlo

Company Secretary
Apex Minerals NL

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Form 605

Corporations Act 2001

Section 671B

Notice of ceasing to be a substantial holder

To: Company Name Aphrodite Gold Limited
ACN 138 879 928

1. Details of substantial holder (1)

Name: Apex Gold Pty Ltd
Apex Minerals NL

ACN: 124 893 778
098 612 974

The holder ceased to be a substantial holder: 07/12/2010

The previous notice was given to the company on: 16/07/2010

The previous notice was dated: 16/07/2010

2. Previous and present voting power

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
07/12/2010	Apex Gold Pty Ltd (Apex Minerals NL is the parent company of Apex Gold Pty Ltd and has the power to control the voting in ordinary shares held by Apex Gold Pty Ltd)	Off market sale	\$1,000,000	Fully Paid Ordinary Shares 10,460,000	10,460,000

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

4. Addresses

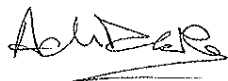
The addresses of persons named in this form are as follows:

Name	Address
Apex Minerals NL	Level 1, 10 Ord Street, West Perth WA 6005
Apex Gold Pty Ltd	Level 1, 10 Ord Street, West Perth WA 6005

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SignaturePrint name: Adrian Di Carlo Company Secretary

Sign here

Date: 14 December 2010**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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