

QUALIFICATIONS FOR DIRECTORS AND PROCEDURES FOR IDENTIFYING NOMINEES

RESOLVED, that in selecting individuals for nomination to serve as Directors of the Corporation, the criteria considered by the Nominating Committee and the Board should include: (i) integrity; (ii) commitment to devoting necessary time and attention to his or her duties to the Corporation; (iii) independence; business experience; (iv) specialized skills or experience; (v) diversity of background and experience (including race, ethnicity, international, gender and age); (vi) possible conflicts of interest; and (vii) other criteria appropriate to the character of the expertise or other Director characteristic needed on the Board in any specific situation; and

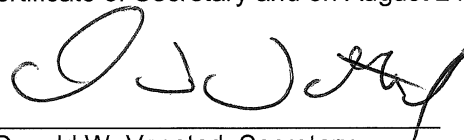
RESOLVED FURTHER, that the procedures employed by the Nominating Committee and the Board in identifying nominees to serve as Directors of the Corporation may include: (a) evaluating persons suggested by share owners or others, (b) conducting inquiries into background and qualifications; (c) retaining a search firm, (c) obtaining advice and assistance from internal or external legal, accounting, or other advisors, and (d) other procedures appropriate to the character of the expertise or other Director characteristic needed on the Board in any specific situation.

CERTIFICATE OF SECRETARY

I, DONALD W. VAGSTAD, 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 resolutions were unanimously adopted as advisory resolutions by the Nominating Committee of the Board of Directors of the Corporation at its meeting held on March 23, 2004, and were ratified and affirmed by unanimous resolution of the full Board of Directors of the Corporation at its meeting held on March 24, 2004.
3. The resolutions appearing above are true copies excerpted from the minutes of the meetings referred to in the preceding paragraph.

IN WITNESS WHEREOF, I have executed this Certificate of Secretary and on August 24, 2004.



Donald W. Vagstad, Secretary
for APOLLO GOLD CORPORATION

