

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme: Aphrodite Gold Limited

ACN/ARSN: 138 879 928

**1. Details of substantial holder (1)**

Name: Peter Anthony Buttigieg

ACN/ARSN (if applicable) Not Applicable

The holder became a substantial holder on 3/May/2012

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	21,425,000	21,425,000	10.38%
Options exercisable @ \$0.20 expiring 31 Dec 2013	750,000		

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
RMS (Aust) Pty Ltd	RMS (Aust) Pty Ltd is a registered holder of shares and therefore has a relevant interest in Aphrodite Shares under section 608(i) (a) of the Corporations Act (2001) (Cth).	Ordinary Shares: 14,925,000
Mr Peter Anthony Buttigieg & Mrs Jennifer Lynn Buttigieg (Buttigieg Super Fund A/C)	Mr Peter Anthony Buttigieg & Mrs Jennifer Lynn Buttigieg (Buttigieg Super Fund A/C) is a registered holder of shares and therefore has a relevant interest in Aphrodite Shares under section 608(i) (a) of the Corporations Act (2001) (Cth).	Ordinary Shares: 3,250,000 Options exercisable @ \$0.20 expiring 31 Dec 2013: 750,000
P & J Superannuation Pty Ltd	P & J Superannuation Pty Ltd is a registered holder of shares and therefore has a relevant interest in Aphrodite Shares under section 608(i) (a) of the Corporations Act (2001) (Cth).	Ordinary Shares: 3,250,000

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of Securities	Person entitled to be registered as holder (8)	Class and number of securities
RMS (Aust) Pty Ltd	RMS (Aust) Pty Ltd	RMS (Aust) Pty Ltd	Ordinary Shares: 14,925,000
Mr Peter Anthony Buttigieg & Mrs Jennifer Lynn Buttigieg (Buttigieg Super Fund A/C)	Mr Peter Anthony Buttigieg & Mrs Jennifer Lynn Buttigieg (Buttigieg Super Fund A/C)	Peter Anthony Buttigieg & Jennifer Lynn Buttigieg	Ordinary Shares: 3,250,000 Options exercisable @ \$0.20 expiring 31 Dec 2013: 750,000

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P& J Superannuation Pty Ltd	P& J Superannuation Pty Ltd	Peter Anthony Buttigieg & Jennifer Lynn Buttigieg	Ordinary Shares: 3,250,000
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**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
RMS (Aust) Pty Ltd	3 May 2012	\$295,500 Cash		Ordinary Shares: 4,925,000
RMS (Aust) Pty Ltd	2 March 2012	\$530,000 Cash		Ordinary Shares: 10,000,000
Mr Peter Anthony Buttigieg & Mrs Jennifer Lynn Buttigieg (Buttigieg Super Fund A/C)	2 March 2012 27 February 2012 11 November 2011	\$53,000 Cash \$39,750 Cash \$150,000 Cash		Ordinary Shares 1,000,000 Ordinary Shares: 750,000 Ordinary Shares: 1,500,000
P& J Superannuation Pty Ltd	2 March 2012 27 February 2012 18 November 2010	\$53,000 Cash \$39,750 Cash \$150,000 Cash		Ordinary Shares: 1,000,000 Ordinary Shares: 750,000 Ordinary Shares: 1,500,000

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not Applicable	

**7. Addresses**

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

Name	Address
RMS (Aust) Pty Ltd	116 Harrick Road, Keilor Park, VIC 3042
Mr Peter Anthony Buttigieg & Mrs Jennifer Lynn Buttigieg (Buttigieg Super Fund A/C)	146 Willowbank Road, Gisbourne, VIC 3437
P& J Superannuation Pty Ltd	146 Willowbank Road, Gisbourne, VIC 3437

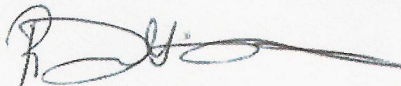
**Signature**

print name

PETER BUTTIGIEG

capacity

sign here



date //

4/5/2012

For personal use only

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**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 7 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.

(6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(7) Include details of:

(a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

(9) 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.