

APOLLO GOLD CORP  
Form 10-Q  
August 14, 2006

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2006

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 001-31593

**APOLLO GOLD CORPORATION**  
(Exact name of Registrant as Specified in Its Charter)

**Yukon Territory, Canada**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**Not Applicable**  
(I.R.S. Employer Identification No.)

**5655 South Yosemite St., Suite 200**  
**Greenwood Village, Colorado 80111-3220**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(720) 886-9656**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (Check one).

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

At August 4, 2006, there were 121,396,859 common shares of Apollo Gold Corporation outstanding.

---

---

---

## TABLE OF CONTENTS

		<i>Page</i>
<b>PART I</b>	<b>FINANCIAL INFORMATION</b>	<b>4</b>
	ITEM 1. FINANCIAL STATEMENTS (Unaudited)	4
	Condensed Consolidated Balance Sheets - As of June 30, 2006 and as of December 31, 2005	5
	Condensed Consolidated Statements of Operations for the Three and Six Months Ended June 30, 2006 and 2005	6
	Condensed Consolidated Statements of Shareholders' Equity for the Year ended December 31, 2005 and the Six Months Ended June 30, 2006	7
	Condensed Consolidated Statements of Cash Flows for the Three and Six Months Ended June 30, 2006 and 2005	8
	Notes to the Condensed Consolidated Financial Statements	9
	ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	23
	ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	30
	ITEM 4. CONTROLS AND PROCEDURES	31
<b>PART II</b>	<b>OTHER INFORMATION</b>	<b>33</b>
	ITEM 1. LEGAL PROCEEDINGS	33
	ITEM 1A. RISK FACTORS	33
	ITEM 2. UNREGISTERED SALES OF EQUITY IN SECURITIES AND USE OF PROCEEDS	33
	ITEM 3. DEFAULTS UPON SENIOR SECURITIES	33
	ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS	33
	ITEM 5. OTHER INFORMATION	34
	ITEM 6. EXHIBITS	34
<b>INDEX TO EXHIBITS</b>		<b>34</b>
	Certification of CEO Pursuant to Section 302	Exhibit 31.1
	Certification of CFO Pursuant to Section 302	Exhibit 31.2
	Certification of CEO and CFO Pursuant to Section 906	Exhibit 32.1

### STATEMENTS REGARDING FORWARD LOOKING INFORMATION

This Quarterly Report on Form 10-Q contains forward looking statements as defined in the *Private Securities Litigation Reform Act of 1995* with respect to our financial condition, results of operations, business prospects, plans, objectives, goals, strategies, future events, capital expenditure, and exploration and development efforts. Forward-looking statements can be identified by the use of words such as “may,” “should,” “expects,” “plans,” “anticipates,”

“believes,” “estimates,” “predicts,” “intends,” “continue,” or the negative of such terms, or other comparable terminology. The statements include comments regarding:

- the Company’s future focus on Black Fox;

2

---

- our ability to effectively remediate the east wall instability problems at the Montana Tunnels mine;
  - our ability to bring the Montana Tunnels mine back into production;
- future financial contributions by Elkhorn Tunnels, LLC, our joint venture partner in respect of the Montana Tunnels mine;
  - the establishment and estimates of mineral reserves and resources;
    - production and production costs;
      - cash operating costs;
      - total cash costs;
        - grade;
      - feasibility studies;
      - remediation efforts;
        - expenditures;
        - exploration;
        - permits;
      - expansion plans;
    - plans for Black Fox and Huizopa;
      - closure costs;
      - cash flows;
      - future financing;
        - liquidity;
    - estimates of environmental liabilities;
  - our ability to obtain future financing to fund our estimated expenditure and capital requirements;
    - factors impacting our results of operations;
  - application of Sarbanes-Oxley 404 reporting requirements and our ability to meet those reporting requirements; and
    - the impact of adoption of new accounting standards.

These forward looking statements are subject to numerous risks, uncertainties and assumptions including: additional operational and remediation problems at the Montana Tunnels mine; the failure of Elkhorn Tunnels, LLC to make the expected contributions under the joint venture in respect of the Montana Tunnels mine; unexpected changes in business and economic conditions; metallurgy, processing, access, availability of materials, equipment, supplies and water; determination of reserves; changes in project parameters; costs and timing of development of new reserves; results of current and future exploration activities; results of pending and future feasibility studies; political or economic instability, either globally or in the countries in which we operate; local and community impacts and issues; timing of receipt of government approvals; accidents and labor disputes; environmental costs and risks; competitive factors, including competition for property acquisitions; availability of external financing at reasonable rates or at all; and the factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2005 under the heading "Risk Factors." We disclaim any obligation to update forward looking statements, whether as a result of new information, future events or otherwise.

## **ACCOUNTING PRINCIPLES, REPORTING CURRENCY AND OTHER INFORMATION**

Apollo Gold Corporation prepares its consolidated financial statements in accordance with accounting principles generally accepted in Canada and publishes its financial statements in United States dollars. This Quarterly Report on Form 10-Q should be read in conjunction with our consolidated financial statements and related notes included in this quarterly report, as well as our annual financial statements for the fiscal year ended December 31, 2005 included in our Annual Report on Form 10-K. Certain classifications have been made to the prior period financial statements to conform with the current period presentation.

Unless stated otherwise, all dollar amounts are expressed in United States dollars.

References to “we,” “our,” “us,” the “Company” or “Apollo” mean Apollo Gold Corporation and its consolidated subsidiaries, to any one or more of them, as the context requires.

### **NON-GAAP FINANCIAL INFORMATION**

Cash operating, total cash and total production costs are non-GAAP financial measures and are used by management to assess performance of individual operations as well as a comparison to other gold producers. We have included cash operating costs information to provide investors with information about the cost structure of our mining operations.

The term “cash operating costs” is used on a per ounce of gold basis. Cash operating costs per ounce is equivalent to direct operating cost as found on the Consolidated Statements of Operations, less production royalty expenses and mining taxes but includes by-product credits for payable silver, lead and zinc.

The term “total cash costs” is equivalent to cash operating costs plus production royalties and mining taxes.

The term “total production costs” is equivalent to total cash costs plus non-cash costs including depreciation and amortization.

This information differs from measures of performance determined in accordance with generally accepted accounting principles (GAAP) in Canada and the United States and should not be considered in isolation or a substitute for measures of performance prepared in accordance with GAAP. These measures are not necessarily indicative of operating profit or cash flow from operations as determined under GAAP and may not be comparable to similarly titled measures of other companies. See Item 2, Management’s Discussion and Analysis of Financial Condition and Results of Operations, for a reconciliation of these non-GAAP measures to our Statements of Operations.

**PART I FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

These consolidated financial statements should be read in conjunction with the financial statements, accompanying notes and other relevant information included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005 filed with the Securities and Exchange Commission on March 31, 2006.

5

---



**APOLLO GOLD CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(In thousands of U.S. dollars)

(Unaudited)

	<b>June 30, 2006</b>	<b>December 31, 2005</b>
<b>ASSETS</b>		
<b>CURRENT</b>		
Cash and cash equivalents	\$ 2,980	\$ 127
Accounts receivable	178	2,638
Prepays	81	400
Inventories	1,564	1,708
Total current assets	4,803	4,873
Property, plant and equipment	43,754	40,045
Restricted certificates of deposit	7,030	17,043
Deferred financing costs	425	584
<b>TOTAL ASSETS</b>	<b>\$ 56,012</b>	<b>\$ 62,545</b>
<b>LIABILITIES</b>		
<b>CURRENT</b>		
Accounts payable	\$ 1,449	\$ 6,802
Accrued severance and other liabilities	1,826	1,841
Notes payable	160	596
Property and mining taxes payable	963	1,172
Total current liabilities	4,398	10,411
Accrued severance	370	383
Notes payable	62	75
Convertible debenture	7,105	6,601
Accrued site closure costs	13,470	12,634
<b>TOTAL LIABILITIES</b>	<b>25,405</b>	<b>30,104</b>
Continuing operations (Note 1)		
<b>SHAREHOLDERS' EQUITY</b>		
Share capital (Note 5)	152,738	148,295
Issuable common shares	231	231
Equity component of convertible debentures	1,809	1,809
Note warrants	1,086	781
Contributed surplus	10,750	10,561
Deficit	(136,007)	(129,236)
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>30,607</b>	<b>32,441</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 56,012</b>	<b>\$ 62,545</b>

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

**APOLLO GOLD CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(In thousands of U.S. dollars, except share and per share amounts)

(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Revenue from sale of minerals	\$ 3,667	\$ 10,581	\$ 9,805	\$ 22,913
Operating expenses				
Direct operating costs	3,587	12,622	10,745	26,111
Depreciation and amortization	377	614	958	1,334
General and administrative expenses	1,167	1,216	2,283	2,866
Stock-based compensation	81	152	189	354
Accretion expense - accrued site closure costs	237	197	474	394
Exploration and business development	249	318	600	558
(Gain) loss on sale of property, plant and equipment	(2)	-	5	(1,365)
	5,696	15,119	15,254	30,252
Operating loss	(2,029)	(4,538)	(5,449)	(7,339)
Other income (expenses)				
Interest income	88	69	154	173
Interest expense	(613)	(485)	(1,213)	(1,193)
Foreign exchange loss and other	(14)	(7)	(13)	(33)
Loss from continuing operations for the period	(2,568)	(4,961)	(6,521)	(8,392)
Loss from discontinued operations for the period (Note 4)	-	(1,538)	(250)	(2,355)
Net loss for the period	\$ (2,568)	\$ (6,499)	\$ (6,771)	\$ (10,747)
Basic and diluted net loss per share from:				
Continuing operations	\$ (0.02)	\$ (0.05)	\$ (0.06)	\$ (0.09)
Discontinued operations	-	(0.02)	-	(0.02)
	\$ (0.02)	\$ (0.07)	\$ (0.06)	\$ (0.11)
Basic and diluted weighted-average number of shares outstanding	121,396,859	98,777,880	119,182,529	96,828,366

