

**POLICY REGARDING
SHAREHOLDER COMMUNICATION WITH DIRECTORS**

Shareholder Communications

Shareholders wishing to send communications to the Board of Directors of Apollo Gold should send such communications in writing to the Chairman of the Board of Directors or the Secretary of the Corporation at:

Apollo Gold Corporation
4601 DTC Boulevard, Suite 750
Denver, Colorado 80237-2571

All such communication shall state the type and amount of Corporation securities held by the security holder and shall clearly state that the communication is intended to be shared with the Board of Directors, or if applicable, with a specific committee of the Board. The Chairman of the Board of Directors or the Secretary of the Corporation, as applicable, shall forward all such communication to the members of the Board or specific Board committee.

CERTIFICATE OF SECRETARY

I, DONALD W. VAGSTAD, hereby certify that:

1. I am the duly appointed and acting Secretary of APOLLO GOLD CORPORATION, a company organized under the laws of the Yukon Territory (the "Corporation").

2. The foregoing record, consisting of one (1) page, including this Certificate of Secretary, constitutes the POLICY REGARDING SHAREHOLDER COMMUNICATIONS WITH DIRECTORS of the Corporation as duly adopted by resolution of the Board of Directors of the Corporation held on March 24, 2004, all as reflected in the minutes of such meetings (the "Policy").

IN WITNESS WHEREOF, I have executed this Certificate of Secretary and have caused the Policy to be placed in the Corporation's Minute Book as a part of the Record of Proceedings of the Board of Directors as of May 20, 2004, upon approval of the minutes of the meetings reflecting adoption of such Charter.



Donald W. Vagstad, Secretary
for APOLLO GOLD CORPORATION

