

Evolution
MINING

www.evolutionmining.com.au ASX: EVN



EVOLUTION MINING LIMITED
ANNUAL REPORT

2015

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Forward Looking Statements

This report prepared by Evolution Mining Limited (or "the Company") includes forward looking statements. Often, but not always, forward looking statements can generally be identified by the use of forward looking words such as "may", "will", "expect", "intend", "plan", "estimate", "anticipate", "continue", and "guidance", or other similar words and may include, without limitation, statements regarding plans, strategies and objectives of management, anticipated production or construction commencement dates and expected costs or production outputs.

Forward looking statements inherently involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance and achievements to differ materially from any future results, performance or achievements. Relevant factors may include, but are not limited to, changes in commodity prices, foreign exchange fluctuations and general economic conditions, increased costs and demand for production inputs, the speculative nature of exploration and project development, including the risks of obtaining necessary licenses and permits and diminishing quantities or grades of reserves, political and social risks, changes to the regulatory framework within which the Company operates or may in the future operate, environmental conditions including extreme weather conditions, recruitment and retention of personnel, industrial relations issues and litigation.

Forward looking statements are based on the Company and its management's good faith assumptions relating to the financial, market, regulatory and other relevant environments that will exist and affect the Company's business and operations in the future. The Company does not give any assurance that the assumptions on which forward looking statements are based will prove to be correct, or that the Company's business or operations will not be affected in any material manner by these or other factors not foreseen or foreseeable by the Company or management or beyond the Company's control.

Although the Company attempts and has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in forward looking statements, there may be other factors that could cause actual results, performance, achievements or events not to be as anticipated, estimated or intended, and many events are beyond the reasonable control of the Company. Accordingly, readers are cautioned not to place undue reliance on forward looking statements. Forward looking statements in these materials speak only at the date of issue. Subject to any continuing obligations under applicable law or any relevant stock exchange listing rules, in providing this information the Company does not undertake any obligation to publicly update or revise any of the forward looking statements or to advise of any change in events, conditions or circumstances on which any such statement is based.

COMPANY PROFILE

Evolution Mining is a leading, growth-focused Australian gold company. It owns and operates seven gold mines located in Queensland, New South Wales and Western Australia. For the year ended 30 June 2015 Evolution Mining produced 437,570 ounces gold equivalent, prior to the acquisition of the Cowal and Mungari mines.

In late 2011 Evolution Mining was formed through the merger of Catalpa Resources and Conquest Mining and the concurrent acquisition of Newcrest Mining's interests in the Cracow and Mt Rawdon mines. Our company has continued to grow into a genuine mid-tier Australian gold producer after completing the acquisition of Cowal in July 2015 and Mungari in August 2015.

We have a reputation for operational consistency and reliability with a track record of always achieving production and cash cost guidance since formation.

We Say, We Do, We Deliver

Our **ambition** since formation has been to become a **globally relevant** mid-tier Australian gold producer



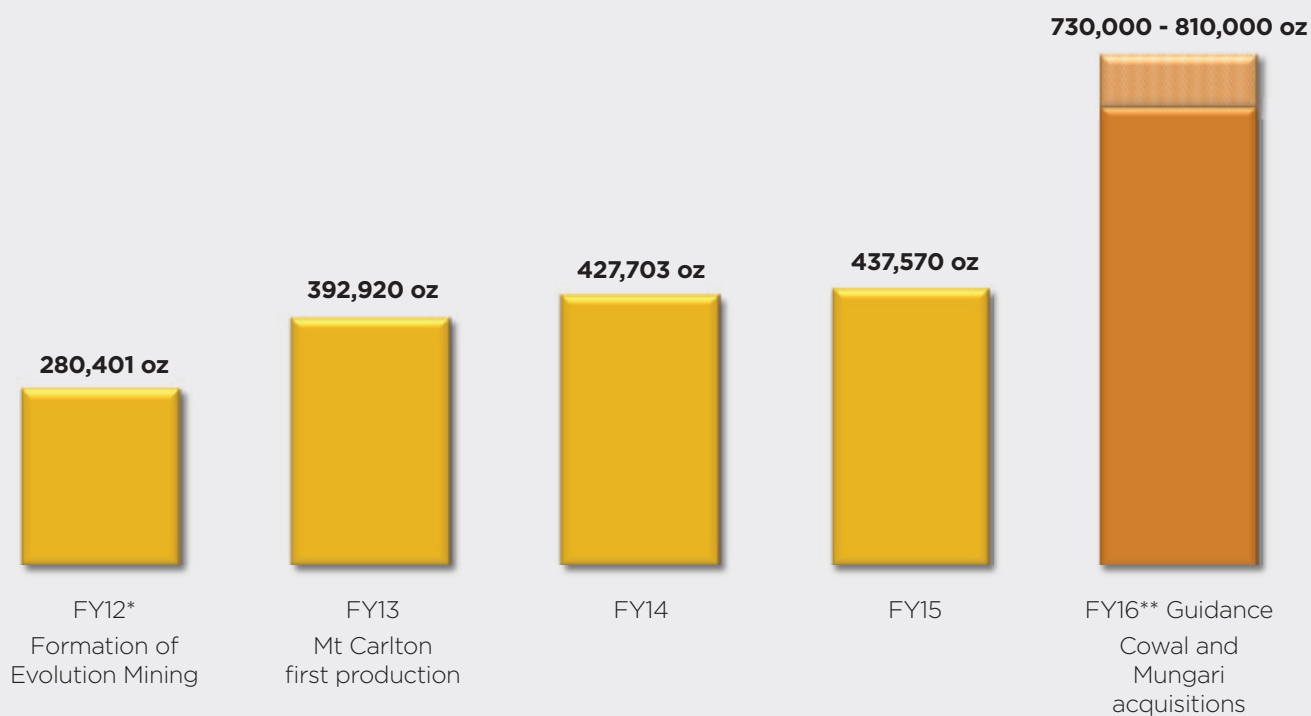


We're on track

In **FY15** we continued to focus on operational efficiency, strategically aligned with La Mancha, and successfully acquired the world-class **Cowal** gold mine



We are **Australia's** second largest ASX-listed **gold producer** and we've built a platform for further **growth**



Note:

Production from FY12-FY15 was gold equivalent ounces. Gold equivalent is defined as gold plus payable silver from the A39 deposit at Mt Carlton. FY16 will be gold ounces

* Attributable Au equivalent ounces

** Cowal transaction completed on 24 July 2015 - Guidance includes 11.2 months of production from Cowal. La Mancha transaction completed on 24 August 2015 - Guidance includes 10.2 months of production from Mungari. Equates to annualised FY16 Group Gold Production of 770,000 - 850,000 ounces

+1.5 Moz

Gold equivalent produced since Evolution Mining's formation in 2011

In **FY16** we will stick to our strategy of delivering **shareholder returns** through:

- **Operational excellence** – efficient, profitable gold production
 - Using **science** and **technology** to improve the probability of transformational discoveries
 - **Improving** the quality of our **asset portfolio** by seeking opportunistic, logical, value accretive acquisitions
- 

FY15 – An extraordinary year achieved through our exceptional people

A **50%** reduction in our lost-time injury frequency rate¹ and **20%** reduction in our total recordable injury frequency rate²

Record production of **437,570** gold equivalent³ ounces



Outstanding results delivered by **Edna May** (98,766 oz) and **Mt Carlton** (77,658 oz Au eq) substantially exceeding production and cost guidance

Record net profit after tax doubled to **A\$100 million**

Record low C1 cash costs of A\$711/oz and AISC⁴ of A\$1,036/oz – globally competitive at US\$554/oz⁵ and AISC of US\$807/oz

Dividend payments based on **2%** of gold equivalent sales – a total of **A\$14.28 million** paid to shareholders in FY15



Binding agreement with **La Mancha** Group International BV to acquire **100%** of its Australian operations

Agreement with **Barrick** (Australia Pacific) Pty Limited to acquire the **Cowal** gold mine

Record mine cash flow of **A\$137.8 million** – **47%** improvement from FY14

1. Lost-time injury frequency rate (LTIFR) is the frequency of injuries involving one or more lost work days per million hours worked. Results are based on a 12-month moving average.
2. Total recordable injury frequency rate (TRIFR) is the frequency of total recordable injuries per million hours worked.
3. Gold equivalent is defined as gold plus payable silver from the A39 deposit at Mt Carlton.
4. AISC (All-in sustaining cost) includes C1 cash cost, plus royalty expense, sustaining capital expense, general corporate and administration. Calculated on per ounce produced basis.
5. Using the average AUD:USD exchange rate for the June quarter 2015 of US\$0.779.

Executive Chairman's Report



On behalf of the Board of Directors of Evolution Mining I am pleased to present you with the Company's 2015 Annual Report.

In many ways the 2015 financial year was the culmination of the strategy we put in place nearly four years ago when Evolution was formed. This strategy was to build a globally relevant, mid-tier Australian gold mining company and we have made significant progress on this goal during the year.

At Evolution, we look at our business as having three key pillars – Operations, Mergers and Acquisitions, and Discovery.

Operationally, in 2015 I am pleased to say Evolution continued its track record of delivering to or outperforming production and cost guidance every quarter since formation in November 2011.

Evolution produced a record 437,570 gold equivalent ounces¹ in FY15 which was at the upper end of original and unchanged guidance of 400,000 to 440,000 gold equivalent ounces.

This production was achieved at an average C1 cash cost of A\$711 per ounce, an AISC² of A\$1,036 per ounce and a AIC³ of A\$1,293 per ounce which were all below the lower end of our original and unchanged guidance.

This performance makes our asset base globally competitive and continues to move Evolution down the global gold mining cost curve.

By instilling a culture of “acting like owners” across our workforce and focusing on cost and efficiency gains, our total costs fell in the 2015 financial year and we have materially improved the quality of our assets.

This improvement can be readily seen in the financial results. Whilst our sales revenue in FY15 increased by only 5% to A\$666.0 million, our underlying net profit increased by 112% to A\$106.1 million, clearly showing how we have been able to translate our strong operating performance into bigger margins and greater profitability. This will continue to be a key focus for us all in the coming year.

Despite the US dollar gold price falling during the 12 months to 30 June 2015, we experienced some tailwinds at a macroeconomic level through the depreciation of the Australian dollar against the US dollar and a reduction in key input costs as activity levels in the resources sector fell. Our results demonstrate that Australia's reputation as a high cost mining destination can no longer be taken as given – and in fact we are now becoming one of the best regions in which to operate gold mines.

Once again all five of our operations were cash flow positive throughout the year with Edna May the standout – this is an asset which has faced its challenges in recent years and an annual output of 98,766 ounces at an average AISC of A\$898 an ounce, both well ahead of guidance, bodes well for the future of this mine.

These factors all combined to allow us to continue our innovative dividend policy whereby shareholders receive a dividend payment, wherever possible, equal to 2% of group gold revenue. This year Evolution shareholders received unfranked dividend payments of 1c per share at both the half-year and full-year results.

Our strong operating and financial base provided a platform for Evolution to undertake two transformational acquisitions during the period. For some years I have been talking about the opportunity Evolution believed existed to build a portfolio of high quality assets while delivering meaningful growth for our shareholders.

We have exercised patience in selecting assets we believed would improve the quality of our portfolio and create significant long-term value for shareholders – and we believe these two assets tick all of the right boxes.

The first acquisition was the Australian operations of unlisted private company, La Mancha. This deal saw Evolution acquire La Mancha's Mungari gold operations in Western Australia which include the high-grade Frog's Leg underground gold mine, the adjacent White Foil open-pit gold mine and the

1. Gold equivalent is defined as gold plus payable silver from the A39 deposit at Mt Carlton

2. AISC (all-in sustaining cost) includes C1 cash cost plus royalty expense, sustaining capital expense, general corporate and administration
Calculated on per ounce produced basis

3. AIC (All-in cost) is ASIC plus growth (major capital) and discovery expenditure. Calculated on per ounce produced basis

recently completed 1.5 Mtpa Mungari CIL processing plant – all located in close proximity to the prolific gold producing region of Kalgoorlie in Western Australia.

The acquisition also brought with it a new major shareholder and long-term strategic partner in La Mancha. This commitment was demonstrated by La Mancha's in-principle agreement to invest a further A\$100 million in support of Evolution's future growth ambitions. This investment was crucial in our ability to fund the subsequent US\$550 million acquisition of the coveted Cowal gold mine in New South Wales.

Cowal is one of Australia's most attractive gold assets. It is a highly sought after, large scale, long life operation which will be a cornerstone asset for Evolution for many years to come. Evolution funded the purchase through a fully underwritten A\$248 million pro-rata accelerated renounceable entitlement offer, a A\$112 million equity contribution from La Mancha, an upsized A\$300 million Senior Secured Revolver, and a new A\$400 million Senior Secured Term Loan.

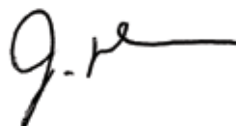
Both Cowal and Mungari are low cost operations which we believe will generate considerable free cash flow in the current gold environment. Their contribution will see Evolution's production in the 2016 financial year grow to a forecast 730,000 – 810,000 ounces of gold at an average C1 cash cost of A\$715 – A\$795 per ounce and an average AISC of A\$990 – A\$1,060 per ounce. The acquisitions of Cowal and Mungari were completed after the end of FY15 and will contribute approximately 11 months and 10 months of production respectively during FY16 – this equates to an annualised group production of 770,000 – 850,000 ounces.

Discovery remains a key part of our business as we apply science and new technology to improve the probability of making transformational discoveries. During the year Evolution invested A\$24 million in exploration and we expect to spend a further A\$25 – A\$30 million in the year ahead. Promising results were achieved in resource definition drilling at Edna May underground, the Tennant Creek joint venture with Emmerson Resources, and at Pajingo in Queensland. We will apply our expertise to important new programs at Cowal, Mungari and Puhipuhi in New Zealand in the coming year.

Across our entire business people have worked incredibly hard during the year and I would like to thank each and every Evolution employee and contractor for their contribution. I also appreciate the support that our leadership team has received from the Board of Directors this year and recognise this as a critical ingredient of our success. We recently strengthened the Board with the addition of two representatives of La Mancha, Naguib Sawiris and Sebastien de Montessus, who I expect will make strong contributions in the years ahead.

Evolution now has a platform of seven wholly owned operating gold mines, all located in a stable region with a highly skilled workforce, and in an operating environment with falling costs and the potential for further currency devaluation. Our balance sheet is strong and the substantial cash flow contribution we expect from our two new operations leaves our business well positioned for the future.

Yours faithfully



JAKE KLEIN
EXECUTIVE CHAIRMAN

Chief Financial Officer's Review



It is with great pleasure that we report another strong year of performance achieved by Evolution in the 2015 financial year. This has been the result of a number of changes we have implemented through the company over the last couple of years. The exceptional results achieved are a testament to the efforts of all our employees and contractors during this time.

The business once again delivered on, or exceeded, production and cost guidance. Evolution posted a record underlying profit after tax of A\$106.1 million and a record statutory net profit after tax of A\$100.1 million for the year ended 30 June 2015, an increase of 100% on FY14. This improved performance was driven by record production, a strong focus on cost control and a favorable Australian dollar gold price.

Total production for the year increased 2% to 437,570 ounces despite a decline in the average gold equivalent grade by 2% to 1.94 g/t. This was achieved by a 3% increase in throughput with 7,932 kt of ore processed across all sites.

Record mine cash flow of A\$137.8 million was also achieved during the year, representing a 47% improvement over the prior year. All operations were cash flow positive after sustaining and major capital expenditure (including capital stripping).

Revenue for the year ended 30 June 2015 was up by 5% to A\$666.0 million, driven by an 11% increase in gold sold during the period to 426,562 ounces and an increase of A\$36 per ounce in the average achieved gold price to A\$1,489 per ounce.

The Group delivered 85,147 ounces into the hedge book during the year at an average gold price of A\$1,571 per ounce. The Group also forward sold an additional 225,000 ounces of gold during the year, with scheduled deliveries from April 2016 through to June 2018. The hedge book at 30 June 2015 totalled 306,820 ounces at an average gold price of A\$1,536 per ounce.

Operating costs reduced by 9% to A\$360.5 million at the Group level. Significantly we have achieved lower operating costs at all sites with the reductions ranging from 5% to 20%. These reductions have come from a mix of lower input costs, innovation initiatives and productivity improvements. This has been achieved despite an overall 2% lower grade and increased activities such as an 11% higher underground ore tonnes mined and 3% higher processed tonnes.

This lower level of operating costs is seen as being sustainable through strong cost control over all operating activities. The lower operating costs were offset by an increase in depreciation and amortisation of 6% to A\$151.6 million.

The cost reductions realised during the year also had a positive effect on the Group's unit C1 cash operating costs, decreasing by 8% to A\$711 per ounce.

A couple of highlights for the sites include:

- Edna May - reduced unit milling costs by 8% on the back on improved plant reliability and lower input costs
- Mt Rawdon - benefits of transition to owner miner have seen unit mining costs drop by 30% to around A\$3.50 per tonne
- Mt Carlton - unit milling costs have reduced by 8% while administration costs have reduced on a gross spend and unit cost basis by 15% and 22% respectively
- Pajingo - unit mining costs were down 16% for the year
- Cracow - unit mining costs reduced a further 7% following on from the successful transition to owner mining during FY14 and administration costs have reduced on a gross spend and unit cost basis by 11% and 14% respectively

Total exploration expenditure for the year was A\$24.0 million with expensed exploration an additional A\$7.0 million.

Total capital expenditure was 10% higher at A\$168.0 million during the year. Expenditure on sustaining capital items such as near mine exploration and resource development remained consistent with prior years at A\$77.0 million, while major project capital saw an 18% increase to A\$91.0 million. This increase was due to the Stage 4 cutback at Mt Rawdon, ramping up of the Stage 2 cutback at Edna May and continuing capital development at the underground operations.

Dividend payments totalling 2 cents per share were made to shareholders during the year. There have now been five consecutive one cent dividends paid in each half-year since Evolution introduced its revenue-linked dividend policy in February 2013.

With the addition of Cowal and Mungari to our asset portfolio, Evolution is forecasting Group production in FY16 of 730,000 – 810,000 ounces gold equivalent at an average All-in Sustaining Cost in the range of A\$990 to A\$1,060 per ounce.

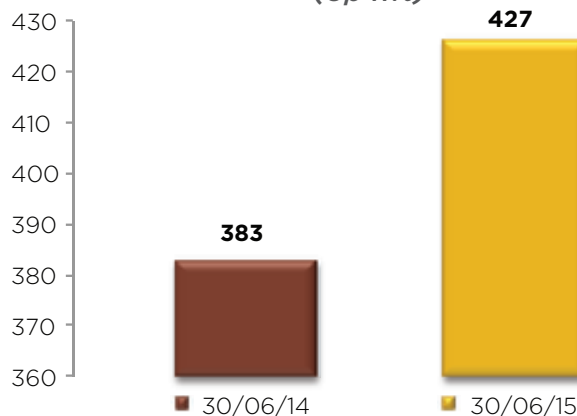
In conclusion, the 2015 financial year for Evolution was a year where many of the changes made to our business in the last couple of years have come to fruition in terms of financial performance. We are pleased to have been able to leverage this operating and financial success to acquire high quality assets in Cowal and Mungari. We will continue to remain focused on cash generation via cost reduction, productivity improvements and asset optimisation across our portfolio of seven operating assets. These areas remain of the highest priority so as to allow ongoing strong financial performance and provide improved returns to shareholders.