**The accompanying notes are an integral part of these interim condensed consolidated financial statements.**

**APOLLO GOLD CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**

(In thousands of U.S. dollars)

(Unaudited)

	Share Capital		Equity Component				Total	
	Number of Shares	Amount	Issuable Common Shares	Convertible Debentures	Note Warrants	Contributed Surplus		Deficit
Balance, December 31, 2004	90,973,120	\$ 141,795	\$ 231	\$ 1,815	\$ 781	\$ 9,627	\$ (107,028)	\$ 47,221
Units issued for cash	4,199,998	2,587	-	-	-	194	-	2,781
Shares issued for increase in Huizopa interest	1,000,000	410	-	-	-	-	-	410
Shares issued for cash	10,000,000	3,183	-	-	-	-	-	3,183
Conversion of convertible debentures	33,333	23	-	(6)	-	-	-	17
Engagement fee shares and warrants	350,000	100	-	-	-	143	-	243
Completion fee shares	900,000	197	-	-	-	-	-	197
Stock-based compensation	-	-	-	-	-	597	-	597
Net loss	-	-	-	-	-	-	(22,208)	(22,208)
Balance, December 31, 2005	107,456,451	148,295	231	1,809	781	10,561	(129,236)	32,441
Units issued for cash	11,650,000	3,488	-	-	-	-	-	3,488
Shares issued for 2005 stock-based compensation	2,290,408	955	-	-	-	-	-	955
Reduction of exercise price of Note Warrants (Note 5(b))	-	-	-	-	305	-	-	305
Stock-based compensation	-	-	-	-	-	189	-	189
Net loss	-	-	-	-	-	-	(6,771)	(6,771)
Balance, June 30, 2006	121,396,859	\$ 152,738	\$ 231	\$ 1,809	\$ 1,086	\$ 10,750	\$ (136,007)	\$ 30,607

The accompanying notes are an integral part of these interim condensed consolidated financial statements.

**APOLLO GOLD CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In thousands of U.S. dollars)

(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
<b>Operating activities</b>				
Loss from continuing operations for the period	\$ (2,568)	\$ (4,961)	\$ (6,521)	\$ (8,392)
Items not affecting cash:				
Depreciation and amortization	377	614	958	1,334
Amortization of deferred financing costs	79	79	159	159
Reduction in exercise price of Note Warrants (Note 5(b))	-	-	305	-
Stock-based compensation	81	152	189	354
Accretion expense - accrued site closure costs	237	197	474	394
Accretion expense - convertible debenture	258	209	504	629
(Gain) loss on sale of property, plant and equipment	(2)	-	5	(1,365)
Other	18	-	31	-
Net change in non-cash operating working capital items	162	551	(1,713)	1,639
Discontinued operations	-	1,476	(250)	486
Net cash used in operating activities	(1,358)	(1,683)	(5,859)	(4,762)
<b>Investing activities</b>				
Property, plant and equipment expenditures	(987)	(1,658)	(4,432)	(3,699)
Proceeds from disposal of property, plant and equipment	2	1,991	92	1,991
Restricted certificate of deposit and other assets	(540)	(439)	10,013	(851)
Discontinued operations	-	2,220	-	1,321
Net cash (used in) provided by investing activities	(1,525)	2,114	5,673	(1,238)
<b>Financing activities</b>				
Proceeds on issuance of shares	-	3,183	3,488	5,944
Payments of notes payable	(92)	(328)	(449)	(564)
Discontinued operations	-	(935)	-	(1,390)
Net cash (used in) provided by financing activities	(92)	1,920	3,039	3,990
Net (decrease) increase in cash	(2,975)	2,351	2,853	(2,010)
	5,955	2,525	127	6,886

Cash and cash equivalents, beginning of period

Cash and cash equivalents, end of period	\$	2,980	\$	4,876	\$	2,980	\$	4,876
--	----	-------	----	-------	----	-------	----	-------

**SUPPLEMENTAL CASH FLOW INFORMATION**

Interest paid	\$	275	\$	303	\$	550	\$	625
Income taxes paid	\$	-	\$	-	\$	-	\$	-

During the three months ended June 30, 2005, the company issued 1,000,000 shares to Argonaut Mines LLC (“Argonaut”) in connection with the restructuring of the Huizopa interest in Mexico. Share capital and property, plant and equipment both increased by \$410 as a result of this transaction.

**The accompanying notes are an integral part of these interim condensed consolidated financial statements.**

**APOLLO GOLD CORPORATION**

**Notes to the Condensed Consolidated Financial Statements**

**Six month period ended June 30, 2006**

(Stated in U.S. dollars; tabular amounts in thousands)

(Unaudited)

**1. CONTINUING OPERATIONS**

These consolidated financial statements are prepared on the basis of a going concern which assumes that Apollo Gold Corporation (“Apollo” or the “Company”) will realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. To date the Company has funded its operations through (i) issuance of debt and equity securities, (ii) the sale of the Florida Canyon Mine (an open pit heap leach operation located in the State of Nevada), the Standard Mine (an open pit heap leach operation situated 8 kilometers south of the Florida Canyon Mine) and four exploration properties located near the Florida Canyon Mine (collectively, the “Nevada Assets”) in November 2005 to Jipangu, Inc. (“Jipangu”) plus (iii) the sale of other surplus assets. The Company’s ability to continue as a going concern is dependent on its ability to continue to issue debt and equity securities and/or generate cash flow from Montana Tunnels.

The Company estimates that with its current period end cash balance of \$3.0 million, it will not have sufficient funds to finance the current work programs at the Black Fox development project (the “Black Fox Project”) and the Huizopa exploration project (the “Huizopa Project”), as well as corporate overhead. Therefore, the Company is exploring financing opportunities to further develop and construct the Black Fox Project and continue its exploration program at the Huizopa Project. Apollo may raise funds from the sale of debt or equity securities, which may include Canadian flow-through financing to further fund exploration activities at the Black Fox Project. The availability, amount, terms and timing of this financing are not certain at this time.

If the Company is unable to secure additional financing and/or generate cash flow from Montana Tunnels, it may be unable to continue as a going concern and material adjustments would be required to the carrying value of assets and liabilities and balance sheet classifications used.

**2. NATURE OF OPERATIONS**

Apollo is engaged in gold mining including extraction, processing, refining and the production of other co-product metals, as well as related activities including exploration and development of mineral deposits principally in North America. The Company currently owns the Montana Tunnels mine, an open pit mine and mill located in the State of Montana. Mining in the open pit was suspended in October 2005 due to pit wall instability. Following the suspension of the open pit mine operations the mill produced gold doré and lead-gold and zinc-gold concentrates from low grade ore stockpiles until it was placed on care and maintenance on May 12, 2006. On July 28, 2006, the Company entered into a joint venture agreement with Elkhorn Tunnels, LLC (“Elkhorn”), an affiliate of Calim Private Equity LLC (“Calim”), in respect of the Montana Tunnels mine. With the expected financial contributions from Elkhorn in connection with the joint venture, the Company believes that it will be able to remediate the pit wall instability and recommence and mill operations in early 2007 (see Note 9). The Company also owns the Diamond Hill mine, currently on care and maintenance, also located in the State of Montana. In connection with the joint venture agreement that the Company entered into with Elkhorn in respect of the Montana Tunnels mine, the Company entered into an option agreement with Elkhorn Goldfields Inc. (“EGI”), an affiliate of Elkhorn, pursuant to which the Company granted EGI an option to purchase the Diamond Hill mine for \$800,000.

Apollo has a development property, the Black Fox Project, which is located near the Township of Matheson in the Province of Ontario, Canada. Apollo also owns Mexican subsidiaries which own or have the right to acquire concessions at the Huizopa Project, located in the Sierra Madres in Chihuahua, Mexico.



**APOLLO GOLD CORPORATION**

**Notes to the Condensed Consolidated Financial Statements**

**Six month period ended June 30, 2006**

(Stated in U.S. dollars; tabular amounts in thousands)

(Unaudited)

**3. SIGNIFICANT ACCOUNTING POLICIES**

These unaudited consolidated interim financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP") and except as described in Note 8, conform in all material respects with accounting principles generally accepted in the United States ("U.S. GAAP"). The accounting policies followed in preparing these financial statements are those used by the Company as set out in the audited financial statements for the year ended December 31, 2005. Certain information and note disclosures normally included in consolidated financial statements prepared in accordance with Canadian GAAP have been omitted. These interim financial statements should be read together with the Company's audited financial statements for the year ended December 31, 2005.

In the opinion of management, all adjustments considered necessary for fair presentation have been included in these financial statements. Interim results are not necessarily indicative of the results expected for the fiscal year.

Certain of the comparative figures have been reclassified to conform to the current period presentation.

**4. DISCONTINUED OPERATIONS**

In November 2005, the Company sold the Nevada Assets to Jipangu for \$14.0 million in cash. The assets, liabilities and results of operations of the Montana Tunnels mine were included in discontinued operations in the financial statements as of and for the three month period ended March 31, 2006. As of June 30, 2006, the Montana Tunnels mine no longer meets the requirements of an asset held for sale; therefore, the assets, liabilities and results of operations of the Montana Tunnels mine have been reclassified to continuing operations for the current and prior periods.

