

APOLLO GOLD CORP  
Form 424B3  
January 14, 2009

Filed pursuant to Rule 424(b)(3)  
Registration No. 333-153744

PROSPECTUS

APOLLO GOLD CORPORATION

18,020,000 Common Shares

The selling shareholders identified on page 18 may use this prospectus to offer and resell from time to time up to 18,020,000 common shares of Apollo Gold Corporation (together with its subsidiaries, "Apollo," "we" or "us"). The 18,020,000 common shares are composed of (i) 17,000,000 common shares issued to investors on a "flow through" basis pursuant to the Income Tax Act (Canada) in a private placement completed on August 21, 2008, and (ii) 1,020,000 common shares issuable upon exercise of options granted to Haywood Securities Inc., which acted as underwriter/agent in the private placement. We will not receive any proceeds from the sale of the shares resold under this prospectus by the selling shareholders. The flow through shares were offered and sold to residents of Canada in reliance on the exemption from registration contained in Regulation S of the U.S. Securities Act of 1933, as amended. Purchasers of the flow through shares resold under this prospectus will not receive the Canadian tax benefits associated with the flow through shares, which benefits apply only to the purchasers in the flow through offering.

Our common shares are traded on the NYSE Alternext U.S. Exchange under the symbol "AGT" and on the Toronto Stock Exchange under the symbol "APG." On December 22, 2008, the closing price for our common shares on the NYSE Alternext U.S. Exchange was \$0.18 per share and the closing price on the Toronto Stock Exchange was Cdn\$0.225 per share.

The selling shareholders may sell the shares in transactions on the NYSE Alternext U.S. Exchange or the Toronto Stock Exchange and by any other method permitted by applicable law. The selling shareholders may sell the shares at prevailing market prices or at prices negotiated with purchasers and will be responsible for any commissions or discounts due to brokers or dealers. The amount of these commissions or discounts cannot be known at this time because they will be negotiated at the time of the sales. We will pay certain of the other offering expenses of the selling shareholders. See "Plan of Distribution" beginning on page 19.

References in this prospectus to "\$" are to United States dollars. Canadian dollars are indicated by the symbol "Cdn\$".

The common shares offered in this prospectus involve a high degree of risk. You should carefully consider the matters set forth in "Risk Factors" beginning on page 7 of this prospectus in determining whether to purchase our common shares.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved our common shares, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is January 13, 2009.

## TABLE OF CONTENTS

	Page
WHERE YOU CAN FIND MORE INFORMATION	1
NON-GAAP FINANCIAL MEASURES	1
INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE	1
STATEMENTS REGARDING FORWARD-LOOKING INFORMATION	2
THE COMPANY	4
RECENT EVENTS	6
RISK FACTORS	7
USE OF PROCEEDS	16
DESCRIPTION OF COMMON SHARES	16
SELLING SHAREHOLDERS	17
PLAN OF DISTRIBUTION	19
TAX CONSIDERATIONS	21
LEGAL MATTERS	26
EXPERTS	26
DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITY	26

You should rely only on information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with information different from that contained or incorporated in this prospectus.

You should not assume that the information contained or incorporated by reference in this prospectus is accurate as of any date other than the date on the front of this prospectus or the dates of the documents incorporated by reference.

---

## WHERE YOU CAN FIND MORE INFORMATION

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (which we sometimes refer to in this prospectus as the “Exchange Act”), and file annual, quarterly and periodic reports, proxy statements and other information with the United States Securities and Exchange Commission (which we sometimes refer to in this prospectus as the “SEC”). The SEC maintains a web site (<http://www.sec.gov>) on which our reports, proxy statements and other information are made available. Such reports, proxy statements and other information may also be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, NE, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference facilities.

We have filed with the SEC a Registration Statement on Form S-3, under the Securities Act of 1933, as amended (which we sometimes refer to in this prospectus as the “Securities Act”), with respect to the securities offered by this prospectus. This prospectus, which constitutes part of the Registration Statement, does not contain all of the information set forth in the Registration Statement, certain parts of which have been omitted in accordance with the rules and regulations of the SEC. Reference is hereby made to the Registration Statement and the exhibits to the Registration Statement for further information with respect to the securities and us.

## NON-GAAP FINANCIAL MEASURES

In this prospectus or in the documents incorporated herein by reference, Apollo uses the terms “cash operating costs,” “total cash costs,” and “total production costs,” each of which are considered non-GAAP financial measures as defined in the United States Securities and Exchange Commission Regulation S-K Item 10 and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with U.S. GAAP. These terms are used by management to assess performance of individual operations and to compare Apollo’s performance to other gold producers.

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.

These measures are not necessarily indicative of operating profit or cash flow from operations as determined under U.S. GAAP and may not be comparable to similarly titled measures of other companies. See Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations in Apollo Gold's Annual Report on Form 10-K for the fiscal year ended December 31, 2007 and Item 2 — Management's Discussion and Analysis of Financial Condition and Results of Operations in Apollo's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 for an explanation of these measures.

## INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to “incorporate by reference” our publicly filed reports into this prospectus, which means that information included in those reports is considered part of this prospectus. Information that we file with the SEC after the date of this prospectus will automatically update and supersede the information contained in this prospectus and in prior reports. We incorporate by reference the documents listed below and any future filings made with the SEC

Edgar Filing: APOLLO GOLD CORP - Form 424B3

under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, other than information in a report on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K and exhibits filed in connection with such information, until all of the securities offered pursuant to this prospectus have been sold:

1. Our Annual Report on Form 10-K for the year ended December 31, 2007, filed with the SEC on March 25, 2008;

2. Our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2008, June 30, 2008 and September 30, 2008, filed with the SEC on May 12, 2008, August 14, 2008 and November 14, 2008, respectively;
3. Our Current Reports on Form 8-K, filed with the SEC on May 8, 2008; June 11, 2008; July 1, 2008; July 2, 2008; July 10, 2008; July 24, 2008; July 24, 2008; July 25, 2008; July 30, 2008; August 6, 2008; August 26, 2008, August 27, 2008, August 29, 2008, October 23, 2008, October 24, 2008, October 27, 2008 and December 16, 2008; and
4. The description of our capital stock set forth in our Registration Statement on Form 10, filed June 23, 2003.

In addition, all filings filed by us pursuant to the Exchange Act after the date of this registration statement and prior to effectiveness of this registration statement shall be deemed to be incorporated by reference into this prospectus.

We will furnish without charge to you, on written or oral request, a copy of any or all of the above documents, other than exhibits to such documents that are not specifically incorporated by reference therein. You should direct any requests for documents to the Chief Financial Officer, Apollo Gold Corporation, 5655 S. Yosemite Street, Suite 200, Greenwood Village, Colorado 80111-3220, telephone (720) 886-9656.

The information relating to us contained in this prospectus is not comprehensive and should be read together with the information contained in the incorporated documents. Descriptions contained in the incorporated documents as to the contents of any contract or other document may not contain all of the information that is of interest to you. You should refer to the copy of such contract or other document filed as an exhibit to our filings.

#### STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

This prospectus and the documents incorporated by reference in this prospectus contain 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 expenditures, 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. These statements include comments regarding:

- plans for Black Fox and Huizopa, including development, exploration and drilling and the ability to finance development;
- future financing of projects by Apollo, including the contemplated project financing for Black Fox and financing required for the M Pit expansion at Montana Tunnels;
- the status of due diligence in connection with the future project financing of Black Fox and the likelihood of approval and negotiation of definitive agreements with lenders;
- ability of Apollo to fully utilize the US\$15,000,000 under the Black Fox bridge facility;
- sufficiency of proceeds from the Black Fox bridge facility to maintain the progress of the Black Fox project;
- the cessation of ore mining at the Montana Tunnels mine, the amount of stockpiled ore upon cessation of mining and the timing of the processing thereof, delivery of WARN Act notices to Montana Tunnels employees and the decision to undertake the M Pit expansion;
- liquidity to support operations and debt repayment, in particular the repayment of the Series 2007-A convertible debentures due February 23, 2009;
- the timing of commencement of mining at Black Fox;

- start-up of and receipt of new equipment at the Black Fox mill complex;
- timing and amount of future cash flows from the Montana Tunnels mine;
- sufficiency of future cash flows from the Montana Tunnels mine to repay the Montana Tunnels' indebtedness;
- the establishment and estimates of mineral reserves and resources;

- production and production costs;
- daily production, mineral recovery rates and mill throughput rates;
- cash operating costs;
- total cash costs;
- grade of ore mined and milled;
- grade of concentrates produced;
- anticipated expenditures for development, exploration, and corporate overhead;
- timing and issue of permits;
- expansion plans for existing properties;
- estimates of closure costs;
- estimates of environmental liabilities;
- our ability to obtain financing to fund our estimated expenditure and capital requirements;
- factors impacting our results of operations; and
- the impact of adoption of new accounting standards.

Although we believe that our plans, intentions and expectations reflected in these forward-looking statements are reasonable, we cannot be certain that these plans, intentions or expectations will be achieved. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and other factors described in more detail in this prospectus:

- changes in business and economic conditions, including the recent significant deterioration in global financial and capital markets;
- significant increases or decreases in gold prices and zinc prices;
- changes in interest and currency exchange rates;
- changes in availability and cost of financing;
- timing and amount of production;
- unanticipated grade changes;
- unanticipated recovery or production problems;
- changes in operating costs;
- operational problems at our mining properties;
- 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 and development activities;
- results of future feasibility studies;
- joint venture relationships;
- 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 this prospectus under the heading “Risk Factors.”