Yours faithfully

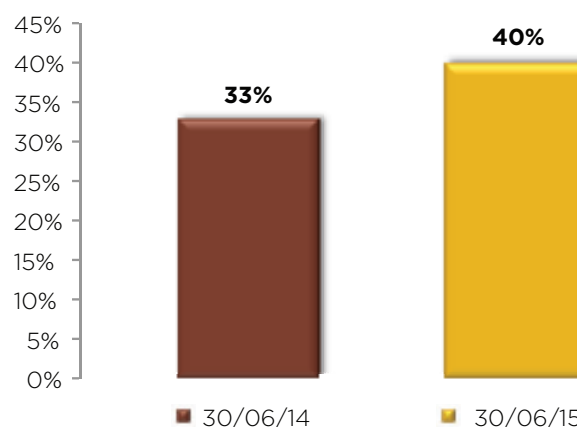


LAWRIE CONWAY
FINANCE DIRECTOR and CHIEF FINANCIAL OFFICER

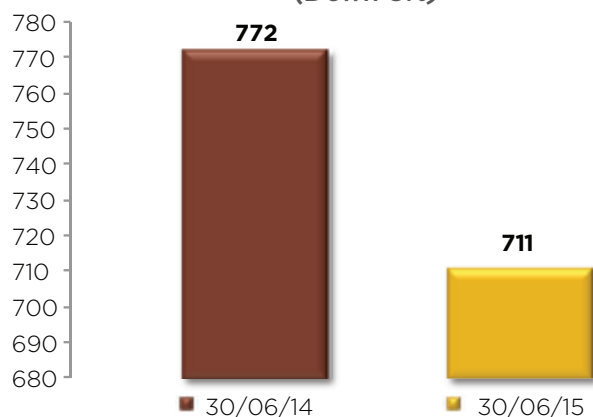
Gold Sales ¹ (Up 11%)



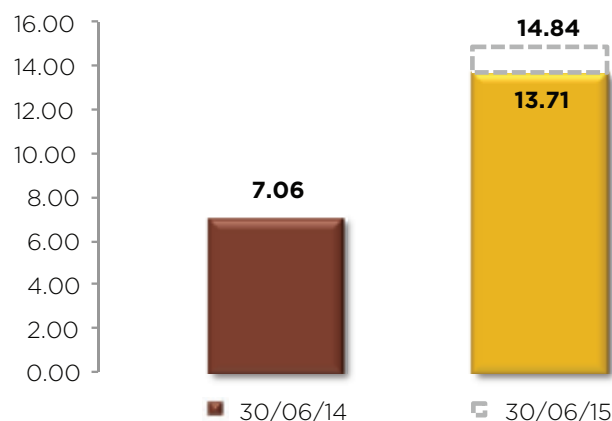
EBITDA Margin ² (Up 21%)



C1 Cash Cost ² (Down 8%)



Earning per share ³ (Up 110%)



1. Gold sales are gold only – not gold equivalent

2. EBITDA and C1 are non-IFRS financial information and are not subject to audit

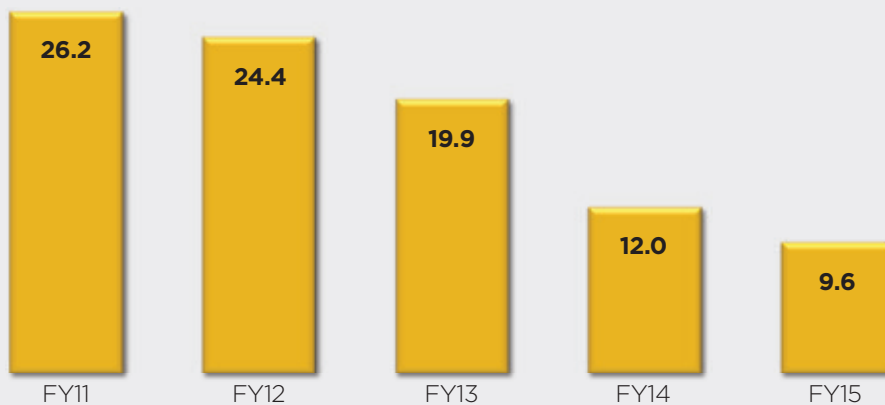
3. Earnings per share is underlying and pre-May/June 2015 equity raising. Statutory EPS is 13.71 cps for FY15

Safety and Health

The safety and well-being of our people is of paramount importance to us. We believe that every injury is preventable. We have continued to improve our safety performance through FY15 with further significant reductions in our lost time injury frequency rate (from 2.1 to 1.0) and total recordable injury frequency rate (from 12.0 to 9.6) – the lowest level since Evolution’s formation. Strategies to continuously identify and manage risks in the workplace remain a high priority.

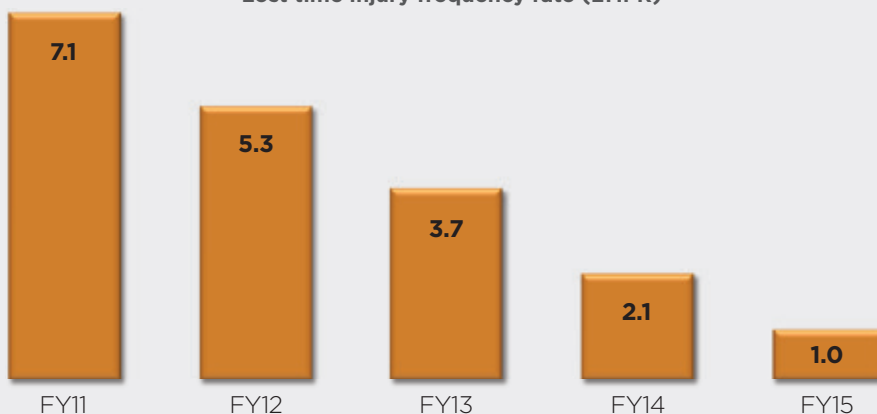
<p>To support our value of “Safety – every job, every day” we operate under Safety Principles</p>	<p>All injuries and incidents are preventable</p>	<p>Working safely is a condition of employment</p>
<p>Management takes accountability for safety performance</p>	<p>Everyone is empowered to stop at risk behaviour and control unsafe conditions</p>	<p>Everyone takes accountability for his/ her own safety and for the safety of those around them</p>

Total recordable injury frequency rate (TRIFR)



Note:
FY14 TRIFR of 12 is varied to the previous reported figure of 11.7 due to a reclassification post reporting period

Lost time injury frequency rate (LTIFR)



Note:
FY14 LTIFR of 2.1 is varied to the previous reported figure of 1.7 due to a reclassification post reporting period

We are very proud of our **FY15** safety and health achievements

50% reduction in our lost-time injury frequency rate and **20% reduction** in our total recordable injury frequency rate

Improved engagement with our workforce - over **17,000 safety interactions** completed

41% reduction in significant safety occurrences



31% reduction in vehicle incidents - **1,016 people** trained in Alert driving safety training modules



MineSafe proximity detection systems rolled out at Mt Rawdon and Cracow. Over **70%** workforce participation in our **Health and Wellbeing program**



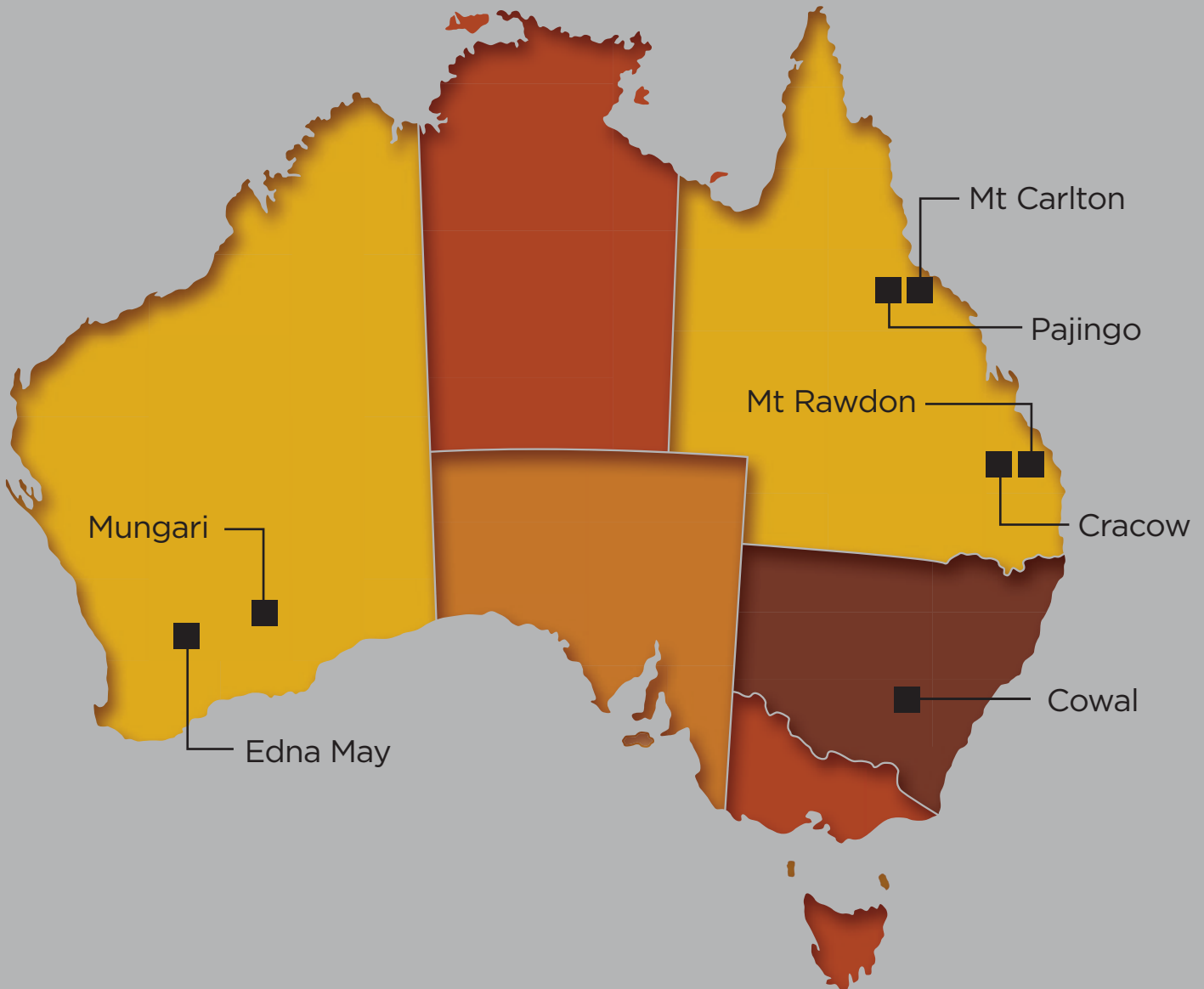
Conducted external **safety audits** of all operations against the Evolution Safety and Health Management system

Conducted an inaugural **Evolution Mine Rescue Challenge**



Runner-up Queensland Mining Health Awards - for our innovative **Lose a Tonne Challenge**

Our Assets



We operate in Australia with a portfolio of mines delivering consistent and predictable results.

Australia is a low risk, first world jurisdiction with vast mineral wealth. It is competitive on costs and home to a highly skilled workforce.

Our portfolio of mines in FY15 comprised the Cracow, Edna May, Mt Carlton, Mt Rawdon and Pajingo operations. In FY16 our portfolio expands to include the Mungari operations (Western Australia) and the coveted Cowal operation (New South Wales).

Note:

Cowal mine acquired 24 July 2015; and La Mancha's Mungari operation acquired on 24 August 2015

Our Assets

Cracow, Queensland, Australia

The Cracow operation has been a consistent and reliable producer since mining began in 2004 and has produced more than one million ounces of gold. In FY15, the mine achieved two new records - record mined tonnes and record milled tonnes. Cracow repeated last year's strong gold production with 93,064 oz produced at a cash operating cost of A\$726 per ounce and AISC of A\$1,050 per ounce. Cracow was also one of the highest cash flow producing mines in the portfolio.

Since the operation transitioned to owner miner in July 2013, the focus has been on further cost reductions, efficiency improvements and mine life extension. The mine is located within a proven two million ounce gold system with world-class mineral discovery potential.

Cracow is an underground mining operation which employs around 300 people and supports the local communities of Cracow and Theodore.



Edna May, Western Australia, Australia

The Edna May open pit operation had its best year since operations commenced six years ago and has produced more than 400,000 ounces of gold in this time. The operation delivered an outstanding result for the full year exceeding expectations with production of 98,766 oz at an average C1 cash cost of A\$747 per ounce and AISC of A\$898 per ounce.

Production was a 23% improvement on the prior year and well above FY15 forecast and costs were well below forecast. This result was mainly driven by a 12% increase in processed grade.

We achieved a record plant throughput of 2,827 kt through improved fragmentation of blasted ore, the use of a new mobile crusher, controlled blending practices and process control consistency. Mill utilisation also increased largely through the use of a mobile crusher to allow direct feeding of the SAG mill while the primary crusher is unavailable (planned maintenance). The operation recommenced 24-hour mining to achieve planned volumes from the Stage 2 cutback over at least an 18 month period.

Recent resource definition drilling provided a high degree of confidence in the geological model. New zones of mineralisation were intersected in the deeper parts of the model and we expect these new zones will lead to an increase in the next resource model.





Our Assets (continued)

Mt Rawdon, Queensland, Australia

The Mt Rawdon operation is one of our most reliable mines, operated as a single open pit that has produced more than 1.4 million ounces of gold since first production in 2001.

In FY15 Mt Rawdon was our highest gold producer at 102,162 oz which was achieved at a C1 cash cost of A\$631 per ounce and AISC of A\$873 per ounce. The operation was also one of our highest cash flow producing mines.

Mining costs have reduced significantly from A\$4.91 per tonne in FY14 to A\$3.36 per tonne in FY15 (31% decrease). This reflects: the move to owner miner in July 2014; lower fuel prices; production drilling improvements; and shorter haulage distances associated with the western waste dump.

Mt Rawdon employs approximately 190 full time employees and 60 contractors, and supports the local communities of Mt Perry and Gin Gin.



Mt Carlton, Queensland, Australia

Our long-life Mt Carlton operation commenced commercial production in July 2013 and was the first new gold mine opened in Queensland in more than a decade. Ore was sourced from two open pits: the V2 gold-silver-copper deposit and the A39 silver deposit. Since then the A39 pit has been completed and now all ore is derived solely from the V2 pit.

Mt Carlton delivered a strong result in FY15 producing 77,658 oz at a C1 cash cost of A\$687 per ounce and AISC of A\$912 per ounce. This result was due to higher than anticipated gold grade and a strong cost improvement focus throughout the year. Plant throughput also increased by 14% compared to the prior year.

The operation employs approximately 125 full time employees and 85 contractors, and supports the local communities of Gumlu, Home Hill and Bowen.



Pajingo, Queensland, Australia

The Pajingo operation has produced more than 2.7 million ounces since 1996. Ore is currently extracted by underground mining methods (modified Avoca) and is processed using a conventional crush-grind-CIP method.

In FY15 Pajingo employees continued to work hard to improve the mine's performance through challenging the cost base and improving productivity. These efforts were rewarded by a 12% reduction in CI cash costs. The grade increased by 16%, and throughput was similar to the FY14 result.

Pajingo employs around 185 full time employees and 35 contractors and our workforce is largely residential in the nearby town of Charters Towers.



FY15 Production Summary

July 2014 – June 2015	Units	Cracow	Pajingo	Edna May	Mt Rawdon	Mt Carlton	Total / Average
UG lateral development - capital	m	2,599	2,342	-	-	-	4,941
UG lateral development - operating	m	3,105	3,133	-	-	-	6,239
Total UG lateral development	m	5,704	5,475	-	-	-	11,179
UG ore mined	kt	541	379	-	-	-	920
UG grade mined	g/t	5.85	5.78	-	-	-	5.82
OP capital waste	kt	-	-	6,620	9,972	1,992	18,584
OP operating waste	kt	-	-	1,639	1,956	771	4,367
OP ore mined	kt	-	-	2,279	3,283	744	6,306
OP grade mined	g/t	-	-	1.27	1.04	4.42	1.52
Total ore mined	kt	541	379	2,279	3,283	744	7,226
Total tonnes processed	kt	541	374	2,827	3,405	785	7,932
Grade processed ¹	g/t	5.72	5.78	1.16	1.03	4.25	1.94
Recovery	%	93	95	94	91	87	92
Gold produced¹	oz	93,064	65,919	98,766	102,162	77,658	437,570
Silver produced	oz	51,275	53,927	25,392	112,215	495,597	738,406
Copper produced	t	0	0	0	0	961	961
Gold sold	oz	93,399	64,775	98,607	105,493	64,289	426,562
Achieved gold price	A\$/oz	1,472	1,476	1,551	1,464	1,470	1,489
Silver sold	oz	51,275	53,927	25,392	112,215	908,394	1,151,203
Achieved silver price	A\$/oz	21	21	21	21	21	21
Copper sold	t	-	-	-	-	962	962
Achieved copper price	A\$/t	-	-	-	-	7,261	7,261
Cost Summary							
Mining	A\$/oz	442	447	168	187	173	274
Processing	A\$/oz	206	230	465	361	359	331
Administration and selling costs	A\$/oz	97	131	104	93	293	137
Stockpile adjustments	A\$/oz	-7	-4	16	13	4	5
By-product credits	A\$/oz	-11	-17	-5	-23	-143	-37
C1 Cash Cost	A\$/oz	726	787	747	631	687	711
Royalties	A\$/oz	79	77	66	74	111	80
Sustaining capital	A\$/oz	245	299	86	168	114	176
Administration costs ²	A\$/oz						69
All-in Sustaining Cost	A\$/oz	1,050	1,163	898	873	912	1,036
Major project capital	A\$/oz	61	78	304	330	215	208
Discovery	A\$/oz						49
All-in Cost	A\$/oz	1,112	1,241	1,202	1,203	1,127	1,293
Depreciation & Amortisation ³	A\$/oz	353	258	362	318	410	343

1. Gold equivalent is defined as gold plus payable silver from the A39 deposit at Mt Carlton. A39 silver production is converted to gold equivalent using a gold to silver ratio of 1:62.7 based on the average gold and silver prices during the September quarter. All Mt Carlton production has been sourced from V2 ore from the December quarter onwards

2. Includes one-off Cowal and La Mancha transaction costs of A\$5.7 million or A\$13 per ounce

3. Includes Corporate Depreciation and Amortisation of A\$2.69 per ounce



Acting Like an Owner

We recognise our people for **Acting Like an Owner** and generating value for Evolution

In FY15 we launched an initiative encouraging people to nominate their colleagues who *Act Like an Owner*, with the best nominations receiving an award. *Acting Like an Owner* includes showing pride and commitment; being open to new ideas; supporting each other; being courageous; and doing the right thing for the long term. The quality of the nominations submitted reflect how many talented and passionate people we have in Evolution. Choosing our first round FY15 winners was not easy however the winners strongly demonstrated what it means to *Act Like an Owner* at Evolution.

Protecting the environment (Mt Carlton)

Darryl, Justin and Chris worked with the processing and mining departments until 1am to implement a strategy to transfer the raw effluent from the old sewage treatment plant to the new sewage treatment plant to ensure there was no chance of a spill.



Showing pride and commitment to engage community (Mt Rawdon)

Paul, Jessica and Georga, Fixed Maintenance Plant, worked in their lunch breaks and out of hours to develop an interactive display as part of the Gin Gin show. Their efforts helped promote the great work of Mt Rawdon and build greater engagement with local community members.

Reducing stoppage time by re-engineering broken bolts (Mt Rawdon)

Eugene, our Maintenance Supervisor, reduced stoppage time in the processing plant by up to 20 hours (equivalent to ~A\$300,000) by using an innovative way to fix broken bolts on a critical piece of equipment.



Accessing additional ounces (Pajingo)

Shane, Tony and Max identified an opportunity to explore new ways to safely and economically access the potential ounces in an area previously thought to be uneconomic, generating revenue of ~A\$1 million by mining an additional +950 ounces that were not in the original mine plan.



Support each other (Edna May)

Vaughan, our Gold Room Operator, regularly demonstrates his willingness to help out for the greater good, including shovelling eight tonnes of carbon by himself to rectify a process interruption he was not responsible for and willingly leaving his new role to help out in his old position when an urgent need arose.