The following tables present summarized financial information related to discontinued operations:



**APOLLO GOLD CORPORATION****Notes to the Condensed Consolidated Financial Statements****Six month period ended June 30, 2006**

(Stated in U.S. dollars; tabular amounts in thousands)

(Unaudited)

**4. DISCONTINUED OPERATIONS (continued)**

	Three months ended			Six months ended		
	June 30,			June 30,		
	2006	2005	2006	2005	2006	2005
Revenue from sale of minerals	\$ -	\$ 4,733	\$ -	\$ 8,095		
Direct operating costs	-	4,059	-	7,893		
Depreciation and amortization	-	263	-	777		
Accretion expense	-	240	-	457		
Royalty expenses	-	78	-	166		
Exploration and business development	-	189	-	189		
Gain on sale of property, plant and equipment	-	(3,146)	-	(3,615)		
Impairment	-	4,564	-	4,564		
	-	6,247	-	10,431		
Operating loss	-	(1,514)	-	(2,336)		
Interest expense	-	(24)	-	(57)		
Realized and unrealized gain on commodity contracts	-	-	-	38		
Loss on disposal of discontinued operations	-	-	(250)	-		
Loss from discontinued operations for the period	\$ -	\$ (1,538)	\$ (250)	\$ (2,355)		

Results of discontinued operations for the six months ended June 30, 2006 includes a \$250,000 additional loss on disposal of the Nevada Assets.

**5. SHARE CAPITAL****(a) Shares issued in 2006**

(i) On January 26, 2006, the Company completed a private placement of 11,650,000 units with Jipangu at Cdn\$0.35 per unit for proceeds of \$3.5 million. Each unit consists of one common share of the Company and 0.17167 of a warrant for a total of 2,000,000 warrants, with each whole warrant exercisable for two years at Cdn\$0.39 for one common share of the Company.

(ii) On February 27, 2006, the Company issued 2,290,398 common shares of the Company at Cdn\$0.48 per share to officers of the Company, as approved by the Company's Board of Directors in December 2005. In connection with this, the Company announced on January 23, 2006 that the number of executive officers would be reduced from seven to three, effective February 18, 2006 and the Company entered into severance agreements with the four departing officers pursuant to which an aggregate of 1,187,175 common shares were issued to the officers as part of their severance. Also on January 23, 2006, the Company entered into amended employment agreements with the three remaining executive officers pursuant to which the officers agreed to reduce their base salaries by an aggregate of \$170,000 per annum in exchange for an aggregate of 1,103,223 common shares.



**APOLLO GOLD CORPORATION****Notes to the Condensed Consolidated Financial Statements****Six month period ended June 30, 2006**

(Stated in U.S. dollars; tabular amounts in thousands)

(Unaudited)

**5. SHARE CAPITAL (continued)****(b) Warrants**

The following summarizes outstanding warrants as at June 30, 2006:

<b>Date Issued</b>	<b>Number of Warrants</b>	<b>Number of Shares</b>	<b>Exercise Price</b> Exercisable in US\$	<b>Expiry Date</b>
October 19, 2004	1,000,000	1,000,000	\$ 0.80	October 19, 2006
November 4, 2004	1,400,133	1,400,133	0.80	November 4, 2006
December 31, 2004	6,224,999	6,224,999	1.00	December 31, 2006
November 4, 2004	5,013,600	5,013,600	0.40	November 4, 2007
November 4, 2004	240,000	240,000	0.80	November 4, 2007
November 4, 2004	1,396,000	1,396,000	0.80	November 4, 2007
January 7, 2005	3,149,998	3,149,998	1.00	January 7, 2007
	18,424,730	18,424,730		
			<b>Exercisable in Cdn\$</b>	
			Cdn \$	
December 23, 2002	3,000,000	3,000,000	3.25	December 23, 2006
			Cdn \$	
June 30, 2005	1,250,000	1,250,000	0.40	June 30, 2007
			Cdn \$	
January 26, 2006	2,000,000	2,000,000	0.39	January 26, 2008
	6,250,000	6,250,000		
	24,674,730	24,674,730		

In addition, 1,250,000 broker compensation warrants were issued and were immediately exercisable on January 7, 2005. Each broker compensation warrant is exercisable at \$0.75 into one equity unit comprised of one common share of the Company and 0.75 of a share purchase warrant, with each whole share purchase warrant exercisable into one common share of the Company at \$1.00 per common share. The broker compensation warrants expire on January 7, 2007. The share purchase warrants are exercisable for two years from the date of issue.

On January 6, 2006, the Company agreed to reduce the exercise price on 5,013,600 warrants issued as attachments to the convertible debentures ("Debentures") in November 2004 from \$0.80 to \$0.40 per common share. The reduction in exercise price was in consideration for pledging the Company's Black Fox property to The Canada Trust Company (the "Secured Party") as substitute collateral for the Debentures, which were previously secured by an \$11.0 million restricted cash deposit. The Secured Party is trustee for the holders of the Debentures. The reduction in the exercise price was effective January 16, 2006, and applies to all warrants attached to the Debentures except for the 240,000 warrants held by the Company's insiders, which remain exercisable at \$0.80 per common share. The Company recorded an additional cost of \$305,000 as a result of this reduction of the exercise price.

**APOLLO GOLD CORPORATION****Notes to the Condensed Consolidated Financial Statements****Six month period ended June 30, 2006**

(Stated in U.S. dollars; tabular amounts in thousands)

(Unaudited)

**5. SHARE CAPITAL (continued)****(c) Options**

A summary of information concerning outstanding stock options at June 30, 2006 is as follows:

	<b>Fixed Stock Options</b>		<b>Performance-based Stock Options</b>	
	<b>Number of Common Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Number of Common Shares</b>	<b>Weighted Average Exercise Price</b>
Balances, December 31, 2005	3,874,100	\$ 1.15	1,794,582	\$ 0.80
Options granted	325,000	0.58	-	-
Options cancelled	(317,900)	1.08	(254,061)	0.80
Balances, June 30, 2006	3,881,200	\$ 1.11	1,540,521	\$ 0.80

**(i) Fixed stock option plan**

The Company has a stock option plan that provides for the granting of options to directors, officers, employees and service providers of the Company.

The following table summarizes information concerning outstanding and exercisable fixed stock options at June 30, 2006:

<b>Options Outstanding</b>		<b>Weighted Average Exercise Price per Share</b>	<b>Options Exercisable</b>	
<b>Number Outstanding</b>	<b>Expiry Date</b>		<b>Number Exercisable</b>	<b>Weighted Average Exercise Price per Share</b>
889,500	February 18, 2013	\$ 2.24	889,500	\$ 2.24
100,000	November 13, 2013	1.67	100,000	1.67
261,000	March 10, 2014	2.05	261,000	2.05
125,000	May 19, 2014	1.44	125,000	1.44
23,600	August 10, 2014	0.95	11,800	0.95
1,707,100	March 10, 2015	0.65	1,103,550	0.65
50,000	April 6, 2015	0.39	50,000	0.39
100,000	August 4, 2015	0.27	-	-
300,000	December 12, 2015	0.20	-	-

Edgar Filing: APOLLO GOLD CORP - Form 10-Q

125,000	March 28, 2016	0.65	62,500	0.65
200,000	May 23, 2016	0.53	-	-
3,881,200		\$ 1.11	2,603,350	\$ 1.41

(ii) Performance-based stock option plan

As of June 30, 2006 the 1,540,521 performance-based stock options exercisable at \$0.80 were fully vested and have an expiry date of June 25, 2007.

**APOLLO GOLD CORPORATION****Notes to the Condensed Consolidated Financial Statements****Six month period ended June 30, 2006**

(Stated in U.S. dollars; tabular amounts in thousands)

(Unaudited)

**5. SHARE CAPITAL (continued)****(d)** Stock-based compensation

The fair value of each option granted is estimated at the time of grant using the Black-Scholes option pricing model with weighted average assumptions for grants as follows:

	<b>Six months ended June 30,</b>	
	<b>2006</b>	<b>2005</b>
Risk free interest rate	4.2%	3.7%
Dividend yield	0%	0%
Volatility	89%	73%
Expected life in years	5	5

**6. INCOME TAXES**

The Company did not record a recovery for income taxes for the period ended June 30, 2006 as the net loss carry forwards are fully offset by a valuation allowance.

**7. SEGMENTED INFORMATION**

Apollo operates the Montana Tunnels mine in the United States and the Black Fox development project in Canada. The reportable segments have been determined at the level where decisions are made on the allocation of resources and capital and where performance is measured. The Nevada Assets have been reported as discontinued operations (see Note 4). The accounting policies for these segments are the same as those followed by the Company as a whole.

Amounts as at June 30, 2006 are as follows:

	<b>Montana Tunnels</b>		<b>Black Fox</b>		<b>Corporate and Other</b>		<b>Total</b>	
Cash and cash equivalents	\$	43	\$	39	\$	2,898	\$	2,980
Other non-cash current assets		1,674		61		88		1,823
		1,717		100		2,986		4,803
Property, plant and equipment		13,003		29,454		1,297		43,754
Restricted certificates of deposit		6,425		605		-		7,030
Deferred financing costs		-		-		425		425
Total assets	\$	21,145	\$	30,159	\$	4,708	\$	56,012
Current liabilities	\$	2,145	\$	210	\$	2,043	\$	4,398
Accrued severance		-		-		370		370
Notes payable and convertible debenture		-		62		7,105		7,167
Accrued site closure costs		13,108		362		-		13,470
Total liabilities	\$	15,253	\$	634	\$	9,518	\$	25,405





**APOLLO GOLD CORPORATION****Notes to the Condensed Consolidated Financial Statements****Six month period ended June 30, 2006**

(Stated in U.S. dollars; tabular amounts in thousands)

(Unaudited)

**7. SEGMENTED INFORMATION (continued)**

Amounts as at December 31, 2005 are as follows:

	<b>Montana Tunnels</b>		<b>Black Fox</b>		<b>Corporate and Other</b>		<b>Total</b>
Cash and cash equivalents	\$ 8	\$	15	\$	104	\$	127
Other non-cash current assets	4,218		100		428		4,746
	4,226		115		532		4,873
Property, plant and equipment	13,917		24,794		1,334		40,045
Restricted certificates of deposit	5,465		581		10,997		17,043
Deferred financing costs	-		-		584		584
Total assets	\$ 23,608	\$	25,490	\$	13,447	\$	62,545
Current liabilities	\$ 5,444	\$	221	\$	4,746	\$	10,411
Accrued severance	-		-		383		383
Notes payable and convertible debenture	-		66		6,610		6,676
Accrued site closure costs	12,634		-		-		12,634
Total liabilities	\$ 18,078	\$	287	\$	11,739	\$	30,104

Amounts for the three and six month periods ended June 30, 2006 and 2005, respectively, are as follows:

	<b>Three months ended June 30, 2006</b>						
	<b>Montana Tunnels</b>		<b>Black Fox</b>		<b>Corporate and Other</b>		<b>Total</b>
Revenue from sale of minerals	\$ 3,667	\$	-	\$	-	\$	3,667
Direct operating costs	3,587		-		-		3,587
Depreciation and amortization	351		-		26		377
General and administrative expenses	-		-		1,167		1,167
Stock-based compensation	-		-		81		81
Accretion expense - accrued site closure costs	237		-		-		237
Exploration and business development and other	-		-		247		247
	4,175		-		1,521		5,696
Operating loss	(508)		-		(1,521)		(2,029)
Interest income	63		-		25		88
Interest expense	(9)		-		(604)		(613)
Foreign exchange loss and other	-		-		(14)		(14)
Loss from continuing operations	\$ (454)	\$	-	\$	(2,114)	\$	(2,568)
Investing activities							
Property, plant and equipment expenditures	\$ -	\$	871	\$	116	\$	987



**APOLLO GOLD CORPORATION****Notes to the Condensed Consolidated Financial Statements****Six month period ended June 30, 2006**

(Stated in U.S. dollars; tabular amounts in thousands)

(Unaudited)

**7. SEGMENTED INFORMATION (continued)**

	<b>Six months ended June 30, 2006</b>			
	<b>Montana Tunnels</b>	<b>Black Fox</b>	<b>Corporate and Other</b>	<b>Total</b>
Revenue from sale of minerals	\$ 9,805	\$ -	\$ -	\$ 9,805
Direct operating costs	10,745	-	-	10,745
Depreciation and amortization	901	-	57	958
General and administrative expenses	-	-	2,283	2,283
Stock-based compensation	-	-	189	189
Accretion expense - accrued site closure costs	474	-	-	474
Exploration and business development and other	-	-	605	605
	12,120	-	3,134	15,254
Operating loss	(2,315)	-	(3,134)	(5,449)
Interest income	114	-	40	154
Interest expense	(18)	-	(1,195)	(1,213)
Foreign exchange loss and other	-	-	(13)	(13)
Loss from continuing operations	\$ (2,219)	\$ -	\$ (4,302)	\$ (6,521)
Investing activities				
Property, plant and equipment expenditures	\$ -	\$ 4,316	\$ 116	\$ 4,432

	<b>Three months ended June 30, 2005</b>			
	<b>Montana Tunnels</b>	<b>Black Fox</b>	<b>Corporate and Other</b>	<b>Total</b>
Revenue from sale of minerals	\$ 10,581	\$ -	\$ -	\$ 10,581
Direct operating costs	12,622	-	-	12,622
Depreciation and amortization	582	-	32	614
General and administrative expenses	-	-	1,216	1,216
Stock-based compensation	-	-	152	152
Accretion expense	197	-	-	197
Exploration and business development	-	-	318	318
	13,401	-	1,718	15,119
Operating loss	(2,820)	-	(1,718)	(4,538)
Interest income	-	-	69	69
Interest expense	(15)	-	(470)	(485)
Foreign exchange loss and other	-	-	(7)	(7)
Loss from continuing operations	\$ (2,835)	\$ -	\$ (2,126)	\$ (4,961)
Investing activities				
Property, plant and equipment expenditures	\$ 60	\$ 1,519	\$ 489	\$ 2,068



**APOLLO GOLD CORPORATION****Notes to the Condensed Consolidated Financial Statements****Six month period ended June 30, 2006**

(Stated in U.S. dollars; tabular amounts in thousands)

(Unaudited)

**7. SEGMENTED INFORMATION (continued)**

	Six months ended June 30, 2005			
	Montana Tunnels	Black Fox	Corporate and Other	Total
Revenue from sale of minerals	\$ 22,913	\$ -	\$ -	\$ 22,913
Direct operating costs	26,111	-	-	26,111
Depreciation and amortization	1,270	-	64	1,334
General and administrative expenses	-	-	2,866	2,866
Stock-based compensation	-	-	354	354
Accretion expense	394	-	-	394
Exploration and business development	-	-	558	558
Gain on sale of property, plant and equipment	(1,365)	-	-	(1,365)
	26,410	-	3,842	30,252
Operating loss	(3,497)	-	(3,842)	(7,339)
Interest income	-	-	173	173
Interest expense	(38)	-	(1,155)	(1,193)
Foreign exchange loss and other	-	-	(33)	(33)
Loss from continuing operations	\$ (3,535)	\$ -	\$ (4,857)	\$ (8,392)
Investing activities				
Property, plant and equipment expenditures	\$ 91	\$ 3,489	\$ 529	\$ 4,109

**8. DIFFERENCES BETWEEN CANADIAN AND U.S. GAAP**

The Company prepares its consolidated financial statements in accordance with Canadian GAAP. The following adjustments and/or additional disclosures would be required in order to present the financial statements in accordance with U.S. GAAP and with practices prescribed by the U.S. Securities and Exchange Commission for the three and six month periods ended June 30, 2006 and 2005.

Material variances between financial statement items under Canadian GAAP and the amounts determined under U.S. GAAP are as follows:

**Consolidated Balance Sheet  
June 30, 2006**

	Property Plant and Equipment	Deferred Financing	Convertible Debt	Share Capital	Equity Component of Convertible Debt	Contributed Surplus	Deficit
As at June 30, 2006, Canadian GAAP	\$ 43,754	\$ 425	\$ 7,105	\$ 152,738	\$ 1,809	\$ 10,750	\$ (136,007)

Edgar Filing: APOLLO GOLD CORP - Form 10-Q

Impairment of property, plant and equipment, and change in depreciation and amortization(a)	(4,077)	-	-	-	-	-	(4,077)
Black Fox development costs(b)	(21,276)	-	-	-	-	-	(21,276)
Convertible debenture(c)(i)	-	165	1,158	(1)	(1,809)	123	694
Convertible debenture(c)(ii)	-	-	-	-	-	20,675	(20,675)
Flow-through common shares	-	-	-	(238)	-	-	238
As at June 30, 2006, U.S. GAAP	\$ 18,401	\$ 590	\$ 8,263	\$ 152,499	\$ -	\$ 31,548	\$ (181,103)

**APOLLO GOLD CORPORATION****Notes to the Condensed Consolidated Financial Statements****Six month period ended June 30, 2006**

(Stated in U.S. dollars; tabular amounts in thousands)

(Unaudited)

**8. DIFFERENCES BETWEEN CANADIAN AND U.S. GAAP (continued)****Consolidated Balance Sheet  
December 31, 2005**

	<b>Property Plant and Equipment</b>	<b>Deferred Financing</b>	<b>Convertible Debt</b>	<b>Share Capital</b>	<b>Equity Component of Convertible Debt</b>	<b>Contributed Surplus</b>	<b>Deficit</b>
As at December 31, 2005, Canadian GAAP	\$ 40,045	\$ 584	\$ 6,601	\$ 148,295	\$ 1,809	\$ 10,561	\$ (129,236)
Impairment of property, plant and equipment, and change in depreciation and amortization(a)	(4,260)	-	-	-	-	-	(4,260)
Black Fox development costs(b)	(19,181)	-	-	-	-	-	(19,181)
Convertible debenture(c)(i)	-	227	1,512	(1)	(1,809)	123	401
Convertible debenture(c)(ii)	-	-	-	-	-	20,675	(20,675)
Flow-through common shares	-	-	-	(238)	-	-	238
As at December 31, 2005, U.S. GAAP	\$ 16,604	\$ 811	\$ 8,113	\$ 148,056	\$ -	\$ 31,359	\$ (172,713)

Under U.S. GAAP, the net loss and net loss per share would be adjusted as follows:

	<b>Three months ended June 30,</b>		<b>Six months ended June 30,</b>	
	<b>2006</b>	<b>2005</b>	<b>2006</b>	<b>2005</b>
Loss from continuing operations for the period based on Canadian GAAP	\$ (2,568)	\$ (4,961)	\$ (6,521)	\$ (8,392)
Change in depreciation of property, plant and equipment (a)	52	136	183	298
Black Fox Project development costs (b)	(1,233)	(1,518)	(2,095)	(3,448)
Convertible debenture ((c)(i))	151	114	293	425
Loss from continuing operations for the period based on U.S. GAAP	(3,598)	(6,229)	(8,140)	(11,157)
Loss from discontinued operations for the period based on Canadian GAAP	-	(1,538)	(250)	(2,355)
Commodity contracts loss (d)	-	335	-	1,340
Standard Mine development costs	-	-	-	(314)
Loss from discontinued operations for the period based on U.S. GAAP	-	(1,203)	(250)	(1,329)
	\$ (3,598)	\$ (7,432)	\$ (8,390)	\$ (12,486)

Net loss for the period based on U.S.

