

APOLLO GOLD CORPORATION

**COMPENSATION POLICY FOR OUTSIDE MEMBERS OF THE
BOARD OF DIRECTORS AND COMMITTEES OF THE BOARD OF DIRECTORS**

(as amended and in effect on August 10, 2006)

This schedule of compensation entitlements (this "Policy"), duly adopted by resolution of the Board of Directors (the "Board") of Apollo Gold Corporation (the "Corporation") on August 10, 2006, shall apply to each person who is a duly elected, qualified and acting member (a "Member") of the Board or of any Committee of the Board (a "Committee"), who is not also employed as an Officer of the Corporation.

This Policy shall apply retroactively to service as a Board or Committee Member on and after August 10, 2006. Retainer Fees for any calendar quarter during which a Board or Committee Member is in office for only a portion of the calendar quarter shall be prorated. When a single noticed meeting is held over more than one day, through temporary adjournment and re-convening or otherwise, the applicable Attendance Fee will be paid for each calendar day on which any part of the meeting is in session.

The compensation of any Board or Committee Member who is employed as an Officer of the Corporation for services as a Board or Committee Member shall be included as an integral component of such Member's compensation for his or her service as an Officer.

<i>Fee Designation</i>	<i>Qualification, Frequency & Calculation</i>	<i>Rate</i>
Retainer Fee for Board Member	Paid quarterly, in arrears within 30 days after the end of each calendar quarter during which the Director is a Director. No additional Retainer Fee shall be payable for service as a Committee Member.	US\$1,875 per calendar quarter
Retainer Fee for Chair of the Board of Directors	Paid quarterly, in arrears within 30 days after the end of each calendar quarter during which the Member is the Chair of the Board, payable in addition to the Retainer Fee for Board Member.	US\$1,250 per calendar quarter
Retainer Fee for Chair of Committees	Paid quarterly, in arrears within 30 days after the end of each calendar quarter during which the Member is the Chair of any Committee, payable in addition to the Retainer Fee for Board Member.	US\$750 per calendar quarter
Attendance Fee for Board Meeting	Paid quarterly, in arrears within 30 days after the end of each calendar quarter during which the Member physically attended any meeting of the Board that is not called as a telephonic meeting.	US\$1,000 per meeting
Attendance Fee for Committee Meeting	Paid quarterly, in arrears within 30 days after the end of each calendar quarter during which the Member physically attended any meeting of any Committee that is not called as a telephonic meeting.	US\$750 per meeting
Attendance Fee for Telephonic Meeting	Paid in lieu of the otherwise-applicable Attendance Fee for a Board or Committee meeting if the meeting is called as a telephonic meeting or if the Member telephonically attends a meeting that is not called as a telephonic meeting.	US\$500 per meeting
Travel Fee	Paid in addition to the otherwise-applicable Attendance Fee for each day, other than a day on which the meeting occurs or the Member receives a Special Duty Fee, on which it is necessary to travel to or from a meeting or Duty site (a "Travel Day").	US\$250 per Travel Day
Special Duty Fee	Paid in addition to otherwise applicable fees for any day (other than a day for which the Member is entitled to a Meeting Fee) when the Member is engaged for substantially the full day in a special investigation for purposes reporting to the Board or a Committee or other assignment approved by the Chairman of the Board or a Committee.	US\$1000 per day engaged in special duty

Reasonable and necessary out-of-pocket business expenses incurred by any Board or Committee Member in carrying out the duties of the Member's office will be reimbursed in accordance with the

"Travel Policy" in effect for employees of the Corporation and its subsidiaries from time to time to the same extent as if the Board or Committee Member was an employee. Payment shall be made within 30 days after submission of an Expense Report accompanied by copies of receipts as required under such Travel Policy to the office of the Corporation's Chief Financial Officer.

Anything to the contrary herein notwithstanding, any amount otherwise payable in US dollars under the above-referenced policy to any Member who is a resident of Canada for tax purposes and subject to Canadian federal and/or provincial withholding taxes as a result of receipt of compensation paid under this policy shall be paid in Canadian dollars converted using the "currency conversion" feature furnished on the Bank of Canada Internet Site (<http://www.bankofcanada.ca>) employing the "nominal rate" option for US dollar to Canadian dollar conversions for the last business day of the calendar quarter during which the compensation accrued.

United States resident Members shall submit to the Chief Finance Officer of the Corporation upon request a Form W-9—Request for Taxpayer Identification Number and Certification as well as any other forms required by Canadian tax withholding authorities from time to time to establish such Member's Canadian tax withholding status with respect to Canadian sourced compensation.

Canadian resident Members shall file with the Chief Financial Officer upon request a Form TD1—Personal Tax Credits Return as well as a one of the following applicable forms as applicable: (i) Form W-9—Request for Taxpayer Identification Number and Certification; (ii) Form W8 ECI—Certificate of Foreign Person's Claim for Exemption from Withholding on Income Effectively Connected with the Conduct of a Trade or Business in the United States; or (iii) Form 8233—Exemption from Withholding on Compensation for Independent (and Certain Dependent) Personal services of a Nonresident Alien Individual; or (iv) any other forms required by Canadian tax withholding authorities from time to time to establish such Member's United States tax withholding status with respect to United States sourced compensation.

Except as otherwise ordered by an administrative or judicial authority of competent jurisdiction, allocation of the source of compensation paid under this policy for purposes of tax withholding under the applicable international tax conventions shall be as follows:

<i>Type of Fee</i>	<i>Allocation</i>
Retainer (Director and Chairman):	100% to the recipient's jurisdiction of residence.
Meeting and travel fees for physical attendance:	100% to the jurisdiction in which the meeting is held.
Telephone attendance:	100% to the recipient's physical location when connected to the meeting.
Special duty:	100% to the recipient's physical location when conducting the duty.

CERTIFICATE OF SECRETARY

I, MELVYN WILLIAMS, hereby certify that:

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

2. The foregoing record, consisting of four (4) pages, including this Certificate of Secretary, constitutes the COMPENSATION POLICY FOR OUTSIDE MEMBERS OF THE BOARD OF DIRECTORS AND COMMITTEES OF THE BOARD OF DIRECTORS of the Corporation as duly adopted by the Compensation Committee of the Board of Directors of the Corporation on August 10, 2006, as reflected in the minutes of such meetings (the Policy").

IN WITNESS WHEREOF, I have executed this Certificate of Secretary and have caused this Policy to be placed in the Corporation's Minute Book as a part of the Record of Proceedings of the Compensation Committee of the Board of Directors as of August 10, 2006, upon approval of the minutes of the meetings reflecting adoption of such Policy.



Melvyn Williams, Secretary
for APOLLO GOLD CORPORATION

[Note: Minutes will be submitted for approval at the November 9, 2006, meeting of the Compensation Committee of the Board.]