Outlook for FY16

Evolution Mining is forecasting Group production in FY16 of 730,000 – 810,000 ounces of gold. Group C1 cash costs are expected to be in the range of A\$715 to A\$795 per ounce and Group All-in Sustaining Costs (AISC) are expected to be in the range of A\$990 – A\$1,060 per ounce. The production forecast for FY16 across Evolution's five original operations is similar to the result achieved in FY15. Production guidance for Cowal reflects less than 12 months of attributable production as the Cowal transaction was completed on 24 July 2015. Similarly, the La Mancha transaction received Foreign Investment Review Board

approval on 21 August 2015 and the transaction completed on 24 August 2015. The contribution from the Mungari operation to Group production assumes a start date of 25 August 2015.

Assuming ownership of all assets for the full 12 months. Our annualised FY16 guidance equates to 770,000 – 850,000 ounces of gold.

A mine-by-mine breakdown of production and cost forecasts is provided in the table below.

Guidance FY16	Gold Production (oz)	C1 Cash Costs (A\$/oz)	All-in Sustaining Cost (A\$/oz)
Cowal ¹	215,000 – 240,000	650 – 750	860 – 950
Cracow	85,000 – 95,000	730 – 800	1,080 – 1,150
Edna May	82,500 – 90,000	1,060 – 1,160	1,225 – 1,325
Mt Carlton	80,000 – 87,500	525 – 575	760 – 810
Mt Rawdon	87,500 – 97,500	620 – 680	880 – 940
Mungari ²	120,000 – 135,000	730 – 830	920 – 1,020
Pajingo	60,000 – 65,000	810 – 890	1,180 – 1,260
Corporate	-	-	30
Group³	730,000 – 810,000	715 – 795	990 – 1,060

1. Cowal acquisition completed 24 July 2015. Guidance includes 11.2 months of production

2. Mungari acquisition completed on 24 August 2015. Guidance assumes 10.2 months of production from Mungari

3. Equates to annualised FY16 Group gold production of 770,000 – 850,000 ounces

Outlook for FY16 (continued)

Expenditure on sustaining capital in FY16 is forecast to be in the range of A\$100.0 – A\$125.0 million. The increase relative to FY15 is due to the inclusion of sustaining capital for the Cowl and Mungari operations. Sustaining capital expenditure at Cowl is elevated in FY16 predominately due to a tails dam lift and some one-off maintenance expenditure.

Investment in growth (major project) capital and discovery is additional to the costs included in AISC. Investment in major capital in FY16 is forecast to be in the range of A\$90.0 – A\$110.0 million and exploration expenditure is expected to total approximately A\$25.0 – A\$30.0 million. These costs add approximately A\$160 per ounce.

The bulk of the major capital expenditure is associated with the open pit cutback at Mt Rawdon. Cutbacks at Edna May and Mt Carlton have also been classified as

major capital projects as the expenditure will provide access to ore later in the mine life (ie beyond FY16). Waste stripping related to ore accessed in FY16 is expensed. This treatment matches the treatment adopted for accounting purposes (in accordance with IFRIC 20).

In FY16 the total waste and ore movement equates to a strip ratio at Mt Rawdon of 4.4:1 which includes both operating and capital waste material. This is well above the remaining life-of-mine strip ratio for the mine of 1.2:1.

There are no significant major capital expenditure programs planned at Cowl or Mungari in FY16 as both assets are well capitalised.

A mine-by-mine breakdown of capital expenditure forecasts is provided in the table below.

Guidance FY16	Sustaining Capital (A\$M)	Major Capital (A\$M)
Cowl	35 – 40	0
Cracow	15 – 20	5 – 7.5
Edna May	5	15 – 17.5
Mt Carlton	10	12.5 – 15
Mt Rawdon	10 – 15	45 – 50
Mungari	15 – 20	5 – 10
Pajingo	10 – 15	7.5 – 10
Group	100 – 125	90 – 110

With the addition of Cowl and Mungari to the asset portfolio, and the increased cash flow that these assets generate, Evolution will be stepping up exploration activity in FY16. Focus will shift to new projects including:

- Mungari – a world class terrane with significant potential
- Cowl – regional exploration will focus on porphyry-epithermal and intrusion-related vein systems
- Tennant Creek (Emmerson Resources JV) – recent drilling near Goanna has intersected multiple zones of copper sulphide mineralisation
- Puhipuhi (New Zealand) – significant epithermal potential has been identified

Ongoing 4D studies will continue at Pajingo, Cracow and Mt Carlton. Exploration expenditure is expected to be A\$25.0 – A\$30.0 million in FY16.

The guidance provided in the tables above relies on the definitions described below.

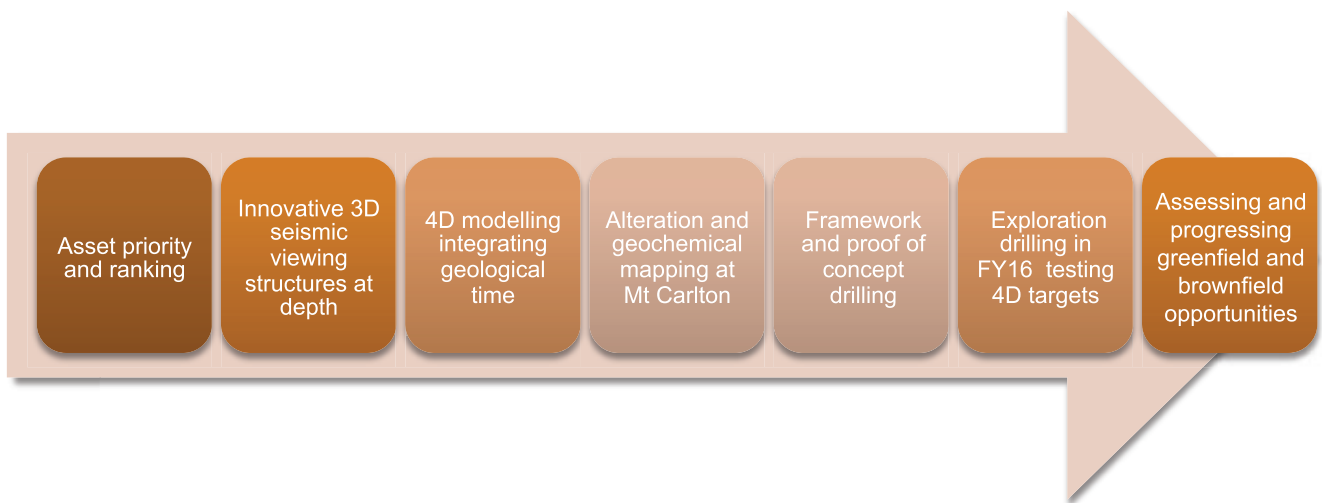
Definitions

- C1** cash cost – represents the cost for mining, processing and administration after accounting for movements in inventory (predominantly ore stockpiles). It includes net proceeds from by-product credits, but excludes the cost of royalties and capital costs for exploration, mine development and plant and equipment.
- All-in Sustaining Cost (**AISC**) – is made up of the C1 cash cost plus royalty expense, sustaining capital expense and general corporate and administration expenses. From FY16 onwards unit AISC will be calculated on a per ounce sold basis which aligns to the World Gold Council standard.
- All-in Cost (**AIC**) – is made up of the AISC plus growth (major project) capital and discovery expenditure.

Discovery

We are committed to growth through discovery and have assembled a world-class team of geoscientists with global experience across a broad range of deposit styles. The discovery portfolio includes brownfield opportunities around existing assets balanced with several greenfield projects in Australia and New Zealand.

We understand that exploration success in covered terranes requires the innovative application of new and existing technology to shorten the timeframe to discovery. An integrated approach employing novel geochemical processing and visualisation with advanced geophysical applications including 3D reflection seismic have delivered quality targets across our exploration portfolio.



Discovery strategy

- Target transformational discoveries through brownfield and greenfield exploration
- Use science and technology for superior target generation
- Establish joint ventures with juniors with high-calibre projects in prospective regions
- Continue building a robust project pipeline

Since mid-2013 the strategic focus of our exploration efforts has been to build a platform for step-change transformational discovery. In FY14, work focused on building 4D models using leading technology (2D and 3D seismic) and mineral alteration mapping to bring forward discovery in a timely and cost effective manner. In FY15 we commenced drilling targets defined by concepts emerging from the 4D studies at Cracow, Pajingo and Mt Carlton. Greenfield exploration at Tennant Creek, Wirralie in the Drummond Basin and Puhipuhi in New Zealand now complement the project pipeline. This is further complemented by the greenfield and brownfield opportunities presented by the Mungari tenement portfolio in the Eastern Goldfields near Kalgoorlie.

At Pajingo and Cracow several iterations of processing and interpretation of the 3D seismic surveys was completed. These surveys have enabled the structure, stratigraphy and alteration to be mapped at much higher resolution than before. These surveys combined with

the 4D studies that commenced in mid-2013 brought forward new drill targets in these fields, which are both considered well-explored and mature. The 3D seismic has phenomenal potential to significantly shorten the time and reduce the costs of making new discoveries.

At Pajingo the 4D studies incorporating the 3D seismic has resulted in the discovery of the Camembert vein that extends for >1,000 metre strike length to the east of the Zed orebody defined to date, with further definition of the western limits of the vein to be accessed from underground in FY16. Elsewhere in the seismic cube exploration drilling of some 20 holes has been remarkably successful with greater than 90% of the targets drilled intersecting mineralised epithermal veins, some with metre intercepts greater than 10 g/t gold. We are encouraged by the potential of the seismic and our hit rate.

At Cracow, exploration work focused on testing new targets and potential extensions to orebodies defined by the 4D study and within the 3D seismic cube. Drill testing of the Royal-Phoenix vein system, CBK 166 structure, and Golden Valley intersected the targeted structures, alteration, epithermal veins and to date sub-economic gold mineralisation.

Resource definition drilling along the Coronation-Imperial-Empire and Kilkenny line of lode at Cracow continues to support further resource and reserve potential. Drill programs in these areas will continue into FY16.

Thinking like scientists and using new technology to bring forward discoveries

Highly qualified and internationally experienced **geoscientists**

Maximising the potential of existing orebodies

Acquired **Puhipuhi** epithermal project in New Zealand

New technology to bring forward high-quality exploration targets – 3D seismic interpretations completed

A\$21.3 million exploration spend in FY15

Successful resource definition drilling of deeper resources at **Edna May**

Drilling guided by 3D seismic at **Camembert** has extended the mineralisation **> 1,000 m**



+77,000 m drilled



Potential of 3D seismic as key **exploration tool** in epithermal systems

Compressing the timeframe of discovery

People and Culture

Gold will be our reward for inspiring outstanding results by our outstanding people

With ~ 1,500 employees across our growing business, we believe people are our greatest asset.

Evolution continues to strive towards our goal of being a globally relevant mid-tier gold company.

The successful execution of our long term strategy requires full alignment and engagement from all functions and sites, and ensuring we have the right people, in the right roles, with the right mindset. We believe this is critical to the success of our business.

"We want our people's time at Evolution to be the highlight of their career. A time when they are challenged, rewarded and inspired" – Evolution Executive Chairman, Jake Klein

We also aim to live and breathe our values of Safety, Excellence, Accountability and Respect. We encourage our employees to act like owners and ensure we consistently meet our public commitment of 'we say, we do, we deliver'.

In FY15, we continued to embed our values, shape our culture and provide an environment where people can succeed. Our focus has been on:

- Improvements to the core people processes of recruitment, performance planning and review and remuneration and benefits
- The design and implementation of an internal talent management process
- The design and implementation of the act like an owner program
- The continuation of enhancing the leadership capability across the organisation through embedding our leadership attributes and making improvements in the Evolution Mining Leadership Program (GOLD)

In FY15, we continued to build on the work to date to effectively undertake performance reviews and development planning. The aim is to provide an environment where our people receive regular, constructive feedback and are supported to be highly effective in their roles.

The past 12 months also saw us continuing to build our graduate talent pipeline. Five graduates joined us in the disciplines of mining engineering; geology; metallurgy; health, safety and environment (HSE); and finance. The graduates will complete a two year structured program that builds their business knowledge, technical expertise and personal and leadership qualities. We are confident that this investment will produce future leaders within the business in years to come.

On the growth front, there was a great deal of effort through the back half of FY15, with the due diligence and planning of the associated integration of the two new assets in Cowal and Mungari. This work will continue into FY16.

We also saw growth in the exploration space. We now have our first employees based in New Zealand to focus on the Puhipuhi venture. We also have employees seconded to our joint venture partner, Emmerson Resources, in the Northern Territory with the Tennant Creek Project.

FY16 will see a number of continuing and new initiatives that will help drive our strategy and achievement of our key goals. These will include:

- Successful Integration of the Cowal and Mungari assets
- A continued focus on employee engagement via an engagement survey
- The continuation of the GOLD and Act Like an Owner programs
- Further development of recruitment and talent management processes and capability, creating more opportunities for our people

We believe that the above initiatives will contribute to a motivated and engaged workforce and will ultimately drive achievement of our business objectives and shareholder value.



Environmental Responsibility

Evolution Mining continues to perform well on environmental management across all sites

Building on the progress of previous years, Evolution continued the roll out of the 11 Environmental Protocols and Life of Mine Environmental Management Plans across all sites. Sites are averaging implementation of one protocol per month, including the updating of procedural documentation and a staff education program for each protocol.

Proof of concept was delivered through a system of quarterly independent Environmental Management System (EMS) audits and reviews carried throughout the year. These audits allowed the establishment of a baseline to assist in the identification of project goals and comparison of progress. This assists with our commitment to continuous performance improvement in environmental management.

The positive relationship between Evolution and state environmental regulators continued to build this year. In conjunction with the relevant environmental regulators, we developed management strategies to tackle long-standing compliance matters that pre-date Evolution's stewardship at a number of sites. These strategies will prevent future non-compliances.

We continued to progress and expand our operations this year, and approvals granted in FY15 include:

- The Corsini waste rock dump at Edna May
- A lift of the tailings storage facility at Mt Rawdon
- A temporary groundwater extraction to supplement processing requirements at Mt Carlton
- The Burdekin River Pipeline EA and ML application to provide a continuing process water supply for Mt Carlton

The development of Evolution Mining Environmental Enhancement Program is another example of our focus on reducing our footprint on the environment. The Enhancement Program aims to target and foster the protection of a number of special endemic environmental values surrounding our project sites, through strategies like rebuilding ecosystems on previously disturbed lands (not associated with mining activities) and the re-introduction of protected species. The recovery process is managed and the land is then protected from future

disturbance through a covenant or similar process. The implementation of the program will continue to occur next financial year.

Progressive rehabilitation activities continued at all sites through the financial year and we continue to review rehabilitation bonds as rehabilitation work progresses. Rehabilitation works completed this year include:

- **Cracow** – landscaping and seeding of native species around historical mining areas, translocation of protected tree species from the TD4 clay borrow pit and closure planning of the Roses Pride ML. Cracow also established Rehabilitation Completion Criteria for use in continued assessment of rehabilitated landforms across the site. The Orange Creek clay borrow pit was successfully rehabilitated
- **Mt Carlton** – revision of closure planning and development of a Post Mine Land Use Plan
- **Edna May** – development and the commencement of implementation of a three year rehabilitation plan
- **Pajingo** – the Janet A laydown area was capped using materials excavated from the Janet A pit. The abandonment bund on the Janet A pit was reinstated. Landform maintenance on the Scott Lode waste rock dump (WRD) also occurred with the removal of waste rock material from the Scott Lode WRD and subsidence areas in the crest infilled
- **Mt Rawdon** – post mine land use planning (PMLUP) was addressed and a preliminary PMLUP completed in conjunction with the revised Plan of Operations following the TSF1 lift approval

During the last financial year we have again complied with the Commonwealth National Pollution Inventory, National Greenhouse and Energy Reporting and Energy Efficiency Opportunities reporting requirements and are pleased to note these are up to date.

We are pleased with the increased homogeneity in our environmental management systems and procedures, which is a direct result of the work and commitment of our teams to the implementation of the Environmental Protocols.

Community Spirit

Evolution Mining is committed to being a trusted and value-adding member of the community. We want our communities to be better off overall for us having been there and we strive to always leave a positive legacy in the communities in which we operate.

One of our key initiatives to deliver these outcomes is our Shared Value Projects. These are aimed at providing long-term, sustainable outcomes for the community that last beyond the life of the mine through local economic development, education and training outcomes or sustainable health outcomes.

Our first Shared Value Project, a partnership with Gudjuda Reference Group Aboriginal Corporation in Home Hill, near our Mt Carlton site, has been progressing well. Evolution Mining is helping Gudjuda establish intensive small crop production of goods such as tomatoes, capsicum and chillies to be sold locally and interstate, as well as a nursery that will grow native plants and shrubs from seedlings to sell to various businesses in the local area (including Evolution Mining) for revegetation projects.

The Gudjuda project has already created new Indigenous jobs, provided industry-related transferable skills for Indigenous people in the region and will generate much needed revenue for Gudjuda to grow their training arm. The first successful crop, comprising yellow capsicum and bird's eye chilli, was picked by Gudjuda in late June and successfully sent to Sydney Markets for sale.

In addition to our Shared Value Projects, we continue to support our communities through sponsorship of and donations to local events and initiatives.

Highlights in FY15 include:

- Pajingo – we provided 18 scholarships across three Charters Towers high schools for students studying at the Dalrymple Trade Training Centre
- Mt Carlton – we provided five Indigenous people with permanent jobs after supporting them to successfully complete a 12 month traineeship
- Mt Rawdon – we once again hosted the annual dump truck pull to raise money for youth suicide prevention
- Cracow – our geology, processing and mining teams hosted local year four and five students, teaching them about gold and how a gold mine operates
- Edna May – we partnered with Cater Care to launch a service to deliver meals three days a week to local senior residents

In FY16 we welcome two new operations to Evolution Mining, Cowal and Mungari, and we look forward to building on the positive relationships these operations have already developed with their respective community stakeholders. We also look forward to working with our new community stakeholders in Puhipuhi, New Zealand, where we have acquired exploration permits.

Gudjuda Shared Value Project – planting the seedlings at Home Hill near our Mt Carlton operation, Queensland







Top left: Evolution Mining 's donation to Charters Towers Children's Hospital enabled them to purchase much needed equipment, including this specialised children's examination table in the shape of an elephant which has proved a great success for the staff and their young patients.

Top right: Evolution Mining is a major sponsor and partner in the annual Mt Perry Family Fun Day and Truck Pull raising funds for mental health and first aid in the district.

Below left: Men from the Bush – a drought relief initiative, welcomes the support of Evolution Mining.

Below right: Five Indigenous trainees successfully completed their traineeships and secured permanent roles at Evolution Mining's Mt Carlton operation.



Mineral Resources and Ore Reserves

Our Group Mineral Resources as at 31 December 2014 are estimated at 306 million tonnes at 1.29 g/t Au for 12.74 million ounces compared with the estimate at 31 December 2013 of 106 million tonnes at 1.6 g/t Au for 5.36 million ounces. Our Group Ore Reserves as at 31 December 2014 are estimated at 134.9 million tonnes at 1.20 g/t Au for 5.20 million ounces compared with the estimate at 31 December 2013 of 51.34 million tonnes at 1.5 g/t Au for 2.38 million ounces. The substantial increase in Group Mineral Resources and Ore Reserves is due to the acquisition of Cowal gold operation in July 2015 and the Mungari gold operation in August 2015.

Mineral Resources are reported inclusive of Ore Reserves and include all exploration and resource definition drilling information up to 31 December 2014 and have been depleted for mining to 31 December 2014. Commodity price assumptions used to estimate Ore Reserves are similar to those used previously:

- **Gold:** A\$1,350/oz
- **Silver:** A\$20.00/oz
- **Copper:** A\$3.00/lb

The Mineral Resources and Ore Reserves have been prepared in accordance with the JORC Code 2012 for all projects other than Twin Hills. The Twin Hills Mineral Resource was first disclosed under JORC Code 2004 requirements and has not been updated to JORC Code 2012 requirements as it is not currently classified as a material mining project.

Group Mineral Resources and Ore Reserves summaries are provided on the following page.