GAAP

Comprehensive loss	\$	(3,598)	\$	(7,432)	\$	(8,390)	\$	(12,486)
--------------------	----	---------	----	---------	----	---------	----	----------

Basic and diluted loss per share in  
accordance with U.S. GAAP:

Continuing operations	\$	(0.03)	\$	(0.07)	\$	(0.07)	\$	(0.12)
-----------------------	----	--------	----	--------	----	--------	----	--------

Discontinued operations		-		(0.01)		-		(0.01)
-------------------------	--	---	--	--------	--	---	--	--------

Net loss per share - U.S. GAAP, basic and diluted	\$	(0.03)	\$	(0.08)	\$	(0.07)	\$	(0.13)
--	----	--------	----	--------	----	--------	----	--------



**APOLLO GOLD CORPORATION**

**Notes to the Condensed Consolidated Financial Statements**

**Six month period ended June 30, 2006**

(Stated in U.S. dollars; tabular amounts in thousands)

(Unaudited)

**8. DIFFERENCES BETWEEN CANADIAN AND U.S. GAAP (continued)**

**(a)** Impairment of property, plant and equipment

Under Canadian GAAP, write-downs for impairment of property, plant and equipment are determined using current proven and probable reserves and mineral resources expected to be converted into mineral reserves. In 2002, under U.S. GAAP, write-downs were determined using current proven and probable reserves. Accordingly, for U.S. GAAP purposes, an impairment of property, plant and equipment and an adjustment to the related depreciation has been recorded.

**(b)** Black Fox Project

Under Canadian GAAP, mining development costs at the Black Fox Project have been capitalized. Under U.S. GAAP, these expenditures are expensed as incurred. Accordingly, for U.S. GAAP purposes, a reduction in property, plant and equipment of \$21.3 million has been recorded as at June 30, 2006.

**(c)** Convertible debenture

*(i)* Under Canadian GAAP, the convertible debentures were recorded as a compound financial instrument including detachable note warrants. On issuance in November 2004, under U.S. GAAP, the detachable note warrant is similarly treated as an equity instrument with the remainder of the convertible debentures treated as a liability. Further, under U.S. GAAP, the beneficial conversion feature determined using the effective conversion price based on the proceeds allocated to the convertible debenture in accordance with EITF 00-27, "Application of Issue No. 98-5 to Certain Convertible Instruments", is allocated to contributed surplus. This discount on the debenture is recognized as additional interest expense immediately as the debt is convertible at the date of issuance. Canadian GAAP does not require the recognition of any beneficial conversion feature.

*(ii)* Under Canadian GAAP, the convertible debentures were recorded as an equity instrument on issuance in March 2002. Under U.S. GAAP, on issuance, the convertible debenture would have been recorded as a liability and reclassified to equity only upon conversion. Further, under U.S. GAAP, the beneficial conversion feature was allocated to contributed surplus and the Company recognized debenture issuance costs of \$20.7 million. Canadian GAAP does not require the recognition of any beneficial conversion feature.

**(d)** Discontinued operations

Prior to January 1, 2004, under U.S. GAAP, unrealized gains and losses on the put and call option contracts were recorded in the statement of operations. As of January 1, 2004, the Company adopted the provisions of CICA Accounting Guideline 13, *Hedging Relationships* and unrealized gains and losses on these contracts are now recorded in the statement of operations under Canadian GAAP.

**(e)** Comprehensive income

SFAS No. 130, "Reporting Comprehensive Income" ("SFAS 130") establishes standards for the reporting and display of comprehensive income and its components in a full set of general purpose financial statements. SFAS 130 requires

that all items that are required to be recognized under accounting standards as components of comprehensive income be reported in a financial statement. For the Company, the only component of comprehensive loss is the net loss for the period.

20

---

**APOLLO GOLD CORPORATION**

**Notes to the Condensed Consolidated Financial Statements**

**Six month period ended June 30, 2006**

(Stated in U.S. dollars; tabular amounts in thousands)

(Unaudited)

**8. DIFFERENCES BETWEEN CANADIAN AND U.S. GAAP (continued)**

*(f)* Statement of cash flows

Under Canadian GAAP, mining development costs at the Black Fox Project are included in cash flows from investing activities in the consolidated statements of cash flows. Under U.S. GAAP, these expenditures are included in cash flows from operating activities. Accordingly, under U.S. GAAP, the consolidated statements of cash flows for the three and six months ended June 30, 2006 would reflect an increase in cash provided by investing activities of \$1.3 million and \$2.1 million and for the three and six months ended June 30, 2005 an increase of \$1.5 million and \$3.5 million, respectively, and a corresponding increase in cash used in operating activities.

*(g)* Share-Based Payment

As of January 1, 2006, the Company adopted the provisions of SFAS No. 123(R), "Share-Based Payment". The adoption of this standard did not impact the Company's financial position or results of operations.

**9. SUBSEQUENT EVENTS**

*(a)* Joint Venture Agreement at Montana Tunnels

On July 28, 2006, the Company entered into a joint venture agreement (the "JV Agreement") with Elkhorn in respect of the Montana Tunnels mine ("Mine"). The JV Agreement calls for Elkhorn to contribute \$13 million over a five-month period starting with initial payments totaling \$1 million required to be contributed not later than two weeks after the execution of the JV agreement. The money contributed will be used initially to remediate the east wall instability problems encountered at the Mine during September and early October 2005, which led to the suspension of mining on October 21, 2005, and thereafter to move the Mine back towards commercial production. Highlights of the JV Agreement are:

- Elkhorn is entitled to a 50% interest in the Mine when it has made its full contribution of \$13 million.
- Montana Tunnels Mining, Inc. ("MTMI") will be the operator of the Mine. A separate committee consisting of two designees from each of MTMI and Elkhorn will oversee the joint venture.
- If Elkhorn contributes at least \$5 million but fails to make its full contribution of \$13 million, then it will receive a 3% interest in the Mine for each \$1 million contributed.

**APOLLO GOLD CORPORATION**

**Notes to the Condensed Consolidated Financial Statements**

**Six month period ended June 30, 2006**

(Stated in U.S. dollars; tabular amounts in thousands)

(Unaudited)

**9. SUBSEQUENT EVENTS (continued)**

- If Elkhorn fails to contribute at least \$5 million then its contribution will be converted to a promissory note (the "Note") equal to the amount actually contributed, plus interest, payable only out of future positive cash flows from the Mine or in the event the Mine is sold or otherwise financed. The Note would bear interest at the rate of 6% per annum and payments of principal and interest on the Note would be payable within 30 days after the end of each calendar quarter, beginning with the end of the first full calendar quarter during which the Mine is cash flow positive. If Elkhorn's failure to contribute at least \$5 million is the result of a breach of the JV Agreement by Apollo, or otherwise for cause, then the Note would bear interest at the rate of 12% per annum and the Note plus interest would be payable not later than the fifth anniversary thereof.
- When Elkhorn has contributed the full \$13 million, then (a) Elkhorn will be entitled to recover interest on that amount and (b) Elkhorn will receive 65% and Apollo will receive 35% of the positive free cash flow from the Mine until such time as Elkhorn has recovered its full contribution of \$13 million. At that time, Apollo would become entitled to 60% and Elkhorn 40% of the positive free cash flow from the Mine, until both parties have received an equal amount. Thereafter, the sharing would revert to 50/50.
- If Elkhorn earns less than a 50% interest in the Mine, then it will be entitled to recover interest on the amount actually contributed by it, and after payment of that interest each party will receive its proportionate share of positive free cash flow.

**(b) Additional Agreements with EGI**

In addition to the JV Agreement, Apollo entered into two other agreements with EGI, an affiliate of Calim. The first agreement is an option agreement pursuant to which EGI was granted an option to purchase Apollo's Diamond Hill mine for \$800,000. The option has an exercise term of two years. The second agreement is a mill operating and option agreement pursuant to which EGI will have the right to have MTMI process the ore from EGI's Elkhorn mine through the 1,000 ton per day Diamond Hill mill which is situated within the Montana Tunnels mill complex. The milling agreement also provides EGI a two-year option to purchase the Diamond Hill mill for \$1 million.

**(c) Financing Agreement to Purchase Equipment**

On August 1, 2006, to finance the purchase of four additional CAT 785 haul trucks (the "Trucks") to be used as part of the remediation of the Mine, MTMI executed a promissory note in the amount of \$2,640,000 payable to Great American Group (the "Great American Note"). The Great American Note accrues interest at the rate of 1.5% per month and matures on December 1, 2006 (the "Maturity Date"). MTMI is obligated to make principal payments on the Great American Note in the amount of \$75,000 each month until the Maturity Date. The Great American Note is secured by the Trucks.

## ITEM MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS 2. OF OPERATIONS

### All Dollar amounts are expressed in United States Dollars

The following discussion and analysis should be read in conjunction with the accompanying consolidated financial statements and related notes. The financial statements have been prepared in accordance with generally accepted accounting principles in Canada (Canadian GAAP). For a reconciliation to GAAP in the United States (U.S. GAAP), see Note 8 to the attached consolidated financial statements.

In this Form 10-Q, the terms "cash operating cost," "total cash cost" and "total production cost" are non-GAAP financial measures and are used on a per ounce of gold sold basis. Cash operating costs per ounce is equivalent to direct operating cost as found on the Consolidated Statements of Operations, less production royalty expenses and mining taxes but includes by-product credits for payable silver, lead, and zinc production. Total cash costs is equivalent to cash operating costs plus production royalties and mining taxes. The term "total production costs" is equivalent to total cash costs plus non-cash costs including depreciation and amortization.

Certain of the comparative figures have been reclassified to conform with the current period presentation.