Evolution Ore Reserves - December 2014

Gold			Proved			Probable			Total Reserve			Competent Person
Project	Type	Cut-Off	Tonnes (Mt)	Gold Grade (g/t)	Gold Metal (koz)	Tonnes (Mt)	Gold Grade (g/t)	Gold Metal (koz)	Tonnes (Mt)	Gold Grade (g/t)	Gold Metal (koz)	
Cowal ¹	Open pit	0.4	35.94	0.72	836	36.64	1.14	1,346	72.58	0.93	2,181	3
Cracow ¹	Underground	3.5	0.38	7.41	91	0.78	6.31	158	1.16	6.67	248	1
Pajingo ¹	Underground	3.3	0.15	7.85	38	0.29	6.50	60	0.44	6.96	98	1
Edna May ¹	Open pit	0.5	-	-	-	11.73	1.02	387	11.73	1.02	387	2
Mt Carlton ¹	Open pit	0.9	0.09	6.00	17	4.36	4.30	607	4.45	4.40	625	3
Mt Rawdon ¹	Open pit	0.3	1.04	0.50	17	34.19	0.78	862	35.22	0.80	879	3
Mungari ¹	Underground	3	1.81	5.52	320	0.72	5.30	123	2.53	5.46	443	4
Mungari ¹	Open pit	0.75	-	-	-	6.79	1.55	338	6.79	1.55	338	3
Total			39.40	1.04	1,319	95.49	1.26	3,880	134.89	1.20	5,198	

5.2 Moz

Group Ore Reserves

Evolution Mineral Resources – December 2014

Project	Gold			Measured			Indicated			Inferred			Total Resource		
	Type	Cut-Off	Tonnes (Mt)	Gold Grade (g/t)	Gold Metal (koz)	Tonnes (Mt)	Gold Grade (g/t)	Gold Metal (koz)	Tonnes (Mt)	Gold Grade (g/t)	Gold Metal (koz)	Tonnes (Mt)	Gold Grade (g/t)	Gold Metal (koz)	Competent Person
Cowal¹	Total	0.4	35.94	0.72	836	104.28	1.11	3,712	22.65	0.74	539	162.87	0.97	5,087	7
Cracow¹	Total	2.8	0.38	9.58	118	1.27	7.69	313	1.57	5.45	276	3.22	6.82	707	1
Pajingo	Open pit	0.75	-	-	-	0.00	8.04	1	0.25	1.33	11	0.25	1.45	12	2
Pajingo ¹	Underground	2.5	0.1	11.10	37	1.88	6.08	368	2.49	5.07	406	4.48	5.64	811	2
Pajingo	Total	0.1	0.1	11.10	37	1.90	6.08	369	2.76	4.74	417	4.73	5.41	823	2
Edna May ¹	Open pit	0.4	-	-	-	26.00	0.94	783	5.22	0.99	167	31.22	0.95	949	3
Edna May	Underground	3	-	-	-	-	-	-	0.51	6.45	106	0.51	6.45	106	3
Edna May	Total	0.35	0.09	6.00	17	8.40	0.94	783	5.73	1.48	273	31.73	1.03	1,056	3
Mt Carlton ¹	Open pit	2.5	-	-	-	-	-	-	-	-	-	-	-	-	6
Mt Carlton	Underground	2.5	-	-	-	-	-	-	0.33	3.65	39	0.33	3.65	39	6
Mt Carlton	Total	0.23	1.04	6.00	17	8.40	3.02	815	0.33	3.65	39	8.82	3.07	871	6
Mt Rawdon¹	Total	0.5	0.01	4.38	1	19.13	1.35	829	3.74	1.07	129	22.88	1.30	959	8
Mungari ¹	Open pit	2.5/1.2	1.47	7.09	335	8.54	2.95	809	6.85	2.42	534	16.83	3.10	1,678	8
Mungari¹	Total	0.5	1.48	7.06	336	27.67	1.84	1,638	10.59	1.95	663	39.75	2.06	2,637	8
Twin Hills+	Open pit	0.5	-	-	-	-	-	-	3.06	2.1	204	3.06	2.1	204	4
Twin Hills+	Underground	2.3	-	-	-	-	-	-	1.56	3.9	194	1.56	3.9	194	4
Twin Hills+	Total	0.4	0.4	0.4	0.4	0.4	0.4	0.4	4.62	2.7	399	4.62	2.7	399	4
Total			39.03	1.08	1,361	215.52	1.26	8,699	51.90	1.60	2,675	306.43	1.29	12,736	

General Notes:

The Cracow, Pajingo, Edna May, Mt Carlton, Mt Rawdon and Twin Hills figures are provided in the report entitled "Annual Mineral Resources and Ore Reserve Statement 2014" released to ASX on 14 May 2015. The Mungari (White Foil open pit, White Foil underground 1.2 g/t Au cut-off and Frog's Leg underground 2.5 g/t Au cut-off) figures are extracted from the report entitled "Evolution to Combine with La Mancha Resources Australia to Form a Leading Growth-focused Australian Gold Producer" released to ASX on 20 April 2015. Cowal figures are extracted from the report entitled "Resources and Reserves increased at Cowal" released on 26 August 2015. All documents are available on the website www.evolutionmining.com.au. Data is reported to significant figures to reflect appropriate precision and may not sum precisely due to rounding.

Mineral Resources are reported inclusive of Ore Reserves

1. Includes stockpiles + - Twin Hills has not changed as it is being reported as 2004 JORC Code

Due to depletion of A39 at Mt Carlton and lower grade Ag, Cu for remaining resource at Mt Carlton, the 2014 Mineral Resources and Ore Reserves statement has been reported in gold ounces

The Cowal mine was acquired on 24 July 2015 and the Mungari assets on 24 August 2015

The Company confirms that it is not aware of any new information or data that materially affects the information included in the Report and that all material assumptions and technical parameters underpinning the estimates in the Report continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Persons' findings are presented have not been materially modified from the Report

Group Mineral Resources Competent Person Notes refer to: 1. Shane Pike; 2. Andrew Engelbrecht; 3. Greg Rawlinson; 4. Michael Andrew; 5. Craig Bosel; 6. Matthew Obiri-Yeboah;

7. Joseph Booth; 8. James Potter

Group Ore Reserve Competent Person Notes refer to: 1. Ian Patterson; 2. Guy Davies; 3. Tony Wallace; 4. Matt Varvari

12.7 Moz

Group Mineral Resources

Competent Person Statement

The information in this statement that relates to the Mineral Resources and Ore Reserves listed in the table below is based on work, and fairly represents, information and supporting documentation prepared by a competent whose name appears in the same row, who is employed on a full-time basis by Evolution Mining Limited and is a member of the institute named in that row. Each person named in the table below has sufficient experience which is relevant to the style of mineralisation and types of deposits under consideration and to the activity which

he has undertaken to qualify as a Competent Person as defined in the JORC Code 2012. Noting however that the Twin Hills Mineral Resource was first disclosed under JORC Code 2004 requirements and has not been updated to JORC Code 2012 requirements as it is not a material mining project and has not materially changed since last reported. Each person named in the table below consents to the inclusion in this report of the matters based on their information in the form and context in which it appears.

Activity	Competent Person	Institute
Cowal Mineral Resource	Joseph Booth	Australasian Institute of Mining and Metallurgy
Cowal Ore Reserve	Tony Wallace	Australasian Institute of Mining and Metallurgy
Cracow Mineral Resource	Shane Pike	Australasian Institute of Mining and Metallurgy
Cracow Ore Reserve	Ian Patterson	Australasian Institute of Mining and Metallurgy
Pajingo Mineral Resource	Andrew Engelbrecht	Australasian Institute of Mining and Metallurgy
Pajingo Ore Reserve	Ian Patterson	Australasian Institute of Mining and Metallurgy
Mt Rawdon Mineral Resource	Craig Bosel	Australasian Institute of Mining and Metallurgy
Mt Rawdon Ore Reserve	Tony Wallace	Australasian Institute of Mining and Metallurgy
Edna May Mineral Resource	Greg Rawlinson	Australasian Institute of Mining and Metallurgy
Edna May Ore Reserve	Guy Davies	Australasian Institute of Mining and Metallurgy
Mt Carlton Mineral Resource	Matthew Obiri-Yeboah	Australasian Institute of Mining and Metallurgy
Mt Carlton Ore Reserve	Tony Wallace	Australasian Institute of Mining and Metallurgy
Mungari Mineral Resource	James Potter	Australasian Institute of Mining and Metallurgy
Mungari Ore Reserve	Matthew Varvari	Australasian Institute of Mining and Metallurgy
Twin Hills Mineral Resource	Michael Andrew	Australasian Institute of Mining and Metallurgy

Board of Directors



Jacob (Jake) Klein, B Com Hons, ACA

Executive Chairman

Mr Klein was appointed as Executive Chairman in October 2011, following the merger of Conquest Mining Limited and Catalpa Resources Limited. Previously he served as the Executive Chairman of Conquest Mining. Prior to that, Mr Klein was President and CEO of Sino Gold Mining Limited, where along with Mr Askew (director from 2002 and Chairman from 2005 of Sino Gold) he managed the development of that company into the largest foreign participant in the Chinese gold industry. Sino Gold was listed on the ASX in 2002 with a market capitalisation of A\$100 million and was purchased by Eldorado Gold Corporation in late 2009 for over A\$2 billion. Mr Klein is currently a non-executive director of Lynas Corporation Limited (since August 2004), a company with operations in Australia and Malaysia, and formerly a non-executive director of OceanaGold Corporation, a company with operations in the Philippines and New Zealand. Both Lynas Corporation and OceanaGold are ASX-listed companies.



Lawrie Conway B Bus, CPA

Finance Director and Chief Financial Officer

Mr Conway was appointed Finance Director and Chief Financial Officer of Evolution Mining Limited with effect from 1 August 2014 (previously a non-executive director since October 2011). Mr Conway is the former Newcrest Mining Limited Executive General Manager (Commercial and West Africa) responsible for Newcrest's group supply and logistics, marketing, information technology, and laboratory functions, as well as Newcrest's business in West Africa. Mr Conway has more than 24 years' commercial experience in the resources sector across a diverse range of commercial and financial activities while at Newcrest and previously at BHP Billiton Limited. While with Newcrest he was a company director of PT Nusa Halmahera Minerals, the owner of the Gosowong Gold Mine in Indonesia. While with BHP Billiton he spent 3 years in Chile working at the Escondida Copper Mine. Mr Conway has held a mix of corporate and operational commercial roles within Australia, Indonesia, Papua New Guinea and Chile.



James Askew, BEng (Mining), MEngSc, FAusIMM, MCIMM, MSME (AIME)

Non-Executive Director, Member of the Risk Committee and Member of the Nomination and Remuneration Committee

Mr Askew is a mining engineer with more than 40 years' broad international experience as a Director and Chief Executive Officer for a wide range of Australian and international publicly listed mining, mining finance and other mining related companies. Mr Askew has served on the boards of numerous mining and mining services companies, which currently include OceanaGold Limited (chairman since November 2006), a company with operations in the Philippines and New Zealand, Asian Mineral Resources (since 2012), a company with operations in Vietnam, and Syrah Resources Limited (chairman since October 2014), a company with operations in Mozambique.

Board of Directors (continued)



Graham Freestone, BEc (Hons)

Lead Independent Director and Chair of the Audit Committee

Mr Freestone has more than 45 years' experience in the petroleum and natural resources industry. He has a broad finance, corporate and commercial background obtained in Australia and internationally through senior finance positions with the Shell Group, Acacia Resources Limited and AngloGold Ashanti Limited. Mr Freestone was the Chief Financial Officer and Company Secretary of Acacia Resources Limited from 1994 until 2001. From 2001 to 2009 he was a non-executive director of Lion Selection Limited and from 2009 to 2011 he was a non-executive director of Catalpa Resources Limited.



Colin Johnstone, BEng (Mining)

Non-Executive Director, Chairman of the Risk Committee and Member of the Audit Committee

Mr Johnstone is a mining engineer with over 30 years' experience in the resources sector. He has served as General Manager at some of Australia's largest mines including the Kalgoorlie Super Pit in Western Australia, the Olympic Dam Mine in South Australia and the Northparkes Mine in New South Wales. International experience includes Senior Vice President and Chief Operating Officer for the Iron Ore Company of Canada and Joint Venture General Manager for Alumbrera, a major open cut copper-gold mine in Argentina. Mr Johnstone was Vice President of Operations and Chief Operating Officer at Equinox Minerals Limited, a company with operations in Zambia, prior to the C\$7.3 billion acquisition by Barrick Gold Corporation in 2011. Prior to that role, Mr Johnstone was Chief Operating Officer of Sino Gold Mining Limited, where he oversaw the development and operation of gold mines in China. Mr Johnstone is also a non-executive director of Metallum Limited, a company with operations in Chile, and held a non-executive director role at Reed Resources Limited.



Thomas McKeith, BSc (Hons), GradDip Eng (Mining), MBA

Non-Executive Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee

Mr McKeith is a geologist with more than 25 years' experience in various mine geology, exploration and business development roles. He was formerly Executive Vice President (Growth and International Projects) for Gold Fields Limited where he was responsible for global greenfields exploration and project development. Mr McKeith was also Chief Executive Officer of Troy Resources Limited and held non-executive director roles at Sino Gold Limited and Avoca Resources Limited.



John Rowe, BSc (Hons) ARSM, MAusIMM

Non-Executive Director, Chair of Nomination and Remuneration Committee and Member of the Risk Committee

Mr Rowe has some 40 years' experience within the gold, nickel and copper industries. He has held a variety of positions in mine management, exploration and business development. Mr Rowe was appointed as a non-executive director of Westonia Mines Limited on 12 October 2006. Through a series of corporate transactions, Westonia Mines Limited subsequently changed name to Catalpa Resources Limited and then Evolution Mining Limited. Mr Rowe is also a non-executive director of Panoramic Resources Limited and was formerly non-executive director of Southern Cross Goldfields Limited.



We pay tribute to Ashley Major who sadly passed away during the year. Ashley was a humble, caring and selfless man with a great love for his family and a 'can do' attitude at work. He was a committed Safety Officer and Emergency Response team leader who devoted much of his time to emergency services at Edna May and to the local community. He played a key role in re-establishing the Shire of Westonia's ambulance service and he and his family relocated to Westonia to assist with this project.

It was a pleasure and honour to have Ashley as part of the Evolution team and local community. Our deepest condolences are with his family.

Annual Financial Report

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Directors' Report



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Directors' Report

The Directors present their report on the consolidated entity ("the Group") consisting of Evolution Mining Limited ("the Company") and the entities it controlled at the end of, or during, the year ended 30 June 2015 ("the period").

Directors

The following persons were Directors of Evolution Mining Limited during the financial year and until the date of this report. Directors were in office for this entire period unless otherwise stated.

Jacob (Jake) Klein	Executive Chairman
Lawrie Conway	Finance Director and Chief Financial Officer (i)
James (Jim) Askew	Non-Executive Director
Graham Freestone	Lead Independent Director
Colin (Cobb) Johnstone	Non-Executive Director
Thomas (Tommy) McKeith	Non-Executive Director
John Rowe	Non-Executive Director

(i) Appointed as Finance Director and Chief Financial Officer on 1 August 2014, previously a Non-Executive Director.

Company Secretary

The name of the Company Secretary during the whole of the year ended 30 June 2015 and up to the date of this report is as follows:

Evan Elstein

Principal activities

The Group's principal activities during the financial year were operating, identifying and developing gold related mining projects in both Australia and New Zealand.

There were no significant changes in the nature of the activities of the Group during the year, other than those included in the key highlights on page 42.

Dividends

In accordance with the Board's adopted policy of, whenever possible paying a half-yearly dividend equivalent to 2% of the Group's sales revenue, the Company paid a final unfranked dividend (relating to production in the six month period to 30 June 2014) of \$7.132 million in October 2014 and an interim unfranked dividend (relating to production in the six month period to 31 December 2014) of \$7.149 million in March 2015.

The Board has confirmed that Evolution is in a sound position to continue its commitment to pay a final dividend for the current period to 30 June 2015 of 1 cent per share unfranked, totalling \$14.383 million. Evolution shares will trade excluding entitlement to the dividend on 3 September 2015, with the record date being 7 September 2015 and payment date of 2 October 2015.

In relation to Evolution's dividend policy, the Board of Directors approved the implementation of a Dividend Reinvestment Plan ("DRP"). The DRP allows shareholders to elect to reinvest all or part of any dividends payable on their Evolution shares to acquire additional Evolution shares. The allotted shares in respect of the FY15 final dividend will be issued at a 5.0% discount to the daily VWAP for the 5 days immediately after the record date.



**Evolution Mining Limited
Annual Financial Report
Directors' Report
30 June 2015**

Dividends (continued)

Dividends paid, pre DRP, to members during the financial year were as follows:

	30 June 2015 \$'000	30 June 2014 \$'000
Final dividend		
Final ordinary dividend for the year ended 30 June 2014 of 1 cent unfranked (30 June 2013: 1 cent unfranked) per fully paid share paid on 3 October 2014	7,132	7,086
Interim dividend		
Interim ordinary dividend for the period ended 31 December 2014 of 1 cent unfranked (31 December 2013: 1 cent unfranked) per fully paid share paid on 27 March 2015	7,149	7,087
	14,281	14,173

Review of operations

Overview

Evolution is a leading, growth-focused Australian gold miner. The Group consists of five wholly-owned operating gold mines: Cracow, Pajingo, Mt Carlton and Mt Rawdon in Queensland and Edna May in Western Australia.

The Group's strategy is to deliver shareholder value through efficient gold production, growing gold reserves and acquiring assets to improve the quality of the portfolio. Since its formation in November 2011, the Group has built a strong reputation for operational predictability and stability through a record of consistently achieving production and operating cost guidance. This has been achieved primarily as a result of the Group owning a number of similar sized mines, rather than a single mine or one dominant mine like many of its peers. This portfolio approach to production provides Evolution with a Group-wide level of operational stability and predictability. The Group's high-performance team culture, clearly defined business plans and goals, and locations within Australia and New Zealand, further contribute to delivering reliable and consistent results.

To build a sustainable business, the Group maintains a strong commitment to growth through exploration and a disciplined methodical approach to business development through opportunistic, logical, value-accretive acquisitions. The Group is actively involved in these activities within Australia and most recently New Zealand. Both jurisdictions are highly attractive destinations due to the location of the Group's asset base and management knowledge, low political risk, high gold endowment, weakening Australian dollar (which benefits US dollar denominated gold revenue) and an environment of low inflation.

The Group posted a record underlying profit after tax of \$106.050 million and a record statutory net profit after tax of \$100.115 million (30 June 2014: \$50.017 million) for the year ended 30 June 2015, an increase of 100% on 2014. This increase was driven by record production, a strong focus on cost control and a favourable Australian dollar gold price.

Total production for the year increased 2% to 437,570 oz despite a decline in the average gold equivalent grade by 2% to 1.94g/t (30 June 2014: 427,703 oz, 1.98g/t). This was achieved by a 3% higher throughput with 7,932kt (30 June 2014: 7,720kt) of ore processed.

A record mine cash flow of \$137.793 million (30 June 2014: \$93.582 million) was also achieved during the year, representing a 47% improvement over the prior year. All operations were cash flow positive after all sustaining and major capital expenditure, including capital stripping.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Review of operations (continued)

Overview (continued)

The consolidated operating and financial results for the current and prior period are summarised below. All \$ figures refer to Australian thousand dollars (A\$'000) unless otherwise stated.

Key Business Metrics	30 June 2015	30 June 2014	% Change
Total underground ore mined (kt)	920	829	11%
Total underground lateral development (m)	11,179	11,083	1%
Total open pit ore mined (kt)	6,306	6,631	(5)%
Total open pit waste mined (kt)	22,950	18,127	27%
Processed tonnes (kt)	7,932	7,720	3%
Gold equivalent grade processed (g/t)	1.94	1.98	(2)%
Gold equivalent production (oz)	437,570	427,703	2%
Unit cash operating costs (A\$/oz)	711	781	9%
All in sustaining cost (\$/oz)	1,036	1,083	4%
All in cost (\$/oz)	1,293	1,305	1%
Gold price achieved (A\$/oz)	1,489	1,442	3%
Silver price achieved (A\$/oz)	20.83	22.07	(6)%
Total revenue	665,958	634,420	5%
Cost of sales (excluding D&A)	(360,525)	(397,060)	9%
Corporate, admin, exploration and other costs (excluding D&A)	(33,141)	(29,804)	(11)%
Acquisition and integration costs	(5,935)	-	-%
EBIT *	113,636	63,732	78%
EBITDA *	266,357	207,556	28%
Statutory profit after income tax expense	100,115	50,017	100%
Underlying profit after income tax expense	106,050	50,017	112%
Capital expenditure	168,231	154,386	(9)%
Mine cash flow	137,793	93,604	47%

* EBITDA and EBIT are non-IFRS financial information and are not subject to audit.

Key Highlights for the Year

Key highlights for the year ended 30 June 2015 include:

- Safety of our people is of paramount importance and our focus has been demonstrated through reductions in the total recordable injury frequency rate (TRIFR) to 9.6 (30 June 2014: 11.7). Vehicle incidents and significant safety occurrences have also decreased by 30% and 41% respectively.
- During the year the Group reached a record production milestone of 437,570 gold equivalent ounces. This was the upper end of original and unchanged guidance for the year of 400,000 - 440,000 gold equivalent ounces.
- Unit cash operating costs reduced 9% to \$711/oz during the year, as a result of a sustained focus on cost reduction and productivity improvements. The Group achieved savings on a number of supply contracts in addition to the successful transition to owner-miner at Mt Rawdon and Mt Carlton.
- All mines contributed a positive cash flow for the year resulting in a record mine cash flow of \$137.793 million.



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Review of operations (continued)

Key Highlights for the Year (continued)

- During the year the Group strengthened its balance sheet through the refinancing of the current debt facility and expansion of the facility to fund acquisitions. The Group also improved the balance sheet via a \$248 million Entitlement Offer. The Entitlement Offer was completed in two components: the Institutional Component, completed on 29 May 2015; and the Retail Component, completed on 19 June 2015. The funds raised through the Entitlement Offer were for the acquisition of the Cowal gold mine which completed on 24 July 2015. In the interim the funds were used in part to pay down the Senior Secured Corporate Revolving Credit Facility to nil at 30 June 2015 with the remaining being held in cash.
- On 7 July 2014, the Group entered into the Earn-in and Joint Venture Agreement with Emmerson Resources Limited ("Emmerson") and acquired 49.144 million Emmerson ordinary shares at a price of \$0.0381 per share. Under the terms of the Earn-in agreement, the Group will sole fund exploration expenditure of \$15 million over three years to earn a 65% interest (Stage 1 Earn-in) in Emmerson's tenement holdings in the Tennant Creek Mineral Field. A further \$10 million minimum spend, sole funded by the Group over two years following the Stage 1 Earn-in, will allow the Group to earn an additional 10% (Stage 2 Earn-in) of the tenement holdings. The Group must spend a minimum of \$7.5 million on exploration before it can terminate the Earn-in.
- On 20 April 2015, the Group entered into a binding agreement with La Mancha Group International BV ("La Mancha") to acquire 100% of La Mancha's Australian operations ("La Mancha Australia"). Upon completion, La Mancha will be issued 445.885 million new fully-paid Evolution ordinary shares consisting of 322.024 million shares issued as consideration and an additional subscription of 123.861 million shares at a price of \$0.90 per share, representing a total interest of 31% of the Group's enlarged share capital. La Mancha Australia's operations include the high-grade Frog's Leg underground gold mine, the adjacent White Foil open-pit gold mine and the recently completed 1.5Mtpa Mungari carbon in leach (CIL) processing plant, all located in close proximity to Kalgoorlie in Western Australia. La Mancha Australia's high quality integrated operating assets provide a strong strategic fit with the Group's long term objective of pursuing value accretive acquisition opportunities which improve the quality of the Group's asset portfolio. La Mancha Australia's assets will contribute production of 130,000 - 160,000 ounces per annum at an AISC of \$950 - \$1000/oz, generating strong cash margins with limited future capital expenditure requirements. The La Mancha acquisition was approved by the shareholders at the Extraordinary General Meeting held on 30 July 2015 and received foreign investment review board (FIRB) approval on 21 August 2015. The transaction was completed on 25 August 2015.
- On 23 April 2015, the Group entered into a binding sale and purchase agreement with De Grey Mining Limited to acquire 100% of the Puhipuhi exploration project (EP 51985) in New Zealand for a purchase price of \$370,000. The acquisition was completed on 19 June 2015.
- On 8 May 2015, the Group subscribed for 44 million shares in Phoenix Gold Limited ("Phoenix") at \$0.075 per share, giving the Group a 9.36% shareholding in Phoenix. The Phoenix tenement package adjoins La Mancha's Australian operations and covers a significant strike length of the highly prospective Zuleika Shear and the Kunanalling Shear. Many of the exploration targets developed by Phoenix, on its tenements, are geologically similar to the Frog's Leg and White Foil mines. Subsequent to year end, the Group purchased an additional 49 million Phoenix shares at \$0.12 per share taking its shareholding to 19.8%.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Review of operations (continued)

Key Highlights for the Year (continued)

- On 25 May 2015, the Group entered into an agreement with Barrick (Australia Pacific) Pty Limited ("Barrick") to acquire the Cowal gold mine through the purchase of 100% of the shares in Barrick (Cowal) Pty Limited for a purchase price of US\$550 million. The Cowal gold mine in New South Wales is one of Australia's most attractive gold assets. Cowal is a large scale, long life, low cost gold mine which provides a strong strategic fit with the Group's long term objective of pursuing value accretive acquisition opportunities which improve the quality of the Group's asset portfolio. Cowal will contribute production of 230,000 - 260,000 oz per annum. The Cowal acquisition was completed on 24 July 2015.
- On 20 August 2015, the Group announced its intention to make an off-market takeover offer ("the Offer") to acquire all of the ordinary shares of Phoenix Gold Limited ("Phoenix") that it does not currently own. At the date of the Offer the Group held approximately 19.8% of the shares in Phoenix. The Phoenix tenement package adjoins La Mancha's Australian operations and covers a significant strike length of the highly prospective Zuleika Shear and the Kunanalling Shear. Many of the exploration targets developed by Phoenix, on its tenements, are geologically similar to the Frog's Leg Mine and the White Foil Mine. The close proximity of the Phoenix tenements to be newly built 1.5Mtpa Mungari processing plant creates the opportunity for numerous synergies.

Mining Operations

Cracow

Key Business Metrics	30 June 2015	30 June 2014	% Change
Total underground ore mined (kt)	541	519	4%
Total underground lateral development (m)	5,704	6,095	(6)%
Processed tonnes (kt)	541	514	5%
Grade processed (g/t gold)	5.72	6.12	(7)%
Gold production (oz)	93,064	95,064	(2)%
Unit cash operating cost (\$/oz)	726	726	-%
All in sustaining cost (\$/oz)	1,050	1,058	1%
All in cost (\$/oz)	1,112	1,115	%
Capital expenditure (\$'000)	28,539	29,556	3%
Mine cash flow (\$'000)	33,373	30,340	(10)%

Cracow proved its reliability and repeated last year's strong gold production result with 93,064 oz at a unit cash operating cost of \$726/oz and an AISC of \$1,050/oz (30 June 2014: 95,064 oz, \$726/oz, \$1,058/oz).

A record total of 541kt of ore was mined at an average grade of 5.85g/t (30 June 2014: 519kt, 6.12g/t) targeting the Roses Pride, Kilkenny, Empire, Tipperary and Klondyke ore bodies. A record ore processed milestone was also achieved of 541kt (30 June 2014: 514kt) from a higher plant utilisation of 97.6% compared with 94.2% in the prior year. The reduced production was primarily driven by a 7% decrease in the average processed grade of 5.72g/t (30 June 2014: 6.12g/t).

Underground development during the year comprised of 3,105m in operating development and 2,599m in capital development (30 June 2014: 3,693m, 2,402m). Production drilling focused on improving stoping flexibility with ore development at the Empire ore zone extremities reduced with multiple additional stoping areas becoming available. Capital development focused on establishing diamond drilling platforms in the Coronation and Kilkenny lower zones for resource definition.



**Evolution Mining Limited
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Directors' Report
30 June 2015**

Review of operations (continued)

Mining Operations (continued)

Cracow (continued)

Productivity improvements and cost reductions achieved during the year included:

- Transfer of surplus equipment between sites delivered reduced costs and reduced contractor dependency.
- Execution of initiatives around improved scheduling and processes provided a platform for record ore mined and ore processed.
- Implementation of a service vehicle for the underground provided for increased productivity of loaders and drill rigs through less travelling time to the surface.

Pajingo

Key Business Metrics	30 June 2015	30 June 2014	% Change
Total underground ore mined (kt)	379	310	22%
Total underground lateral development (m)	5,475	4,988	10%
Processed tonnes (kt)	374	398	(6)%
Grade processed (g/t gold)	5.78	4.96	17%
Gold production (oz)	65,919	60,766	8%
Unit cash operating cost (\$/oz)	787	894	12%
All in sustaining cost (\$/oz)	1,163	1,291	10%
All in cost (\$/oz)	1,241	1,410	12%
Capital expenditure (\$'000)	24,875	26,926	8%
Mine cash flow (\$'000)	13,511	8,590	(57)%

Pajingo capitalised on an improved ore reserve model during the year which was a driving factor behind the 12% reduction in unit cash operating costs to \$787/oz (30 June 2014: \$894/oz) and 10% decrease in AISC to \$1,163/oz (30 June 2014: \$1,291/oz). Gold production increased 8% to 65,919 oz (30 June 2014: 60,766 oz), driven primarily by a 17% increase in the average processed grade to 5.78g/t. Mining focused on the Sonia East, Sonia Splay, Zed East and Zed West ore bodies with total ore mined of 379kt at an average grade of 5.78g/t (30 June 2014: 310kt, 6.05g/t).

Underground development of 5,475m comprised of 3,133m in operating development and 2,342m in capital development (30 June 2014: 2,525m, 2,464m). Operating development for the year focused on opening up more areas for stoping including the Veracity and Jandem ore bodies. Capital development included the completion of a ventilation escape-way and establishing the initial drill platform for the eastern extension into the Zed and Sonia structure and further resource definition drilling within Camembert.

Underground diamond drilling was a focus with 45,735m of grade control and resource definition drilling completed during the year.

Capital projects commissioned during the year included:

- A tailings dam lift allowing for approximately two years of tailings storage at the current production rate.
- A ventilation/escape-way rise.
- Commencement of a development drill drive platform to test potential eastern extensions of the major structures.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Review of operations (continued)

Mining Operations (continued)

Edna May

Key Business Metrics	30 June 2015	30 June 2014	% Change
Total open pit ore mined (kt)	2,279	2,101	8%
Total open pit waste mined (kt)	8,259	2,052	302%
Processed tonnes (kt)	2,827	2,547	11%
Grade processed (g/t gold)	1.16	1.04	12%
Gold production (oz)	98,766	80,165	23%
Unit cash operating cost (\$/oz)	747	1,017	27%
All in sustaining cost (\$/oz)	898	1,213	26%
All in cost (\$/oz)	1,202	1,294	7%
Capital expenditure (\$'000)	38,465	17,381	(121)%
Mine cash flow (\$'000)	35,770	16,894	(112)%

Edna May finished the year as the Group's second highest producer and exceeded expectations realising a 27% reduction in unit cash operating costs to \$747/oz (30 June 2014: \$1,017/oz) and a 26% decrease in AISC to \$898/oz (30 June 2014: \$1,213/oz). Gold production increased 23% to a site record 98,766 oz (30 June 2014: 80,165 oz) driven primarily by a 12% increase in the average processed grade. Production also benefited from the mining of remnant underground material left behind from historical mining activity. A total of 2,279kt of ore was mined at an average grade of 1.27g/t (30 June 2014: 2,101kt at 1.06g/t).

Better fragmentation of blasted ore, controlled blending practices and process control consistency allowed improved throughput of 2,827kt (30 June 2014: 2,547kt) during the year. Mill utilisation also increased largely due to the capital investment in a mobile crusher to allow direct feeding of the SAG mill when the primary crusher is unavailable.

The site transitioned back to 24-hour mining in February to achieve planned volumes from the Stage 2 cutback over at least an 18 month period.

Mt Rawdon

Key Business Metrics	30 June 2015	30 June 2014	% Change
Total open pit ore mined (kt)	3,283	3,638	(10)%
Total open pit waste mined (kt)	11,928	11,265	6%
Processed tonnes (kt)	3,405	3,574	(5)%
Grade processed (g/t gold)	1.03	0.98	5%
Gold production (oz)	102,162	103,756	(2)%
Unit cash operating cost (\$/oz)	631	670	6%
All in sustaining cost (\$/oz)	873	854	(2)%
All in cost (\$/oz)	1,203	1,271	5%
Capital expenditure (\$'000)	50,817	55,312	8%
Mine cash flow (\$'000)	32,915	11,691	(182)%



**Evolution Mining Limited
Annual Financial Report
Directors' Report
30 June 2015**

Review of operations (continued)

Mining Operations (continued)

Mt Rawdon (continued)

Mt Rawdon delivered the Group's lowest unit cash operating cost gold production of 102,162 oz at a unit cash operating cost of \$631/oz and an AISC of \$873/oz (30 June 2014: 103,756 oz, \$670/oz, \$854/oz). A total of 3,283kt of ore was mined at an average grade of 1.04g/t (30 June 2014: 3,638kt, 0.97g/t). Lower production was driven primarily by a 2% decrease in the processed tonnes of 3,405kt (30 June 2014: 3,574kt), as ore mined was impacted by rain from the ex-tropical cyclone Marcia in February and delayed access to high grade ore at the bottom of the pit.

The owner-miner transition on 1 July 2014 was completed without disruption, with both equipment and personnel performing well. This move has led to significant cost savings reflected in lower mining unit rates of \$3.36/t (30 June 2014: \$4.91/t).

The northern wall of the Stage 4 pit cutback was a large focus for the year with a 6% increase in waste mined to 11,928kt. The northern wall is the narrowest section of the cutback with capital waste removed of 9,972kt. Operating waste movements of 1,956kt involved opening up the floor of the Stage 3 pit to expose ore used in production during the year.

Productivity improvements and cost reductions achieved during the year included:

- Installation of a real-time monitoring application for the truck fleet which provided benefits in safety, material movement efficiency and reduced operating costs.
- Use of larger diameter pre-split drilling.
- Tighter control over the consumption of consumables through an improved inventory process.

Mt Carlton

Key Business Metrics	30 June 2015	30 June 2014	% Change
Total open pit ore mined (kt)	744	893	(17)%
Total open pit waste mined (kt)	2,763	4,811	(43)%
Processed tonnes (kt)	785	687	14%
Grade processed (g/t gold)	4.25	5.82	(27)%
Gold equivalent production (oz)	77,658	87,952	(12)%
Unit cash operating cost (\$/oz)	687	675	(2)%
All in sustaining cost (\$/oz)	912	886	(3)%
All in cost (\$/oz)	1,127	1,063	(6)%
Capital expenditure (\$'000)	25,535	25,211	(1)%
Mine cash flow (\$'000)	22,224	26,089	15%

The Group's only concentrate producing mine, Mt Carlton produced gold equivalent production of 77,658 oz at a unit cash operating cost of \$687/oz and an AISC of \$912/oz (30 June 2014: 87,952 oz, 675/oz, \$886/oz). A total of 744kt of ore was mined at an average grade of 4.42g/t (30 June 2014: 893kt, 4.77g/t).

A change in focus to mining the low and medium grade zones in Stage 2 of the V2 pit resulted in a lower average grade processed of 4.25 g/t. Campaign mining of both the A39 high-grade silver pit and V2 in the prior period yielded average gold equivalent processed grades of 5.82g/t.

A total of 75,292 oz of payable gold equivalent contained in 53,090 wet metric tonnes (wmt) of gold concentrate and 3,542 wmt of silver concentrate was produced during the year. The concentrate shipments for the year of 56,316 wmt were split across four shipments of A39 concentrate and nineteen shipments of V2 concentrate.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Review of operations (continued)

Mining Operations (continued)

Mt Carlton (continued)

Productivity improvements and cost reductions achieved during the year included:

- Installation of a gravity circuit at the beginning of the milling process delivered a higher recovery rate.
- More competitive market conditions benefited tendering of various site contracts yielding reductions in administrative and service contract costs.
- A cost saving of \$40,000 p.a. in assay costs through the purchase of customised certified reference material (blanks and standards).

Financial Performance

Profit or Loss

Revenue for the year ended 30 June 2015 was up by 5% to \$665.958 million (30 June 2014: \$634.420 million) driven by a 11% increase in gold sold during the period to 426,562 oz (30 June 2014: 383,184 oz) and an increase of \$36/oz in the average achieved gold price to \$1,489/oz (30 June 2014: \$1,452/oz).

The Group delivered 85,147 oz into its hedge book during the year at an average gold price of \$1,571/oz. The Group also forward sold an additional 225,000 oz of gold during the year, with scheduled quarterly deliveries from April 2016 through to June 2018. The hedge book at 30 June 2015 totaled 306,820 oz (30 June 2014: 164,319 oz) at an average gold price of \$1,536/oz (30 June 2014: \$1,597/oz).

Operating costs decreased by 9% to \$360.525 million (30 June 2014: \$397.060 million) and is considered sustainable through strong cost control over all operating activities. The transition to an owner-miner model at Mt Rawdon on 1 July 2014 and the more recent transition at Mt Carlton was one of the driving forces behind the reduction in operating costs for the year ended 30 June 2015. This is offset by an increase in depreciation and amortisation of 6% to \$151.560 million (30 June 2014: \$142.746 million) due to the Group's growing asset base and increased production.

The cost reductions realised during the year also had a positive effect on the Groups unit cash operating costs, decreasing 8% to \$711/oz (30 June 2014: \$772/oz).

Total exploration expenditure for the year ended 30 June 2015 was \$23.981 million (30 June 2014: \$20.272 million) with an exploration write-off of \$6.968 million (30 June 2014: \$6.252 million).

The Group posted a record underlying profit after tax of \$106.050 million and a record statutory net profit after tax of \$100.115 million (30 June 2014: \$50.017 million) for the year ended 30 June 2015, an increase of 100% on 2014. This increase was driven by record production, a strong focus on cost control and an improved Australian dollar gold price.

Balance Sheet

Prior to the completion of the Entitlement Offer the Group's gearing ratio was 4.30%, down 64% from 11.96% at 30 June 2014. The Group's debt balance was reduced to nil during the year following the completion of the Entitlement Offer and the voluntary repayment of the revolving credit facility.

The Group's net assets increased by 43% to \$1.125 billion (30 June 2014: 785.304 million) largely as a result of the increase in the cash balance to \$205.788 million (30 June 2014: 31.607 million) and reduction in the revolving credit facility to nil (30 June 2014: 126.784 million) following strong cash generation from the operating assets and the completion of the Entitlement Offer.



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Review of operations (continued)

Financial Performance (continued)

Balance Sheet (continued)

Total assets increased 18% during the year to \$1.312 billion (30 June 2014: \$1.110 billion). Excluding the significant increase in the cash balance at year end, the increase was driven by a 10% increase in mine development to \$544.733 million offset by decreases in trade and other receivables and property, plant and equipment of \$10.514 million and \$470.522 million respectively. Capital additions for mine development and exploration totalled \$145.464 million and largely related to the continuing of the Stage 4 cutback at Mt Rawdon and the ramping up of the Stage 2 cutback at Edna May for the open pit operations and continuing capital development at the underground operations. Property, plant and equipment additions totalled \$44.719 million and were incurred as part of the Mt Rawdon and Mt Carlton owner-miner transition. Total assets also included the investment in Phoenix Gold and Emmerson Resources held at the carrying value of \$4.840 million and \$1.376 million respectively at 30 June 2015.

Total liabilities decreased 42% to \$187.678 million as at 30 June 2015 (30 June 2014: \$324.219 million). Excluding the decrease in interest bearing liabilities due to the voluntary repayment of the revolving credit facility, the decrease in total liabilities was largely attributed to an 18% decrease in trade and other payables to \$55,702 million (30 June 2014: \$67.816 million) which was indicative of the cost control focus during the period, offset by an increase in employee provisions of \$9.150 million.