### RECONCILIATION OF CASH OPERATING AND TOTAL PRODUCTION COSTS PER OUNCE

(\$ in thousands)	Three months ended		Six months ended	
	June 30,		June 30,	
	2006	2005	2006	2005
Gold ounces sold	1,165	12,324	4,378	24,969
Direct operating costs	\$ 3,587	\$ 12,622	\$ 10,745	\$ 26,111
Less: Mining taxes, royalty expenses	134	345	270	751
By-product credits	2,728	5,346	6,841	12,351
Cash operating cost	725	6,931	3,634	13,009
Cash operating cost per ounce	\$ 623	\$ 562	\$ 830	\$ 521
Cash operating costs	725	6,931	3,634	13,009
Add: Mining taxes, royalty expenses	134	345	270	751
Total cash costs	859	7,276	3,905	13,760
Total cash cost per ounce	\$ 737	\$ 590	\$ 892	\$ 551
Total cash costs	859	7,276	3,905	13,760
Add: Depreciation & amortization (operations only)	351	582	901	1,270
Total production costs	1,210	7,858	4,806	15,030
Total production cost per ounce	\$ 1,038	\$ 638	\$ 1,098	\$ 602

### BACKGROUND AND RECENT DEVELOPMENTS

We are principally engaged in the exploration, development and mining of gold. We own the Montana Tunnels mine, an open pit mine and mill located near Helena, Montana, which produced gold doré and lead-gold and zinc-gold concentrates until it was placed on care and maintenance on May 12, 2006. On July 28, 2006, the Company entered into a joint venture agreement with Elkhorn Tunnels, LLC ("Elkhorn") in respect of the Montana Tunnels mine. With the expected financial contributions from Elkhorn in connection with the joint venture, the Company believes that it will be able to remediate the pit wall instability and recommence mill operations in early 2007. We also own the Diamond Hill mine, currently on care and maintenance, also located in the State of Montana. In connection with the joint venture agreement that we entered into with Elkhorn in respect of the Montana Tunnels mine, the Company

entered into an option agreement with Elkhorn Goldfields Inc. (“EGI”), an affiliate of Elkhorn, pursuant to which the Company granted EGI an option to purchase the Diamond Hill mine for \$800,000.

23

---

We also own a development property, the Black Fox project, which is located near the township of Matheson in the Province of Ontario, Canada. Additionally, we own Mexican subsidiaries which own or have the right to acquire concessions of the Huizopa exploration property located in the Sierra Madres in Chihuahua, Mexico.

### Recent Events

Upon closing of the sale of our Nevada assets to Jipangu Inc. (“Jipangu”) on November 18, 2005, \$11.0 million of the \$14.0 million purchase price was deposited as substitute collateral for the Apollo 12% Series 2004-B secured convertible debentures (“Debentures”), which were previously secured by the Nevada assets. In January 2006, after meeting certain conditions, we replaced the \$11.0 million cash collateral with our Black Fox property as security for the Debentures, which resulted in \$8.4 million additional funds being available to the Company after paying \$2.6 million (Cdn\$3.0 million) to release an existing lien over the Black Fox property. In connection with the substitution of collateral for the Debentures we reduced the exercise price on 5,013,600 of the note warrants attached to the Debentures from \$0.80 to \$0.40 per common share. The Company recorded an additional cost of \$0.3 million as a result of this reduction of the exercise price.

On January 26, 2006, we completed a \$3.5 million private placement to Jipangu of 11,650,000 equity units priced at Cdn\$0.35 per unit with each unit consisting of one of our common shares and 0.17167 of a warrant, with each whole warrant exercisable for two years at Cdn\$0.39 for one of our common shares.

At the Montana Tunnels mine the open pit mining activity was suspended on October 21, 2005 for safety reasons due to increased wall activity on the eastern side of the open pit. Following the suspension of mining, the mill continued to process ore from stockpiled material and produce gold doré and lead-gold and zinc-gold concentrates until May 12, 2006 when all operations ceased and the property was placed on care and maintenance. On July 28, 2006, we entered into a JV agreement with Elkhorn in respect of the Montana Tunnels mine. With the expected financial contributions from Elkhorn in connection with the joint venture, we believe we will be able to remediate the pit wall instability and recommence mill operations in early 2007.

At Huizopa, on February 9, 2006, we entered into an agreement with the Ejido Huizopa (“Ejido”), the owner of 12,800 hectares of land that covers our mining concessions in Huizopa (“Ejido Land”), pursuant to which we have the right to use Ejido Land for all activities necessary for the exploration, development, and production of potential ore deposits in our Huizopa project area.

On January 23, 2006, we announced that we would reduce the number of executive officers from seven to three, effective February 18, 2006. We entered into severance agreements with the four departing officers, pursuant to which the departing officers received termination packages consisting of a combination of cash and Company common stock and as a result, an aggregate of 1,187,175 common shares were issued at Cdn\$0.48 per share to the departing officers.

Also on January 23, 2006, the Company entered into amended employment agreements with the three remaining executive officers pursuant to which the officers agreed to reduce their base salaries by an aggregate of \$170,000 per annum in exchange for an aggregate of 1,103,223 common shares at Cdn\$0.48 per share.

At Black Fox we continued work on updating the gold resources and new resource and reserve numbers were released on June 30, 2006. The new resource and reserve numbers are as follows:

	<b>Tonnes 000's</b>	<b>Grade g Au/t</b>	<b>Grade Oz Au/t</b>	<b>Ounces</b>
Open Pit - Material				
Reserve	3,062	4.56	0.147	448,800
Indicated Resource	2,356	3.27	0.105	
Inferred Resource	6,626	4.00	0.129	
Underground - Material				
Indicated Resource	1,004	9.66	0.311	
Inferred Resource	1,228	9.71	0.312	

### Production from Continuing Operations & Metals Price Averages

The table below summarizes our production of gold, silver and other metals, as well as average metal prices, for each period indicated:

	<b>Six months ended June 30, 2006(1)</b>	<b>Year Ended December 31, 2005</b>	<b>Year Ended December 31, 2004</b>
Production:			
Gold (ounces)	4,378	44,099	33,743
Silver (ounces)	114,086	524,722	970,751
Lead (pounds)	1,198,263	10,428,061	10,064,265
Zinc (pounds)	3,042,305	22,380,136	26,222,805
Average metal prices:			
Gold - London bullion mkt. (\$/ounce)	\$ 591	\$ 445	\$ 409
Silver - London bullion mkt. (\$/ounce)	\$ 10.98	\$ 7.31	\$ 6.66
Lead - LME (\$/pound)	\$ 0.50	\$ 0.44	\$ 0.40
Zinc - LME (\$/pound)	\$ 1.27	\$ 0.63	\$ 0.48

(1) The Montana Tunnels mine was placed on care and maintenance on May 12, 2006.

### MATERIAL CHANGES IN RESULTS OF OPERATIONS

#### *Three Months Ended June 30, 2006 Compared to the Three Months Ended June 30, 2005*

#### Revenue from the Sale of Minerals

Revenue from continuing operations for the three months ended June 30, 2006 decreased 65% to \$3.7 million from \$10.6 million for the same period in 2005. Revenue from silver, zinc and lead for the three months ended June 30, 2006 decreased 49% to \$2.7 million from \$5.3 million for the three months ended June 30, 2005. Revenue from gold sales for the three months ended June 30, 2006 was \$0.9 million (26% of total revenue) compared to \$5.2 million (49% of the total revenue) for the same period 2005. The average price received for gold per ounce for the three months ended June 30, 2006 increased 48% to \$630 from \$425 for the three months ended June 30, 2005. The decrease in revenue is primarily due to the cessation of milling on May 12, 2006 and the lower grade stockpiled ore that was milled throughout the period.





The following presents the key statistics for the Montana Tunnels operation for the three months ended June 30, 2006 and 2005, respectively:

	<b>Three months ended June 30,</b>	
	<b>2006</b>	<b>2005</b>
Tons mined	-	3,993,151
Tons milled	406,031	1,254,997
Gold grade oz/ton	0.0058	0.0135
Zinc grade %	0.18	0.34
Gold ounces	1,165	12,324
Silver ounces	52,977	127,737
Lead pounds	327,938	2,759,586
Zinc pounds	771,338	5,977,956
Total cash costs per ounce	\$ 737	\$ 590
Total production costs per ounce	\$ 1,038	\$ 638
Total revenue (\$millions)	\$ 3.7	\$ 10.6
Capital expenditures (\$millions)	\$ -	\$ 0.1

The decrease in production in the second quarter 2006 compared to the second quarter 2005 is a result of the discontinuation of mining in October 2005 and the cessation of milling in May 2006. The Montana Tunnels mine was placed on care and maintenance on May 12, 2006.

### **Operating Expenses.**

*Direct Operating Expenses.* Direct operating costs, which includes mining costs, processing costs and smelting and refining charges, for the three months ended June 30, 2006 decreased 72% to \$3.6 million from \$12.6 million for the three months ended June 30, 2005. The decrease in costs is a result of the cessation of all operations at the Montana Tunnels mine on May 12, 2006 and placing the mine on care and maintenance.

*Depreciation and Amortization.* Depreciation and amortization expenses were \$377,000 and \$614,000 for the three months ended June 30, 2006 and 2005, respectively.

*General and Administrative Expenses.* General and administrative expenses were \$1.2 million and \$1.2 million for the three months ended June 30, 2006 and 2005, respectively. A decrease in general and administrative expenses due to reduced numbers of personnel and lower audit and accounting expenses was offset by an increase in legal and other related expenses.

*Stock-Based Compensation.* In January 2004, the Company adopted the fair value method of accounting for stock options as set out in CICA Handbook section 3870, Stock-Based Compensation and Other Stock-Based Payments. Stock-based compensation was \$81,000 and \$152,000 for the three months ended June 30, 2006 and 2005, respectively. This decrease is due to a decrease in the number of stock options awarded to employees.

*Accretion Expense.* Accrued accretion expense was \$237,000 for the three months ended June 30, 2006 compared to \$197,000 for the same period in 2005, respectively, primarily due to accrued site closure costs at the Montana Tunnels mine.

*Exploration and Business Development Expense.* Expenses for exploration and development, consisting of drilling and related expenses at our exploration properties, totaled \$249,000 and \$318,000 for the three months ended June 30, 2006 and 2005, respectively. This decrease is due to decreased activity at our Huizopa exploration project.