Cash Flow

Net cash inflows from operating activities were \$284.737 million, an increase of 41% (30 June 2014: \$202.197 million). This can be attributed to increased sales receipts of \$60.125 million and a reduction in payments to suppliers of \$21.285 million due to the focus on stronger cost control.

Net cash outflows from investing activities were \$195.071 million, an increase of 15% (30 June 2014: \$169.865). Capital investment in property, plant and equipment was consistent with the prior year while mine development activities increased to \$146.400 million as the Stage 4 cutback at Mt Rawdon and Stage 2 cutback at Edna May progressed. The Group also took an investment in Phoenix Gold Limited and Emmerson Resources Limited for \$3.300 million and \$1.872 million respectively, with a view to future growth opportunities.

Net cash flow before financing activities were a record \$89.666 million (30 June 2014: \$32.332 million).

Net cash inflows from financing activities were \$84.515 million (30 June 2014: outflow \$14.387 million). Financing for the year included the completion of the Entitlement Offer raising \$248.105 million offset by the voluntary repayment of the revolving credit facility.

Total cash flows for the year amounted to \$174.181 million (30 June 2014: \$17.945 million).

Taxation

As at the year ended 30 June 2015, the balance sheet carried no deferred tax asset or liability as a result of a deferred tax asset being recognised in respect of available tax losses and prior year asset impairments.

The Company recognised a \$30.622 million tax benefit in the current period from previously unrecognised tax losses to reduce the current tax expense. The Group has available tax losses of \$270.508 million as at 30 June 2015 for returns lodged up to 30 June 2014.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Review of operations (continued)

Financial Performance (continued)

Capital Expenditure

Total capital expenditure was 10% higher at \$168.027 million during the year ended 30 June 2015 (30 June 2014: \$152.690 million). Expenditure on sustaining capital items such as near-mine exploration and resource development remained consistent with prior years at \$77.012 million (30 June 2014: \$75.275 million), while major project capital saw an 18% increase to \$91.015 million (30 June 2014: \$77.414 million). This increase can be attributed to the continuing of the Stage 4 cutback at Mt Rawdon and the ramping up of the Stage 2 cutback at Edna May for the open pit operations and continuing capital development at the underground operations.

Financing

Total finance costs for the year ended 30 June 2015 were \$14.382 million (30 June 2014: 14.384 million), inclusive of \$4.421 million in debt establishment fee amortisation and discount unwinding on mine rehabilitation liabilities.

In February 2015, the Group refinanced its existing \$200 million revolving credit facility and rolled over the outstanding debt amount of \$126.784 million. The term sheet was finalised with a syndicate of lenders to provide a \$200 million Senior Secured Corporate Revolving Credit Facility and \$120 million Performance Bond Facility (the "Facility") with a \$100 million Accordion Provision to 31 March 2018. The Accordion Provision was a new feature and allowed the Group to request an additional \$100 million to fund acquisition opportunities.

At 30 June 2015, the Group had nil drawings on the Facility (30 June 2014: \$126.784 million).

In May 2015, the Group entered into a refinancing arrangement by way of a letter of commitment. The new Corporate Credit Facility (the "New Facility") comprises a \$300 million Senior Secured Revolving Loan ("Facility A"), a new \$400 million Senior Secured Term Loan ("Facility B"), and a \$155 million performance bond facility ("Facility C"). The New Facility was executed on 20 July 2015 and is effective from this date.

The New Facility was conditional on the successful financial close of the Cowal and La Mancha transactions, specifically:

- Facility A was conditional on the successful completion of either the Cowal or La Mancha transactions.
- Facility B and the increase in Facility C were conditional on the successful completion of the Cowal transaction.

The New Facility was drawn down on 24 July 2015 on completion of the Cowal acquisition and is repayable over the following periods:

- Facility A: 31 July 2018.
- Facility B: 5 years from date of the Facility Agreement.
- Facility C: 3 years from date of the Facility Agreement.

As at 30 June 2015, the Company held a forward foreign exchange contract for US\$550 million to fix the purchase price of the Cowal asset. The contract was entered into on signing the share sale agreement for Cowal giving a final purchase consideration of \$707 million.



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Review of operations (continued)

Future outlook

Material business risks

The Group prepares its business plans using estimates of production and financial performance based on a range of assumptions and forecasts. There is uncertainty in these assumptions and forecasts, and risk that variation from them could result in actual performance being different to expected outcomes. The uncertainties arise from a range of factors, including the nature of the mining industry and general economic factors. The material business risks faced by the Group that may have an impact on the operating and financial prospects of the Group as at 30 June 2015 are:

Fluctuations in the gold price and Australian dollar

The Group's revenues are exposed to fluctuations in both the gold price and the Australian dollar. Volatility in the gold price and Australian dollar creates revenue uncertainty and requires careful management of business performance to ensure that operating cash margins are maintained should the Australian dollar gold price fall.

Declining gold prices can also impact operations by requiring a reassessment of the feasibility of a particular exploration or development project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment could cause substantial delays and/or may interrupt operations, which may have a material adverse effect on our results of operations and financial condition.

Ore Reserves and Mineral Resources

The Group's Ore Reserves and Mineral Resources are estimates, and no assurance can be given that the estimated reserves and resources are accurate or that the indicated level of gold, silver or any other mineral will be produced. Such estimates are, in large part, based on interpretations of geological data obtained from drill holes and other sampling techniques. Actual mineralisation or geological conditions may be different from those predicted. No assurance can be given that any part or all of the Group's Mineral Resources constitute or will be converted into Ore Reserves.

Market price fluctuations of gold and silver as well as increased production and capital costs may render the Group's Ore Reserves unprofitable to develop at a particular site or sites for periods of time or may render Ore Reserves containing relatively lower grade mineralisation uneconomic. Estimated reserves may have to be re-estimated based on actual production experience. Any of these factors may require the Group to reduce its Ore Reserves and Mineral Resources, which could have a negative impact on the Group's financial results.

Replacement of depleted reserves

The Group must continually replace reserves depleted by production to maintain production levels over the long term. Reserves can be replaced by expanding known ore bodies, locating new deposits or making acquisitions. Exploration is highly speculative in nature. The Group's exploration projects involve many risks and are frequently unsuccessful. Once a site with mineralisation is discovered, it may take several years from the initial phases of drilling until production is possible.

As a result, there is no assurance that current or future exploration programs will be successful. There is a risk that depletion of reserves will not be offset by discoveries or acquisitions or that divestitures of assets will lead to a lower reserve base. The mineral base of the Group may decline if reserves are mined without adequate replacement and the Group may not be able to sustain production beyond the current mine lives, based on current production rates.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Review of operations (continued)

Material business risks (continued)

Mining risks and insurance risks

The mining industry is subject to significant risks and hazards, including environmental hazards, industrial accidents, unusual or unexpected geological conditions, unavailability of materials and equipment, pit wall failures, rock bursts, seismic events, cave-ins, and weather conditions (including flooding and bush fires), most of which are beyond the Group's control. These risks and hazards could result in significant costs or delays that could have a material adverse effect on the Group's financial performance, liquidity and results of operation.

The Group maintains insurance to cover the most common of these risks and hazards. The insurance is maintained in amounts that are considered reasonable depending on the circumstances surrounding each identified risk. However property, liability and other insurance may not provide sufficient coverage for losses related to these or other risks or hazards.

Production and cost estimates

The Group prepares estimates of future production, cash costs and capital costs of production for its operations. No assurance can be given that such estimates will be achieved. Failure to achieve production or cost estimates or material increases in costs could have an adverse impact on the Group's future cash flows, profitability, results of operations and financial condition.

The Group's actual production and costs may vary from estimates for a variety of reasons, including: actual ore mined varying from estimates of grade, tonnage, dilution and metallurgical and other characteristics; short-term operating factors relating to the ore reserves, such as the need for sequential development of ore bodies and the processing of new or different ore grades; revisions to mine plans; risks and hazards associated with mining; natural phenomena, such as inclement weather conditions, water availability and floods; and unexpected labour shortages or strikes.

Costs of production may also be affected by a variety of factors, including: changing waste-to-ore ratios, ore grade metallurgy, labour costs, cost of commodities, general inflationary pressures and currency exchange rates.

Environmental, health and safety; permits

The Group's mining and processing operations and exploration activities are subject to extensive laws and regulations governing the protection of the environment, waste disposal, worker safety, mine development and protection of endangered and other special status species. The Group's ability to obtain permits and approvals and to successfully operate may be adversely impacted by real or perceived detrimental events associated with the Group's activities or those of other mining companies affecting the environment, human health and safety or the surrounding communities. Delays in obtaining or failure to obtain government permits and approvals may adversely affect the Group's operations, including its ability to continue operations.

While the Group has implemented extensive health, safety and community initiatives at its sites to ensure the health and safety of its employees, contractors and members of the community affected by its operations, there is no guarantee that such measures will eliminate the occurrence of accidents or other incidents which may result in personal injuries or damage to property, and in certain instances such occurrences could give rise to regulatory fines and/or civil liability.



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Review of operations (continued)

Material business risks (continued)

Community relations

The Group has an established community relations function, both at a Group level and at each of its operations. The Group function has developed a community engagement framework, including a set of principles, policies and procedures designed to provide a structured and consistent approach to community activities across our sites whilst recognising that, fundamentally, Community Relations is about people connecting with people. The Group recognises that a failure to appropriately manage local community stakeholder expectations may lead to dissatisfactions which have the potential to disrupt production and exploration activities.

Risk management

The Group manages the risks listed above, and other day-to-day risks through an established management framework which conforms to Australian and international standards and guidance. The Group's risk reporting and control mechanisms are designed to ensure strategic, operational, legal, financial, reputational and other risks are identified, assessed and appropriately managed. These are reviewed by the Risk Committee throughout the year.

The financial reporting and control mechanisms are reviewed during the year by management, the Audit Committee and the external auditors.

The Group has policies in place to manage risk in the areas of Health and Safety, Environment and Equal Employment Opportunity.

The Leadership Team, the Risk Committee and the Board regularly review the risk portfolio of the business and the effectiveness of the Group's management of those risks.

Events occurring after the reporting period

No matter or circumstance has occurred subsequent to the year end that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations or state of affairs of the Group or economic entity in subsequent financial years except for the following matters:

(a) Acquisition of Toledo Holdings (Ausco) Pty Limited

On 20 April 2015, the Group announced that it had entered into a binding agreement with La Mancha Group International BV ("La Mancha") to acquire 100% of La Mancha's Australian operations ("La Mancha Australia") in exchange for the issuance of 322.024 million Evolution shares. The transaction will be effected via the acquisition by Evolution of all of the shares in Toledo Holdings (Ausco) Pty Ltd, the holding company of La Mancha Australia. La Mancha Australia's operations comprise the Frog's Leg underground gold mine, the White Foil open-pit gold mine, and the newly constructed Mungari CIL processing plant.

The transaction was subject to a number of conditions, including Evolution shareholder approval at an Extraordinary General Meeting held on 30 July 2015. The transaction was approved at the Extraordinary General Meeting and FIRB approval was received on 21 August 2015 with the transaction completed on 25 August 2015. Effective 1 September 2015, Naguib Sawaris and Sebastien de Montessus will be appointed as Directors with Vincent Benoit and Amr El Adawy to be appointed as their Alternate Directors.

On completion, La Mancha subscribed to an additional 123.861 million shares at a price of \$0.90 per share.

The financial effects of this transaction have not been recognised at 30 June 2015. The operating results and assets and liabilities of the acquired company will be consolidated from the date of acquisition.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Events occurring after the reporting period (continued)

(a) Acquisition of Toledo Holdings (Ausco) Pty Limited (continued)

(i) Information not disclosed as not yet available

At the time the financial statements were authorised for issue, the Group had not yet completed the accounting for the acquisition of Toledo Holdings Pty Limited. In particular, the fair values of the assets and liabilities have not been finalised. It is also not yet possible to provide detailed information about each class of acquired receivables and any contingent liabilities of the acquired entity.

(ii) Acquisition-related costs

Acquisition-related costs of \$0.756 million were included in acquisition and integration costs in the profit or loss for the year ended 30 June 2015. A majority of the costs, including stamp duty will be recognised in the year ended 30 June 2016.

(b) Acquisition of Barrick (Cowal) Pty Limited

On 25 May 2015, the Group announced that it had entered into an agreement with Barrick (Australia Pacific) Pty Limited ("Barrick") to acquire the Cowal gold mine through the purchase of 100% of the shares in Barrick (Cowal) Pty Limited ("Cowal") for a price of US\$550 million. Completion of the Cowal Transaction was conditional upon Barrick obtaining written consent (either without conditions or on conditions reasonably satisfactory to Evolution having regard to the materiality of those conditions in the entirety of the sale of the Cowal shares) under the Mining Act 1992 (NSW) from the NSW Minister for Resources and Energy to the change in control and foreign acquisition of substantial control in Cowal, in relation to EL 1590 and EL 7750. Ministerial consent was obtained on 17 July 2015 and the transaction completed on 24 July 2015.

(i) Information not disclosed as not yet available

At the time the financial statements were authorised for issue, the Group had not yet completed the accounting for the acquisition of Cowal. In particular, the fair values of the assets and liabilities have not been finalised. It is also not yet possible to provide detailed information about each class of acquired receivables and any contingent liabilities of the acquired entity.

(ii) Purchase consideration

The purchase consideration was US\$550 million. Upon signing of the share sale agreement with Barrick the Group entered into a forward foreign exchange contract to lock in the final purchase consideration. As at 30 June 2015, the Company held a forward foreign exchange contract giving a final purchase consideration on 24 July 2015 of \$707 million.

(iii) Acquisition-related costs

Acquisition-related costs of \$4.206 million were included in acquisition and integration costs in the profit or loss for the year ended 30 June 2015. A majority of the costs, including stamp duty will be recognised in the year ended 30 June 2016.



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Events occurring after the reporting period (continued)

(c) Refinancing of borrowings

In May 2015, the Group entered into a refinancing arrangement by way of a letter of commitment. The new Corporate Credit Facility ("the New Facility") comprises \$300 million Senior Secured Revolving Loan ("Facility A"), a new \$400 million Senior Secured Term Loan ("Facility B"), and a \$155 million performance bond facility ("Facility C").

The New Facility was executed on 20 July 2015 and is effective from this date.

The New Facility was conditional on the successful financial close of the Cowal and La Mancha transactions, specifically:

- Facility A was conditional on the successful completion of either the Cowal or La Mancha transactions.
- Facility B and the increase in Facility C were conditional on the successful completion of the Cowal transaction.

The New Facility was drawn down on 23 July 2015 on completion of the Cowal acquisition and is repayable over the following periods:

- Facility A: 31 July 2018
- Facility B: 5 years from date of the Facility Agreement
- Facility C: 3 years from date of the Facility Agreement

(d) Phoenix Gold Limited

On 24 July 2015, the Group increased its interest in Phoenix Gold Limited (ASX Code: PXG) from 9.8% to 19.8% with the acquisition of an additional 49 million ordinary shares for \$5.9 million. The total cash investment to date is \$9.180 million.

On 20 August 2015, the Group announced its intention to make an off-market takeover offer ("the Offer") to acquire all of the ordinary shares of Phoenix Gold Limited ("Phoenix") that it does not currently own. At the date of the Offer the Group held approximately 19.8% of the shares in Phoenix.

Accepting Phoenix shareholders will receive 0.06 Evolution Shares and \$0.06 cash for each Phoenix Share. The Offer is approximately equal to \$0.12 per Phoenix Share valuing the equity in Phoenix at approximately \$56.4 million.

The Offer will be subject to a limited number of conditions including FIRB approval, completion of the La Mancha transaction and a number of other customary conditions.

Likely developments and expected results of operations

Further information on likely developments in the operations of the Group and the expected results of operations have not been included in this Annual Financial Report because the Directors believe it would be likely to result in unreasonable prejudice to the Group.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Environmental regulation

The Group is subject to significant energy regulation in respect of its activities as set out below:

Energy efficiency reporting requirements

The *Energy Efficiency Opportunities Act 2006* required the Group to assess its energy usage, including the identification, investigation and evaluation of energy saving opportunities, and to report publicly on the assessments undertaken, including what action the Group intends to take as a result. This Act was repealed effective 30 June 2014. However, the Group continues to investigate and implement energy efficiency opportunities.

Greenhouse gas and energy data reporting requirements

The *National Greenhouse and Energy Reporting Act 2007* requires the Group to report its annual greenhouse gas emissions and energy use. The Group has implemented systems and processes for the collection and calculation of the data required and submitted its 2013/14 report to the Greenhouse and Energy Data Officer on 31 October 2014.

Information on Directors

The following information is current as at the date of this report:

Jacob (Jake) Klein, BCom Hons, ACA, Executive Chairman		
Experience and expertise	Mr Klein was appointed as Executive Chairman in October 2011, following the merger of Conquest Mining Limited and Catalpa Resources Limited. Previously he served as the Executive Chairman of Conquest Mining Limited. Prior to that, Mr Klein was President and CEO of Sino Gold Mining Limited, where along with Mr Askew (director from 2002 and Chairman from 2005 of Sino Gold) he managed the development of that company into the largest foreign participant in the Chinese gold industry. Sino Gold Mining Limited was listed on the ASX in 2002 with a market capitalisation of A\$100 million and was purchased by Eldorado Gold Corporation in late 2009 for over A\$2 billion. Mr Klein is currently a non-executive director of Lynas Corporation Limited (since August 2004), a company with operations in Australia and Malaysia, and formerly a non-executive director of OceanaGold Corporation, a company with operations in the Philippines and New Zealand. Both Lynas Corporation Limited and OceanaGold Corporation are ASX-listed companies.	
Other current directorships	Non-Executive Director of Lynas Corporation Limited (since 1 August 2004)	
Former directorships in last 3 years	OceanaGold Corporation (From December 2009 to July 2014)	
Special responsibilities	Executive Chairman	
Interests in shares and options	Ordinary Shares - Evolution mining Limited (EVN)	6,984,683
	Options over ordinary shares (EVN)	4,677,436
	Rights over ordinary shares (EVN)	5,532,415



**Evolution Mining Limited
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Information on Directors (continued)

Lawrie Conway B Bus, CPA, Finance Director and Chief Financial Officer		
Experience and expertise	<p>Mr Conway was appointed Finance Director and Chief Financial Officer of Evolution with effect from 1 August 2014 (previously a non-executive director since October 2011).</p> <p>Mr Conway is the former Newcrest Executive General Manager (Commercial and West Africa) and was responsible for Newcrest's group supply and logistics, marketing, information technology, and laboratory functions as well as Newcrest's business in West Africa. Mr Conway has more than 24 years' commercial experience in the resources sector across a diverse range of commercial and financial activities while at Newcrest and previously at BHP Billiton. While with Newcrest he was a company director of PT Nusa Halmahera Minerals, the owner of the Gosowong Gold Mine in Indonesia. While with BHP Billiton he spent 3 years in Chile working at the Escondida Copper Mine.</p> <p>Mr Conway has held a mix of corporate and operational commercial roles within Australia, Indonesia, Papua New Guinea and Chile.</p>	
Other current directorships	None	
Former directorships in last 3 years	None	
Special responsibilities	Finance Director and Chief Financial Officer	
Interests in shares and options	Ordinary Shares - Evolution mining Limited (EVN)	138,462
	Options over ordinary shares (EVN)	-
	Rights over ordinary shares (EVN)	536,347
James Askew, BE (Mining), MEngSci, FAusIMM, MCIMM, MSME (AIME), Non-Executive Director		
Experience and expertise	<p>Mr Askew is a mining engineer with over 40 years' broad international experience as a Director and Chief Executive Officer for a wide range of Australian and international publicly listed mining, mining finance and other mining related companies.</p> <p>Mr Askew has served on the boards of numerous mining and mining services companies, which currently include OceanaGold Limited (chairman since November 2006), a company with operations in the Philippines and New Zealand, Asian Mineral Resources (since 2012), a company with operations in Vietnam, and Syrah Resources Limited (chairman since October 2014), a company with operations in Mozambique.</p>	
Other current directorships	Chairman of OceanaGold Limited (since November 2006), Syrah Resources Limited (since October 2014) and Asian Mineral Resources Ltd (since 2012). Non-executive Director of Nevada Copper Limited since June 2015.	
Former directorships in last 3 years	Non-executive Director of Ivanhoe Limited, Golden Star Resources Ltd and PMI Gold Ltd	
Special responsibilities	Member of the Risk Committee and Member of the Nomination and Remuneration Committee	
Interests in shares and options	Ordinary Shares - Evolution mining Limited (EVN)	669,231
	Options over ordinary shares (EVN)	488,651
	Rights over ordinary shares (EVN)	-