*Total Operating Expenses.* As a result of these expense components, our total operating expenses decreased 62% to \$5.7 million for the three months ended June 30, 2006, from \$15.1 million for the three months ended June 30, 2005.

**Other Income (Expenses).**

*Interest Income and Interest Expense.* We realized interest income of \$88,000 during the three months ended June 30, 2006 and interest expense of \$613,000 in the same period compared to \$69,000 in interest income and \$485,000 in interest expense during the three months ended June 30, 2005. The increase in interest expense is due to an increase in the accretion on the convertible debentures issued in the fourth quarter of 2004.

**Loss from Continuing Operations.**

As a result of the foregoing, the Company incurred a loss from continuing operations of \$2.6 million, or \$0.02 per share, for the three months ended June 30, 2006, as compared to a loss of \$5.0 million, or \$0.05 per share, for the three months ended June 30, 2005.

**Loss from Discontinued Operations.**

For the three months ended June 30, 2006, loss from discontinued operations was nil, compared to a loss of \$1.5 million, or \$0.02 per share, for the three months ended June 30, 2005.

**Net Loss.**

For the three months ended June 30, 2006, we incurred a net loss of \$2.6 million, or \$0.02 per share, as compared to a net loss of \$6.5 million, or \$0.07 per share, for the three months ended June 30, 2005.

**Discontinued Operations.**

*Florida Canyon Mine and Standard Mine.* As part of the sale of the Nevada assets, the Florida Canyon and Standard mines were sold on November 18, 2005 and therefore had no activity in the three month period ended June 30, 2006. For the three months ended June 30, 2005 revenues at these two mines were \$4.7 million and operating costs were \$4.9 million. The Standard Mine entered commercial production on June 1, 2005.

*Gain on sale of property, plant and equipment.* Gain on sales of property, plant and equipment of discontinued operations for the three months ended June 30, 2006 was nil, as compared to a gain of \$3.1 million for the three months ended June 30, 2005.

***Six Months Ended June 30, 2006 Compared to the Six Months Ended June 30, 2005***

**Revenue from the Sale of Minerals**

Revenue from continuing operations for the six months ended June 30, 2006 decreased 57% to \$9.8 million from \$22.9 million for the same period in 2005. Revenue from silver, zinc and lead for the six months ended June 30, 2006 decreased 45% to \$6.8 million from \$12.3 million for the six months ended June 30, 2005. Revenue from gold sales for the six months ended June 30, 2006 was \$3.0 million, (30% of total revenue) compared to \$10.6 million (46% of the total revenue) for the same period 2005. The average price received for gold per ounce for the six months ended June 30, 2006 increased 60% to \$677 from \$423 for the six months ended June 30, 2005. The decrease in revenue is primarily due to the cessation of milling on May 12, 2006 and milling lower grade stockpiled ore throughout the period.



The following presents the key statistics for the Montana Tunnels operation for the six months ended June 30, 2006 and 2005, respectively:

	<b>Six months ended June 30,</b>	
	<b>2006</b>	<b>2005</b>
Tons mined	-	9,388,974
Tons milled	1,426,512	2,665,779
Gold grade oz/ton	0.0078	0.013
Zinc grade %	0.20	0.34
Gold ounces	4,378	24,969
Silver ounces	114,086	291,743
Lead pounds	1,198,263	5,883,678
Zinc pounds	3,086,399	12,398,385
Total cash costs per ounce	\$ 892	\$ 551
Total production costs per ounce	\$ 1,098	\$ 602
Total revenue (\$millions)	\$ 9.8	\$ 22.9
Capital expenditures (\$millions)	\$ -	\$ 0.1

The decrease in production for the six months ended June 30, 2006, compared to the same period 2005, is a result of the discontinuation of mining in October 2005 and the cessation of milling in May 2006. The Montana Tunnels mine was placed on care and maintenance on May 12, 2006.

### **Operating Expenses.**

*Direct Operating Expenses.* Direct operating costs, which includes mining costs, processing costs and smelting and refining charges, for the six months ended June 30, 2006 decreased 59% to \$10.7 million from \$26.1 million for the six months ended June 30, 2005. The decrease in costs is a result of (1) ceasing mining in the open pit in October 2005 and (2) ceasing all operations at the Montana Tunnels mine on May 12, 2006 and placing the mine on care and maintenance.

*Depreciation and Amortization.* Depreciation and amortization expenses were \$1.0 million and \$1.3 million for the six months ended June 30, 2006 and 2005, respectively.

*General and Administrative Expenses.* General and administrative expenses were \$2.3 million and \$2.9 million for the six months ended June 30, 2006 and 2005, respectively. This decrease is due to a reduction in the number of personnel and lower audit and accounting expenses, which was partially offset by an increase in legal and other related expenses.

*Stock-Based Compensation.* In January 2004, the Company adopted the fair value method of accounting for stock options as set out in CICA Handbook section 3870, Stock-Based Compensation and Other Stock-Based Payments. Stock-based compensation was \$189,000 and \$354,000 for the six months ended June 30, 2006 and 2005, respectively. This decrease is due to a decrease in the number of stock options awarded to employees.

*Accretion Expense.* Accrued accretion expense was \$474,000 compared to \$394,000 for the six months ended June 30, 2006 and 2005, respectively, primarily due to accrued site closure costs at the Montana Tunnels mine.

*Exploration and Business Development Expense.* Expenses for exploration and development, consisting of drilling and related expenses at our exploration properties, totaled \$600,000 and \$558,000 for the six months ended June 30, 2006 and 2005, respectively.



*Gain on Sale of Property, Plant and Equipment.* A \$1.3 million gain on the sale of spare mining equipment at Montana Tunnels was realized during the six months ended June 30, 2005.

*Total Operating Expenses.* As a result of these expense components, our total operating expenses decreased 50% to \$15.3 million for the six months ended June 30, 2006, from \$30.3 million for the six months ended June 30, 2005.

#### **Other Income (Expenses).**

*Interest Income and Interest Expense.* We realized interest income of \$154,000 during the six months ended June 30, 2006 and interest expense of \$1.2 million in the same period 2005 compared to \$173,000 in interest income and \$1.2 million in interest expense during the six months ended June 30, 2005.

#### **Loss from Continuing Operations.**

As a result of the foregoing, the Company incurred a loss from continuing operations of \$6.5 million, or \$0.06 per share, for the six months ended June 30, 2006, as compared to a loss of \$8.4 million, or \$0.09 per share, for the six months ended June 30, 2005.

#### **Loss from Discontinued Operations.**

For the six months ended June 30, 2006, loss from discontinued operations was \$0.3 million, compared to a loss of \$2.4 million, or \$0.02 per share, for the six months ended June 30, 2005.

#### **Net Loss.**

For the six months ended June 30, 2006, we incurred a net loss of \$6.8 million, or \$0.06 per share, as compared to a net loss of \$10.7 million, or \$0.11 per share, for the six months ended June 30, 2005.

#### **Discontinued Operations.**

*Florida Canyon Mine and Standard Mine.* As part of the sale of the Nevada assets, the Florida Canyon and Standard mines were sold on November 18, 2005 and therefore had no activity during the six month period ended June 30, 2006. For the six months ended June 30, 2005 revenues at these two mines were \$8.1 million and operating costs were \$9.5 million.

*Gain on sale of property, plant and equipment.* Gain on sale of property, plant and equipment of discontinued operations for the six months ended June 30, 2006 was nil, as compared to a gain of \$3.6 million for the six months ended June 30, 2005.

#### **MATERIAL CHANGES IN LIQUIDITY**

To date, we have funded our operations primarily through issuances of debt and equity securities, the sale of the Nevada Assets and sale of surplus assets. At June 30, 2006, we had cash of \$3.0 million, compared to cash of \$0.1 million at December 31, 2005. The increase in cash since December 31, 2005 is primarily the result of investing cash inflows of \$5.7 million and financing cash inflows of \$3.0 million, offset by operating cash outflows of \$5.9 million.

During the six months ended June 30, 2006, investing activities totaled \$5.7 million. The \$11.0 million held as cash collateral security for the Debentures that was in restricted cash at December 31, 2005, was released in January 2006. Capital expenditures for the further development of the Black Fox project were \$4.3 million, which included the final payment of \$2.6 million to the former owners of Black Fox. Investing activities includes \$0.9 million for the funding



of the Montana Tunnels reclamation liability.

During the six months ended June 30, 2006, financing activities provided \$3.0 million in cash, which included \$3.5 million from the completion of a private placement with Jipangu for 11,650,000 equity units at \$0.30 (Cdn\$0.35) per share. Each unit consists of one common share of the Company and 0.17167 of a warrant for a total of 2,000,000 warrants, with each whole warrant exercisable for two years at Cdn\$0.39 for one common share of the Company. Payments of notes payable accounted for a cash outflow of \$0.4 million during the quarter.

Our current funds are not sufficient to fund the balance of our projected 2006 expenditures of \$2.5 million at Black Fox and \$1.5 million for exploration at Huizopa and fund our corporate activities. Therefore, the Company is exploring financing opportunities to continue with its development and exploration programs. Apollo may raise funds from the sale of debt or equity securities which may include Canadian flow-through financing to further fund exploration activities at the Black Fox Project. The availability, amount, terms and timing of this financing are not certain at this time.

Our ability to raise capital is highly dependent upon the commercial viability of our projects and the associated prices of precious metals. Because of the significant impact that changes in the prices of gold and silver have on our financial condition, declines in these metals prices may negatively impact short-term liquidity and our ability to raise additional funding for long-term projects. In the event that cash balances decline to a level that cannot support our operations, our management will defer certain planned capital expenditures and exploration activities as needed to conserve cash for operations. There can be no assurance that we will be successful in generating adequate funding for planned capital expenditures, environmental remediation and reclamation expenditures and for exploration expenditures.