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Information on Directors (continued)

Graham Freestone, BEc (Hons), Lead Independent Director		
Experience and expertise	<p>Mr Freestone has over 45 years' experience in the petroleum and natural resources industry. He has a broad finance, corporate and commercial background obtained in Australia and internationally through senior finance positions with the Shell Group, Acacia Resources Limited and AngloGold Ashanti Limited.</p> <p>Mr Freestone was the Chief Financial Officer and Company Secretary of Acacia Resources Limited from 1994 until 2001. From 2001 to 2009 he was a non-executive director of Lion Selection Limited and from 2009 to 2011 he was a non-executive director of Catalpa Resources Limited.</p>	
Other current directorships	None	
Former directorships in last 3 years	None	
Special responsibilities	Lead Independent Director and Chair of the Audit Committee	
Interests in shares and options	Ordinary Shares - Evolution mining Limited (EVN)	97,473
	Options over ordinary shares (EVN)	-
	Rights over ordinary shares (EVN)	-
Colin Johnstone, BEng (Mining), Non-Executive Director		
Experience and expertise	<p>Mr Johnstone is a mining engineer with over 30 years' experience in the resources sector. He has served as General Manager at some of Australia's largest mines including the Kalgoorlie Super Pit in Western Australia, the Olympic Dam Mine in South Australia and the Northparkes Mine in New South Wales. International experience includes Senior Vice President and Chief Operating Officer for the Iron Ore Company of Canada and Joint Venture General Manager for Alumbrera, a major open cut copper-gold mine in Argentina.</p> <p>Mr Johnstone was Vice President of Operations and Chief Operating Officer at Equinox Minerals Limited, a company with operations in Zambia, prior to the C\$7.3 billion acquisition by Barrick Gold Corporation in 2011. Prior to that role, Mr Johnstone was Chief Operating Officer of Sino Gold Mining Limited, where he oversaw the development and operation of gold mines in China.</p> <p>Mr Johnstone is also a non-executive director of Metallum Limited, a company with operations in Chile, and held a non-executive director role at Reed Resources Limited.</p>	
Other current directorships	Metallum Ltd	
Former directorships in last 3 years	Reed Resources Ltd	
Special responsibilities	Chair of the Risk Committee and Member of the Audit Committee	
Interests in shares and options	Ordinary Shares - Evolution mining Limited (EVN)	93,554
	Options over ordinary shares (EVN)	-
	Rights over ordinary shares (EVN)	-



**Evolution Mining Limited
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Information on Directors (continued)

Thomas McKeith, BSc (Hons), GradDip Eng (Mining), MBA, Non-Executive Director		
Experience and expertise	Mr McKeith is a geologist with 25 years' experience in various mine geology, exploration and business development roles. He was formerly Executive Vice President (Growth and International Projects) for Gold Fields Ltd where he was responsible for global greenfields exploration and project development. Mr McKeith was also Chief Executive Officer of Troy Resources Ltd and held non-executive director roles at Sino Gold Ltd and Avoca Resources Limited.	
Other current directorships	None	
Former directorships in last 3 years	None	
Special responsibilities	Member of the Audit Committee and Member of the Nomination and Remuneration Committee	
Interests in shares and options	Ordinary Shares - Evolution mining Limited (EVN)	138,462
	Options over ordinary shares (EVN)	-
	Rights over ordinary shares (EVN)	-
John Rowe, BSc (Hons) ARSM, MAusIMM, Non-Executive Director		
Experience and expertise	Mr Rowe has some 40 years' experience within the gold, nickel and copper industries. He has held a variety of positions in mine management, exploration and business development. Mr Rowe was appointed as a non-executive director of Westonia Mines Limited on 12 October 2006. Through a series of corporate transactions, Westonia Mines subsequently changed name to Catalpa Resources Limited and then Evolution Mining Limited. Mr Rowe is also a non-executive director of Panoramic Resources Limited and was formerly non-executive director of Southern Cross Goldfields Limited.	
Other current directorships	Non-Executive Director of Panoramic Resources Limited (since 2006)	
Former directorships in last 3 years	Non-Executive Director of Southern Cross Goldfields Limited (2010- September 2013). Non-Executive Chairman of Magma Metals Limited since June 2012, which was then delisted at the end of June 2012.	
Special responsibilities	Chair of Nomination and Remuneration Committee and Member of the Risk Committee.	
Interests in shares and options	Ordinary Shares - Evolution mining Limited (EVN)	157,792
	Options over ordinary shares (EVN)	-
	Rights over ordinary shares (EVN)	-

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Company Secretary

Evan Elstein, BCom (Accounting and Finance), ACA, GradDipACG	
Company Secretary and Vice President Information Technology and Community Relations	
Experience and expertise	Mr Elstein is the Company Secretary and Vice President for Information Technology and Community Relations. He is a Chartered Accountant and a member of the Institute of Chartered Accountants in Australia. He has over 20 years' experience in senior financial, commercial and technology roles, where his responsibilities have included the roll out of IT projects and services, business improvement initiatives and merger and acquisition activities. He has held senior positions with IT consulting companies in Australia, and previously served as the Chief Financial Officer and Company Secretary of Hartec Limited. Prior to that, Mr Elstein was employed by Dimension Data and Grant Thornton in South Africa.

Meetings of directors

The numbers of meetings of the Company's board of Directors and of each board committee held during the year ended 30 June 2015, and the numbers of meetings attended by each Director were:

	Board		Meetings of committees					
			Audit		Risk Management		Nomination and Remuneration	
	A	B	A	B	A	B	A	B
Jacob (Jake) Klein	9	9	-	-	-	-	-	-
Lawrie Conway	9	9	1	1	-	-	1	1
James (Jim) Askew	7	9	-	-	2	2	3	3
Graham Freestone	9	9	4	4	-	-	-	-
Colin (Cobb) Johnstone	9	9	3	3	2	2	-	-
Thomas (Tommy) McKeith	9	9	4	4	-	-	2	2
John Rowe	9	9	-	-	2	2	3	3

A = Number of meetings attended

B = Number of meetings held during the time the Director held office or was a member of the committee during the year



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Shares under option

At the date of this report, the Company has 7,649,738 unissued shares under option with exercise prices ranging between \$1.398 and \$2.412 and with expiry dates between 6 October 2015 and 25 November 2016.

The holders of these options, which are unlisted, do not have the right, by virtue of the option, to participate in any share issue of the Company.

Details of shares issued during and up to the date of this report as a result of exercise of unlisted and listed options issued by the Company are:

Date	Details	Balance at 1 July 2014	Number Converted into Shares	Amount Paid for Shares	Amount Unpaid for Shares	Options Expired	Balance at 30 June 2015
	Unlisted Options	9,383,738	-	-	-	-	-
01/06/2015	Expired	-	-	-	-	1,215,000	8,168,738
30/06/2015	Expired	-	-	-	-	519,000	7,649,738
30/06/2015	Total	9,383,738	-	-	-	1,734,000	7,649,738

Remuneration Report (Audited)

Introduction

The Remuneration Report forms part of the Directors' Report for the year ended 30 June 2015. This report contains details of the remuneration paid to the Director and Key Management Personnel ("KMP") as well as the remuneration strategy and policies that were applicable in the 2015 financial year. The remuneration philosophy of the Board is to ensure that the Company remunerates fairly and responsibly. It is designed to ensure that the level and composition of remuneration is competitive, reasonable and appropriate for the results delivered and to attract and retain appropriately experienced Directors and employees. The remuneration strategies and practices in place have been designed to support this philosophy.

The remuneration report is presented under the following sections:

- (a) Director and Key Management Personnel Details
- (b) Summary of Key Terms
- (c) Remuneration Governance
- (d) Industry Context
- (e) Remuneration Strategy and Philosophy
- (f) Remuneration Policy
- (g) Relationship between Remuneration and Performance
- (h) Remuneration of Directors and Key Management Personnel
- (i) Executive Service Agreements
- (j) Share-based Compensation and Performance Rights
- (k) Director and Key Management Personnel Equity Holdings

Directors' Report (continued)



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Remuneration Report (Audited) (continued)

(a) Directors and Key Management Personnel

Executive and Non-executive Directors	
Name	Position
Jacob (Jake) Klein	Executive Chairman
Lawrie Conway *	Finance Director and Chief Financial Officer
James (Jim) Askew	Non-Executive Director
Graham Freestone	Lead Independent Director
Colin (Cobb) Johnstone	Non-Executive Director
Thomas (Tommy) McKeith	Non-Executive Director
John Rowe	Non-Executive Director

* Appointed as Finance Director and Chief Financial Officer on 1 August 2014, previously a Non-Executive Director.

Key Management Personnel	
Name	Position
Aaron Colleran	Vice President Business Development and Investor Relations
Paul Eagle	General Manager People and Culture
Evan Elstein	Company Secretary & Vice President Information Technology and Community Relations
Mark Le Messurier	Chief Operating Officer
Roric Smith	Vice President Discovery
Tim Churcher *	Vice President Finance & Chief Financial Officer

* Employment terminated 1 July 2014.

(b) Summary of Key Terms

Below is a list of key terms with definitions used within the Director's Report:

Key Term	Definition
The Board of Directors ("the Board" or "the Directors")	The Board of Directors, the list of persons under the relevant section above.
Key Management Personnel ("KMP")	Senior executives have the authority and responsibility for planning, directing and controlling the activities of the Company and are members of the senior leadership team. KMP for the financial year ended 30 June 2015 are listed above.
Total Fixed Remuneration ("TFR")	Total Fixed Remuneration comprises a base salary plus superannuation. This is currently positioned at the median (50th percentile) of the industry benchmarking report.
Short Term Incentive ("STI") and Short Term Incentive Plan ("STIP")	STI is the short-term incentive component of Total Remuneration. The STI usually comprises a cash payment that is only received by the employee if specified annual goals are achieved. STIP refers to the plan under which the incentives are granted and paid.



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Remuneration Report (Audited) (continued)

(b) Summary of Key Terms (continued)

Key Term	Definition
Long Term Incentive ("LTI") and Long term Incentive Plan ("LTIP")	LTI is the long-term incentive component of Total Remuneration. The LTI comprises Options or Performance Rights, usually with a three year vesting period that are subject to specified vesting conditions established by the Board. Further details of the vesting conditions associated with the performance rights are detailed in the Vesting Conditions of Performance Rights section. Options and Performance Rights cannot be exercised unless the vesting conditions have been satisfied. LTIP refers to the plan under which LTIs are granted and is aimed at retaining and incentivising KMP and senior managers to achieve business objectives that are aligned with shareholder interests, and are currently provided via Performance Rights.
Total Annual Remuneration	Total Fixed Remuneration plus STI.
Total Remuneration	Total Fixed Remuneration plus STI and LTI.
Superannuation Guarantee Charge ("SGC")	This is the employer contribution to an employee nominated superannuation fund required by law. The percentage contribution was set at 9.5% in the reporting period and is capped in line with the SGC maximum quarterly payment.
Employees and Contractors Option Plan ("ECOP")	The plan permits the Company, at the discretion of the Directors, to grant Options over unissued ordinary shares of the Company to eligible Directors, members of staff and contractors as specified in the plan rules. The plan is currently dormant and no further Options will be issued under this plan.
Employee Share Option and Performance Rights Plan ("ESOP")	The plan permits the Company, at the discretion of the Directors, to grant both Options and Performance Rights over unissued ordinary shares of the Company to eligible Directors and members of staff as specified in the plan rules.
Total Shareholder Return ("TSR")	TSR is the total return on an ordinary share to an investor arising from growth in the share price plus any dividends received.
Key Performance Indicators ("KPIs")	A form of performance measurement for individual performance against a pre-defined set of goals.
Peer Group	20 comparator gold mining companies selected to be included in the Peer Group to measure the Company's performance within this selected Group.
Volume Weighted Average Share Price ("VWAP")	A 30 day volume weighted average share price quote on the Australian Stock Exchange (ASX). The VWAP is to be used when assessing Company performance for TSR.
C1 Cash Cost Rank	Evolution's C1 cash cost per ounce performance relative to the Peer Group.
Fees	Fees paid to Executive and Non-Executive Directors for services as a Director, including sub-committee fees as applicable.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Remuneration Report (Audited) (continued)

(c) Remuneration Governance

The Board of Directors ("the Board") has an established Nomination and Remuneration Committee, consisting solely of Non-Executive Directors, with the delegated responsibility to report on and make recommendations to the Board on the:

- appropriateness of the remuneration policies and systems, having regard to whether they are:
 - relevant to the Company's wider objectives and strategies;
 - legal and defensible;
 - in accordance with the human resource objectives of the Company;
- performance of the Executive Directors (on an annual basis) and ensure there is a process for determining key performance indicators for the ensuing period; and
- remuneration of the Executive, Non-Executive Directors and Key Management Personnel, in accordance with approved Board policies and processes.

(d) Industry Context

During the year the Group has seen a stronger gold price environment with the Australian dollar (A\$) gold price averaging \$1,485/oz. The last 12 months have created opportunities on a number of fronts with a tough period for the mining sector as a whole and a number of global gold mining companies focusing on deleveraging their balance sheets through the divestment of some or all of their Australian assets. The gold sector has been a more attractive option for candidates. As a Group we have continued to focus on adapting quickly to the prevailing conditions over the past few years, through effectively stripping out costs within the business, combined with effective cash flow and cost management, while consistently delivering on guidance. In the year ended 30 June 2015, the Group has also seen a strong year with our growth agenda and we have managed to acquire some excellent talent from the market place.

Over the last few years, from a remuneration perspective, we have continued to take a "share in the good times and ride the tough times" approach to how we manage our remuneration and incentives with a focus on our decision making being underpinned by our remuneration principles. The latest McDonald's remuneration benchmarking report (April 2015 - 101 companies, covering 176 operations, of which 70% are owner operator and 30% operated by mining contractors), had the following key findings:

- Considering weak macro-economic data and the headwinds facing other commodity groups, low levels of increases are expected over the next 12 months;
- Variable pay as a component of total remuneration continues to grow in popularity as employers increasingly pursue higher productivity and sustainable fixed wage spend;
- Commute workers (FIFO/DIDO) continue to be paid more than residential workers who get to go home to their families every night;
- Despite the recent coverage of some companies moving to a 2/1 roster pattern, roster configurations remain largely unchanged from 2014. Most popular patterns are owner operator 5/2 and 8/6 and contractors 8/6, 2/1 and even;

Evolution's remuneration strategy and approach is firmly linked to our mining peers as an external benchmark. We will continue to track market norms and reward performance.

We firmly believe we have the right vision and strategy and our remuneration strategy aims to ensure that we have the right mix of responding to the prevailing market conditions, recognising and rewarding the good work done over the last 12 months and ensuring that we have motivated and engaged employees to enable the successful delivery of short term goals and longer term strategic objectives.



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Remuneration Report (Audited) (continued)

(e) Remuneration Strategy and Philosophy

The remuneration strategy was set in the year ended 30 June 2012 with the assistance of Mercer Australia ("remuneration consultants"), which included the setting of short term ("STIP") and long term incentive plans ("LTIP") to align with objectives of the newly established entity. For the year ended 30 June 2015, new STIP and LTIP measures were agreed and aligned to the key objectives for the Group.

The Group's target remuneration philosophies are:

- **Total Fixed Remuneration** (TFR being base salary plus superannuation) positioned at the median (50th percentile) based on the industry benchmark McDonald report (an industry recognised gold and general mining remuneration benchmarking survey covering over 100 organisations within the industry);
- **Total Annual Remuneration** (TFR plus STIP) at the 75th percentile; and
- **Total Remuneration** (TFR plus STIP plus LTIP) at the 75th percentile, with flexibility to provide up to the 90th percentile levels for critical roles.

The overarching objectives and principles of the Group's remuneration strategy are that:

- total remuneration for each level of the workforce is appropriate and competitive;
- total remuneration comprises a competitive fixed component and a sizeable "at risk" component based on performance hurdles;
- short term incentives are appropriate with hurdles that are measurable, transparent and achievable;
- incentive plans are designed to motivate and incentivise for high performance and delivery on organisational objectives;
- the corporate long term incentives are focused on shareholder value; and
- the principles and integrity of the remuneration review process deliver fair and equitable outcomes.

(f) Remuneration Policy

Executive Directors and Key Management Personnel Remuneration Policy

The Group remuneration policy has been designed to align Executive Directors and Key Management Personnel objectives with shareholder and business objectives by providing a TFR component and offering specific "at risk" short and long-term incentives based on key performance areas affecting the Group's overall performance. The Nomination and Remuneration committee was formed to review the specifics of Directors and KMP remuneration and oversee all Group compensation changes and principles. The Board believes the remuneration policy to be strategic, appropriate and effective in its ability to attract and retain Executive Directors and KMP and to operate and manage the Group effectively.

The Group defines and applies its remuneration policy and elements by considering the overall business plan, external market conditions, key employee value drivers, individual employee performance and industry benchmark data.

All KMP receive a remuneration package in line with the overall Group policy and additionally takes into account factors such as length of service and experience. The Nomination and Remuneration Committee reviews executive packages annually by reference to the Group's performance, individual KMP performance and comparable information from industry sectors and surveys, as well as other listed companies in similar industries.

The remuneration elements offered by the Group include TFR, which consists of a base salary plus superannuation and a variable or "at risk" remuneration component provided through short and long term incentive plans. Every permanent employee has eligibility under the Group's various STIPs.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Remuneration Report (Audited) (continued)

(f) Remuneration Policy (continued)

Executive Directors and Key Management Personnel Remuneration Policy (continued)

Executive Directors and KMP receive a superannuation guarantee contribution ("SGC") required by law, of 9.5% and capped in line with the SGC maximum quarterly payment, and do not receive any other retirement benefits. Some individuals, however, may choose to sacrifice part of their salary to increase payments towards superannuation.

No changes were made to the remuneration structure during the year. The at Target achievement remuneration mix for Executive Directors and KMP for the current and prior year is as follows:

	Fixed Remuneration		At Risk - STI		At Risk - LTI	
	2015	2014	2015	2014	2015	2014
Executive Directors						
Jacob Klein	33.3%	33.3%	20.0%	20.0%	46.7%	46.7%
Lawrie Conway (i)	47.6%	100%	23.8%	-	28.6%	-
Key Management Personnel						
Aaron Colleran	47.6%	47.6%	23.8%	23.8%	28.6%	28.6%
Paul Eagle	55.6%	55.6%	22.2%	22.2%	22.2%	22.2%
Evan Elstein	47.6%	47.6%	23.8%	23.8%	28.6%	28.6%
Mark Le Messurier	47.6%	47.6%	23.8%	23.8%	28.6%	28.6%
Roric Smith	47.6%	47.6%	23.8%	23.8%	28.6%	28.6%
Tim Churcher (ii)	-	47.6%	-	23.8%	-	28.6%

(i) Appointed as Finance Director and Chief Financial Officer on 1 August 2014, previously a Non-Executive Director.

(ii) Employment terminated on 1 July 2014.

Non-Executive Directors Remuneration Policy

The Board policy is to remunerate Non-Executive Directors at market rates for comparable companies for time, commitment and responsibilities. The Nomination and Remuneration Committee determines Non-Executive Directors fees and reviews this annually, based on market practice, their duties and areas of responsibility. Independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders (currently \$750,000 per annum). Fees for Non-Executive Directors are not linked to the performance of the Group and they do not participate in the Group's STIP or LTIP.