#### **DIFFERENCES BETWEEN CANADIAN AND U.S. GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (GAAP)**

The Company reports under Canadian GAAP and reconciles to U.S. GAAP. The application of U.S. GAAP has a significant effect on the net loss and net loss per share. For a detailed explanation see Note 8 of our interim financial statements.

#### **CRITICAL ACCOUNTING ESTIMATES AND POLICIES**

The preparation of financial statements in conformity with generally accepted accounting principals requires management to make a variety of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements as well as the reported amounts of revenues and expenses during the reporting periods covered by the financial statements.

#### **CONTRACTUAL OBLIGATIONS**

The Company has several outstanding equipment leases and financings. As of June 30, 2006, there are no material changes from the information presented in the Company's Annual Report on Form 10-K.

#### **OFF BALANCE SHEET ARRANGEMENTS**

None.

#### **ENVIRONMENTAL**

The Company's current environmental liabilities are at Montana Tunnels and Black Fox. As of June 30, 2006, we have accrued \$13.5 million related to reclamation, severance and other closure requirements at Montana Tunnels (\$13.1 million) and Black Fox (\$0.4 million), an increase of \$0.8 million from December 31, 2005. These liabilities are covered by a combination of surety bonds, restricted cash and property totaling \$18.5 million at June 30, 2006. We have accrued the present value of management's estimate of the liability as of June 30, 2006.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Our exposure to market risk includes, but is not limited to, the following risks: changes in interest rates on our investment portfolio, changes in foreign currency exchange rates and commodity price fluctuations.

**Interest Rate Risk**

Other than a convertible debenture with a fixed coupon rate of 12% per annum and the 1.5% per month Great American Note which was issued on August 1, 2006, we have minimal debt and thus no material interest rate exposure related to debt. When appropriate we invest excess cash in short-term debt instruments of the United States and Canadian governments and their agencies on both a fixed and variable interest rate basis. Over time the rates received on such investments may fluctuate with changes in economic conditions. As a result our investment income may fall short of expectations during periods of lower interest rates. We estimate that given the cash balances expected during 2006, a one percent change in interest rates would result in a \$50,000 change in interest income. We may in the future actively manage our exposure to interest rate risk.

**Foreign Currency Exchange Rate Risk**

Most of the Company's activities at its Black Fox project are transacted in Canadian dollars and some of the Company's cash balances are therefore maintained in Canadian dollars. Since the Company's reporting currency is the U.S. dollar, foreign currency gains and losses on its Canadian dollar cash balances can result in volatile net losses and earnings, and adversely affect the Company's financial position and results of operations.

**Commodity Price Risk**

The profitability of the Company's operations will be dependent upon the market price of gold. Gold prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supply of gold and the stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of gold has fluctuated widely in recent years, and future price declines could cause some projects to become uneconomic, thereby having a material adverse effect on the Company's business and financial condition.

Furthermore, reserve calculations and life-of-mine plans using significantly lower gold prices could result in material write-downs of the Company's investment in mining properties and increased amortization.

In addition to adversely affecting the Company's reserve estimates and its financial condition, declining gold prices could require a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause delays in the implementation of the project.

**ITEM 4.**

**CONTROLS AND PROCEDURES**

**Disclosure Controls and Procedures**

Apollo maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to Apollo's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required financial disclosure.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) under the Exchange Act. Based upon, and as of the date of this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective, because of the material weaknesses discussed below. In light of the material weaknesses described below, we performed additional analysis and other post-closing procedures to ensure our consolidated financial statements were prepared in accordance with generally accepted accounting principles. Accordingly, management believes that the financial statements included in this report fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented.

We identified a material weakness for the year ended December 31, 2005. A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. In January 2006, a major restructuring and streamlining at the corporate office significantly changed the design and structure of the internal controls and procedures at the corporate level. We lacked appropriate review of non-routine or complex accounting matters, related accounting entries, and appropriate documentation, disclosure and application of Canadian and U.S. GAAP, primarily due to a lack of sufficient personnel with a level of technical accounting expertise commensurate with our reporting requirements. As of this date our management has not had sufficient time to evaluate these controls and therefore believes this material weakness still exists.

**Changes in Internal Control**

Related to the reduction in staffing at the Montana Tunnels mine in mid October 2005 and an additional reduction in staffing in early May 2006, at which time the mine was placed on care and maintenance, our controls at that location are not operating as previously designed related to segregation of duties over procurement, inventory control and accounting duties. Corporate management has increased its involvement with day-to-day oversight and management of the Montana Tunnels mine, but as of this date, management has not had sufficient time to evaluate these controls and therefore believes the change in controls is significant enough to be reported as a material weakness. In an effort to address this material weakness, staffing requirements and other changes in control are being evaluated as the future operational requirements of the Montana Tunnels mine are being determined.

We intend to continue to monitor our internal controls, and if further improvements or enhancements are identified, we will take steps to implement such improvements or enhancements. As a result of the changes disclosed above, there were changes in our internal control over financial reporting, which have materially affected, or are reasonably likely to materially affect, such internal controls.

## **PART II OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

In May 2006, a purported class action lawsuit was filed in U.S. District Court Missoula Division of Montana by 14 former employees at our Montana Tunnels mine alleging (i) violations of the Worker Adjustment and Retraining Notification Act of 1988 (the "WARN Act") and the Montana Wage Act and (ii) breach of contract. The allegations relate to the termination of the employees following the cessation of mining in October 2005. Specifically, the plaintiffs allege that we gave deficient WARN Act notice and are seeking damages for back pay and benefits. We believe that we have meritorious defenses in this suit and are vigorously defending ourselves against these claims.

### **ITEM 1A. RISK FACTORS**

Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2005 sets forth information relating to important risks and uncertainties that could materially adversely affect our business, financial condition or results of operations. Those risk factors continue to be relevant to understanding our business, financial condition and operating results. Certain of those risk factors have been updated in this Quarterly Report on Form 10-Q to provide updated information, as set forth below.

#### **We have experienced operational problems at our Montana Tunnels mine and have placed the mine on care and maintenance.**

Since the sale of our Nevada Assets in November 2005, all of our revenues have been derived from our milling operations at the Montana Tunnels mine, which is a low grade mine. Historically, the Montana Tunnels mine has been unprofitable. During 2004, we experienced problems related to the milling of low-grade ore at the Montana Tunnels mine, which negatively affected our revenues and earnings. Throughout 2005, we experienced operational problems, particularly in the open pit, leading to the suspension of mining on October 21, 2005 for safety reasons due to increased wall activity in the open pit. After the suspension of mining and until May 12, 2006, we were able to continue to produce gold doré, lead-gold and zinc-gold concentrates from milling low grade stockpiled ore. However, on May 12, 2006, all operations ceased at the mine and it was placed on care and maintenance. On July 28, 2006, we entered into a joint venture agreement with Elkhorn Tunnels, LLC, an affiliate of Calim Private Equity LLC, in respect of the Montana Tunnels mine. With the expected financial contributions from Elkhorn in connection with the joint venture, we believe that we will be able to remediate the pit wall instability and recommence mill operations in early 2007. However, there can be no assurances that our joint venture partner will make the expected financial contributions or that we will be able to remediate the pit wall instability.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

None.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

### **ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The 2006 Annual Meeting of Stockholders of Apollo Gold Corporation was held on May 24, 2006. At the meeting, the slate of directors nominated by management-consisting of Robert W. Babensee, Marvin K. Kaiser, G. Michael Hobart, R. David Russell, Charles E. Stott, David W. Peat and W.S. (Steve) Vaughan-was elected. Each director was elected to serve until the next annual meeting or until his successor is appointed, unless his office is earlier vacated in

accordance with the Business Corporation's Act (Yukon Territory), and the By-laws of the Corporation.

The matters voted upon and passed at the meeting were: (i) the election of the above-listed directors, (ii) the ratification of the appointment of Deloitte & Touche LLP as the corporation's independent auditors to hold office until the next annual meeting of shareholders and (iii) the approval of certain amendments to the Company's stock option incentive plan.

The results of the voting on those matters are outlined in the following table:

<b>Proposal</b>	<b>Votes for</b>	<b>Votes Against/ Withheld</b>	<b>Votes Abstained</b>	<b>Broker Non-Votes</b>
(i) Election of Management's Slate of Directors:				
Robert W. Babensee	72,236,147	1,385,656	—	—
Marvin K. Kaiser	72,227,823	1,393,980	—	—
G. Michael Hobart	72,097,396	1,524,407	—	—
R. David Russell	72,083,298	1,538,505	—	—
Charles E. Stott	72,096,777	1,525,026	—	—
W.S. (Steve) Vaughan	71,998,156	1,623,647	—	—
David W. Peat	72,239,725	1,382,078	—	—
(ii) Ratification of Deloitte & Touche LLP	72,646,956	933,001(1)	—	—
(iii) Approval of Stock Option Incentive Plan, as amended	31,450,703	5,839,026(1)	—	—

(1) Based on the records of the Company's scrutineer for the meeting, this number may include votes abstained and/or broker non-votes.

## **ITEM 5. OTHER INFORMATION**

None.

## **ITEM 6. EXHIBITS**

### **Exhibit No. Title of Exhibit**

- |      |  |
|------|--|
| 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act                             |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act                             |
| 32.1 | Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act |

**SIGNATURES**

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**APOLLO GOLD CORPORATION**

Date: August 14, 2006

/s/ R. DAVID RUSSELL

---

R. David Russell, President and  
Chief Executive Officer

Date: August 14, 2006

/s/ MELVYN WILLIAMS

---

Melvyn Williams,  
Chief Financial Officer and Senior Vice President  
Finance  
and Corporate Development



**Index to Exhibits**

**Exhibit No. Title of Exhibit**

- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act