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Remuneration Report (Audited) (continued)

(g) Relationship between Remuneration and Performance

The relative proportions of actual remuneration received by the Directors and KMP of the Group is calculated based on the Remuneration of Directors and KMP table presented on page 77. The At Risk - LTI component comprises the fair value of options and performance rights expensed during the year. The breakdown between fixed and performance related remuneration received for the current and prior year is as follows:

	Fixed Remuneration		At Risk - STI		At Risk - LTI	
	2015	2014	2015	2014	2015	2014
Directors						
Jacob Klein	35.2%	42.1%	30.6%	30.4%	34.2%	27.5%
Lawrie Conway (i)	56.0%	100.0%	39.7%	-	4.4%	-
James Askew	100.0%	100.0%	-	-	-	-
Graham Freestone	100.0%	100.0%	-	-	-	-
Colin Johnstone (ii)	100.0%	100.0%	-	-	-	-
Thomas McKeith (iii)	100.0%	100.0%	-	-	-	-
John Rowe	100.0%	100.0%	-	-	-	-
Peter Smith (iv)	-	100.0%	-	-	-	-
Paul Marks (v)	-	100.0%	-	-	-	-
Key Management Personnel						
Aaron Colleran	44.6%	54.5%	32.1%	26.2%	23.3%	19.3%
Paul Eagle	55.0%	61.3%	30.9%	28.6%	14.1%	10.1%
Evan Elstein	46.7%	55.1%	33.2%	29.7%	20.1%	15.3%
Mark Le Messurier	45.3%	49.4%	32.0%	33.3%	22.6%	17.2%
Roric Smith	45.6%	52.4%	31.5%	28.3%	22.9%	19.3%
Tim Churcher (vi)	-	57.8%	-	21.9%	-	20.3%

- (i) Appointed as Finance Director and Chief Financial Officer on 1 August 2014, previously a Non-Executive Director.
- (ii) Appointed as a Director on 30 September 2013.
- (iii) Appointed as a Director on 1 February 2014.
- (iv) Resigned as a Director on 30 September 2013.
- (v) Resigned as a Director on 4 November 2013.
- (vi) Employment terminated on 1 July 2014.

Short Term Incentive Plans

(i) *The Group Plan*

The Group STIP applies to employees at the level of Manager and above across the Group. The Group STIP is a cash bonus, up to a maximum percentage of TFR, based on the employee job band. It is assessed and paid annually conditional upon the achievement of key corporate objectives, which for the current financial year were in the areas of safety, group cash contribution, production, costs and a board discretionary element, as well as individual key performance indicators ("KPI"). The Group STIP is currently set at between 20% and 60% of TFR for at Target achievement, with a maximum of 1.5 x Target at 30%-90% of TFR for Stretch achievement, depending on the employee job band.

Details of Group STIP's and bonuses paid to the Directors and KMP are shown in the Remuneration Table on page 77.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Remuneration Report (Audited) (continued)

(g) Relationship between Remuneration and Performance (continued)

Short Term Incentive Plans (continued)

The Group's performance against the STI Scorecard for FY15 is as follows:

STIP Scorecard		Target (100%)	STIP Weighting	Result	Award
HSE	Safety Indicator (TRIFR)	10.0	10%	9.6	14%
	Vehicle & Mobile Equipment (Incidents)	168	10%	135	15%
Profitability	Group Cash Contribution (\$ million)	4	15%	61	23%
	Group Total Mine Costs (\$ million)	535	15%	528	17%
	Production (koz)	418	15%	438	22%
Discretionary	Discretionary	100%	35%	140%	49%
Total			100%		140%

The discretionary component was allocated a high weighting to provide the Board with more input into the overall business performance and to address factors outside of the operational performance (safety, production, costs and cash).

At the time of setting the FY15 STIP measures the Board determined it would consider the following factors when awarding the score for this measure:

- Emphasise the growth component;
- Overall business performance;
- Delivery of growth options;
- Discovery success - new resources at sites and/or new high grade greenfield acquisitions; and
- Improved group asset quality.

The Board approved a discretionary score of 140% for a number of reasons, including:

- Overall business performance on a group basis met or exceeded set targets. A number of records have been achieved throughout the business this year. The weighted average result of the four (4) business performance measures in the STIP was 139%;
- Existing operational performance allowed for the growth options to be progressed or executed;
- Growth options have been delivered on multiple fronts with the La Mancha and Cowal acquisitions being successfully executed. A number of other growth options were advanced and presented to the Board for consideration. Funding was secured for all growth options progressed;
- The two growth options executed clearly demonstrate an improvement in the group asset quality; and
- Discovery success has had mixed outcomes with the Puhi Puhi acquisition, the strategic stake in Phoenix Gold, and the potential at Mungari and Cowal outweighing the lower than expected outcome of new resources at existing assets.

(ii) The Production Bonus

The Production Bonus is a cash award which applies to all employees at Operating Sites who are not eligible for the Group STIP. It is determined on a quarterly basis based on the achievement of each Operating Site's KPIs. The Production Bonus is currently set at 10% of TFR for at target achievement, with a maximum of 20% of TFR for stretch achievement.



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Remuneration Report (Audited) (continued)

(g) Relationship between Remuneration and Performance (continued)

Short Term Incentive Plans (continued)

(iii) The Annual Performance Bonus

The Annual Performance Bonus applies to corporate employees and those employees who, by exception, are not included in a Group STIP or Production Bonus Plan. The Annual Performance Bonus is targeted at up to a maximum of 20% for stretch achievement (target of 10%), as a cash bonus on TFR, paid annually against the outcomes of individual KPIs.

Long Term Incentive Plans

The Company has two long term incentive plans currently in existence, specifically the Employees and Contractors Option Plan ("ECOP") and the Employee Share Option and Performance Rights Plan ("ESOP"), together and separately also referred to as the Long Term Incentive Plan ("LTIP"). The ECOP is now effectively dormant with no new options to be issued under this plan.

(i) Employees and Contractors Option Plan ("ECOP")

The ECOP was established and approved at the Annual General Meeting on 27 November 2008. The plan permits the Company, at the discretion of the Directors, to grant Options over unissued ordinary shares of the Company to eligible Directors, members of staff and contractors as specified in the plan rules.

Options under ECOP

As at 30 June 2015, there were 488,651 Options outstanding (30 June 2014: 488,651), all of which were on issue to Directors.

The movement in the Options under this plan is summarised in the table below:

	2015 Number	2014 Number
Outstanding balance at the beginning of the year	488,651	2,034,111
Issued during the period	-	-
Exercised during the period	-	-
Expired during the period	-	(1,545,460)
Outstanding balance at the end of the year	488,651	488,651

(ii) The Employee Share Option and Performance Right Plan ("ESOP")

The ESOP was established and approved at the Annual General Meeting on 23 November 2010, and re-approved at the Annual General Meeting on 26 November 2014. The plan permits the Company, at the discretion of the Directors, to grant both Options and Performance Rights over unissued ordinary shares of the Company to eligible Directors and members of staff as specified in the plan rules.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Remuneration Report (Audited) (continued)

(g) Relationship between Remuneration and Performance (continued)

Long Term Incentive Plans (continued)

Under the ESOP, the Options and Performance Rights, issued for nil consideration, are granted in accordance with performance guidelines established by the Board. In exercising their discretion under the rules, the Directors will take into account matters such as the position of the eligible person, the role they play in the Group, the nature or terms of their employment or contract and the contribution they make to the Group as a whole. The Options and Performance Rights are issued for a specified period and each Option or Performance Right is convertible into one ordinary share. The exercise price of the Options, determined in accordance with the rules of the plan, is based on the market price of a share on grant date or another specified date after grant close. All Options and Performance Rights expire on the earlier of their expiry date or termination of the employee's employment subject to Director discretion. Options and Performance Rights do not vest until a specified period after granting and their exercise is conditional on the achievement of certain performance hurdles that are aligned with shareholder interests.

There are no voting or dividend rights attached to the Options or Performance Rights. Voting rights will attach to the ordinary shares when the Options have been exercised or the Performance Rights vested. Unvested Options and Performance Rights cannot be transferred and will not be quoted on the ASX.

Options under ESOP

During the year 1,734,000 Option expired and there were 7,161,087 Options outstanding at 30 June 2015 (30 June 2014: 8,895,087), of which 5,562,436 were issued to Directors and KMP (30 June 2014: 6,312,436).

The movement in the Options under this plan is summarised in the table below:

	2015 Number	2014 Number
Outstanding balance at the beginning of the year	8,895,087	8,895,087
Issued during the period	-	-
Exercised during the period	-	-
Expired during the period	(1,734,000)	-
Outstanding balance at the end of the year	7,161,087	8,895,087

Performance Rights under ESOP

The ESOP approved by shareholders on 23 November 2010 provided for the issuance of Performance Rights to Executive Directors and eligible employees. This LTIP was introduced for employees at the level of Manager and above, effective from 1 July 2011 and provides equity based "at risk" remuneration, up to maximum percentages, based on, and in addition to, each eligible employee's TFR. These incentives are aimed at retaining and incentivising KMP and senior managers on a basis that is aligned with shareholder interests, and are provided via Performance Rights.

The movement in Performance Rights under this plan is summarised in the table below:

	2015 Number	2014 Number
Outstanding balance at the beginning of the year	14,316,889	7,048,629
Performance rights granted during the period	10,804,370	10,498,408
Vested during the period	(724,809)	(559,378)
Lapsed during the period	(522,766)	(752,227)
Forfeited during the year	(2,491,573)	(1,918,543)
Outstanding balance at the end of the year	21,382,111	14,316,889



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Remuneration Report (Audited) (continued)

(g) Relationship between Remuneration and Performance (continued)

Long Term Incentive Plans (continued)

During the year the Company issued 10,804,370 Performance Rights to employees.

The second tranche of Performance rights awarded during the 2012 financial year were tested as at 30 June 2014 and vested on 3 September 2014. 724,809 Performance Rights met the performance measures and vested whilst 522,766 Performance Rights did not meet the performance measures and lapsed. This equates to a vesting rate of 63.25% and a lapsing rate of 36.75%.

The Performance Rights awarded during the 2013 financial year were tested as at 30 June 2015. As at the date of this report, 2,262,827 Performance Rights have met the performance measures and are expected to vest subject to Board Confirmation and 923,356 Performance Rights did not meet the performance measures and are expected to lapse. This equates to a vesting rate of 71.02% and a lapsing rate of 28.98%.

There are 10,498,408 Performance Rights granted during the 2014 financial year which will be subject to performance testing as at 30 June 2016.

Vesting Conditions of Performance Rights

Performance Rights issued under the LTIP generally have a term of up to 3 years and vest based on the achievement of specific targets.

Refer below for a summary of the specific targets that Performance Rights will be tested against:

Performance Target	Description	Weighting for FY13 grants	Weighting for FY14 grants	Weighting for FY15 and FY16 grants
(i) TSR Performance	The Group's relative total shareholder return (TSR) measured against the TSR for a peer Company of 20 comparator gold mining companies (Peer Group)	60%	33.33%	25%
(ii) C1 Cash Costs Performance	The Group's net C1 cash costs per ounce ranking amongst the Peer Group	20%	-	-
(iii) Increasing Mine Life	Increasing mine life to 8 year mine life at June 2015 production rates	20%	-	-
(iv) Absolute TSR performance	The Group's absolute TSR return	-	33.33%	25%
(v) Growth in Earnings per share	Growth in the Group's Earnings per share	-	33.33%	25%
(vi) Increase in ore reserves per share	Increasing the ore reserves per share over a 3 year period	-	-	25%

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Remuneration Report (Audited) (continued)

(g) *Relationship between Remuneration and Performance (continued)*

Long Term Incentive Plans (continued)

The performance testing date (hereinafter referred to as the "Relevant Date") for the various grants are summarised below:

- Year ended 30 June 2013: Performance Rights that were granted in the financial year ended 30 June 2013 were tested as at 30 June 2015.
- Year ended 30 June 2014: Performance Rights that were granted in the financial year ended 30 June 2014 will be tested as at 30 June 2016.
- Year ended 30 June 2015: Performance Rights that were granted in the financial year ended 30 June 2015 will be tested as at 30 June 2017.

(i) *TSR Performance*

A proportion of Performance Rights will be tested against the Group's TSR performance relative to the Peer Group on the Relevant Date.

The Group's TSR will be based on the percentage by which its 30-day volume weighted average share price quoted on ASX ("VWAP") at the close of trade on the Relevant Date (plus the value of any dividends paid during the performance period) has increased over the Group's applicable 30-day VWAP at the close of trade, relating to the grant of Performance Rights for that period.

The TSR for the Peer Group will be based on the percentage by which the Peer Group's 30-day VWAP at the close of trade on the Relevant Date (plus the value of any dividends paid during the performance period) has increased over that Group's applicable 30-day VWAP at the close of trade, relating to the grant of Performance Rights for that period.

The Peer Group for the Performance Rights issued in the financial year ended 30 June 2013 and tested as at 30 June 2015 is as follows:

Alacer Gold Corp	CGA Mining Ltd	Medusa Mining Ltd	Resolute Mining Ltd
Alamos Gold Inc	Dundee Precious Metals Inc	New Gold Inc	Semafo Inc
Allied Gold Ltd	Golden Star Resources Ltd	Oceana Gold Corp	Silver Lake Resources
Aurico Gold Inc	Intrepid Mines Ltd	Perseus Mining Ltd	St Barbara Ltd
Centamin Egypt Inc	Kingsgate Consolidated Ltd	Regis Resources NL	Troy Resources

- (i) Allied Gold has been replaced with Beadell Resources for the FY14 Peer Group of comparator companies.
- (ii) CGA Mining has been replaced with Endeavour Mining Corporation for the FY14 Peer Group of comparator companies.
- (iii) Intrepid Mines Ltd has been replaced with Northern Star Resources for the FY14 Peer Group of comparator companies.



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Directors' Report
30 June 2015**

Remuneration Report (Audited) (continued)

(g) Relationship between Remuneration and Performance (continued)

Long Term Incentive Plans (continued)

The Peer Group for the Performance Rights issued in the financial year ended 30 June 2015 and will be tested as at 30 June 2017 is as follows:

Alacer Gold Corp	Centamin Egypt Inc	Medusa Mining Ltd	Regis Resources NL
Alamos Gold Inc	Dundee Precious Metals Inc	New Gold Inc	Resolute Mining Ltd
Argonaut Gold Inc	Endeavour Mining Corporation	Northern Star Resources NL	Semafo Inc
Aurico Gold Inc	Golden Star Resources Ltd	Oceana Gold Corp	Silver Lake Resources
Beadell Resources Limited	Kingsgate Consolidated Ltd	Perseus Mining Ltd	Troy Resources

- (i) Argonaut Gold Inc. replaced St Barbara Ltd for the FY15 Peer Group of comparator companies.
- (ii) Beadell Resources Limited replaced Allied Gold Ltd for the FY14 Peer Group of comparator companies.
- (iii) Endeavour Mining Corporation replaced CGA Mining Ltd for the FY14 Peer Group of comparator companies.
- (iv) Northern Star Resources NL replaced Intrepid Mines for the FY14 Peer Group of comparator companies.
- (v) Silver Lake Resources replaced Northgate Mineral Corp for the FY12 Peer Group of comparator companies.

The Board has the discretion to adjust the composition and number of the companies in the Peer Group to take into account events including, but not limited to, takeovers, mergers and de-mergers that might occur during the performance period. For the FY15 Peer Group, the Board has exercised its discretion and replaced St Barbara Ltd with Argonaut Gold Inc.

The proportion of the TSR Performance Rights that will vest will be based on the Relevant Date TSR as compared to the Peer Group TSRs. The proportion of the TSR Performance Rights that will vest will be determined as follows:

Level of performance achieved	Evolution TSR performance as compared to the Peer Group TSR	% of TSR Performance Rights vesting
Threshold	Top 50th percentile	33%
	Above the top 50th percentile and below the top 25th percentile	Straight-line pro-rata between 33% and 66%
Target	Top 25th percentile	66%
	Above the top 25th percentile and below the top 10th percentile	Straight-line pro-rata between 66% and 100%
Exceptional	Top 10th percentile or above	100%

(ii) C1 Cash Costs Performance

A proportion of Performance Rights will be tested against the Group's C1 cash costs per ounce performance relative to the Peer Group Companies ("C1 Performance Rights"). This target is applicable to Performance Rights that were granted during the financial years ended 30 June 2012 and 30 June 2013.

The net C1 cash costs per ounce (in Australian dollars) for the Group and the Peer Group will be determined for the period ended on the Relevant Date ("Cash Costs").

The Group's Cash Costs will be ranked against the Cash Costs for the Peer Group ("the Group's C1 Rank").

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Remuneration Report (Audited) (continued)

(g) Relationship between Remuneration and Performance (continued)

Long Term Incentive Plans (continued)

The proportion of the C1 Costs Performance Rights that will vest will be determined based on the Group's C1 Rank as follows:

Level of performance achieved	Evolution C1 performance as compared to the Peer Group C1	% of C1 Performance Rights vesting
Threshold	Top 70th percentile	33%
	Above the top 70th percentile and below the top 50th percentile	Straight-line pro-rata between 33% and 66%
Target	Top 50th percentile	66%
	Above the top 50th percentile and below the top 35th percentile	Straight-line pro-rata between 66% and 100%
Exceptional	Top 35th percentile or above	100%

(iii) Increasing Mine Life

A proportion of Performance Rights granted during the year ended 30 June 2013 will be tested against the Group's ability to increase its mine life to 8 years calculated at 30 June 2015 production rates, with reference to its ore reserves at that date.

(iv) Absolute TSR Performance

A proportion of Performance Rights granted during the years ended 30 June 2014, 30 June 2015 and to be granted during the financial year ended 30 June 2016, will be tested against the Group's Absolute TSR performance relative to the 30 days VWAP (Absolute TSR Performance Rights) as at 30 June 2016, 30 June 2017 and 30 June 2018 respectively, measured as the cumulative annual TSR over the three year performance period.

Level of performance achieved	Evolution Absolute TSR performance	% of Absolute TSR Performance Rights vesting
Threshold	10% Per Annum Return	33%
	Above 10% Per Annum Return and below 15% Per Annum Return	Straight-line pro-rata between 33% and 66%
Target	15% Return Per Annum	66%
	Above 15% Per Annum Return and below 20% Per Annum Return	Straight-line pro-rata between 66% and 100%
Exceptional	Above 20% Per Annum Return	100%



**Evolution Mining Limited
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Remuneration Report (Audited) (continued)

(g) Relationship between Remuneration and Performance (continued)

Long Term Incentive Plans (continued)

(v) Growth in Earnings Per Share

A proportion of Performance Rights granted during the year ended 30 June 2014, 30 June 2015 and 30 June 2016 will be tested against the Group's growth in Earnings Per Share, calculated by excluding any Non-Recurring Items, and measured as the cumulative annual growth rate over the three year performance period.

Level of performance achieved	Evolution Earnings per share performance	% of Earnings Per Share Performance Rights vesting
Threshold	7% Per Annum Growth in EPS	33%
	Above 7% Per Annum Growth in EPS and below 11% Per Annum Growth in EPS	Straight-line pro-rata between 33% and 66%
Target	11% Per Annum Growth in EPS	66%
	Above 11% Per Annum Growth in EPS and below 15% Per Annum Growth in EPS	Straight-line pro-rata between 66% and 100%
Exceptional	Above 15% Per Annum Growth in EPS	100%

(vi) Growth in Ore Reserves Per Share

A proportion of Performance Rights granted during the year ended 30 June 2015 and those to be granted during the year ended 30 June 2016, will be tested against the Group's ability to grow its Ore Reserves, calculated by measuring the growth over the three year performance period by comparing the baseline measure of the Ore Reserves as at 31 December 2013 and 31 December 2014 ("Baseline Ore Reserves") to the Ore Reserves as at 31 December 2016 and 31 December 2017 on a per share basis, with testing to be performed at 30 June 2017 and 30 June 2018 respectively.

Level of performance achieved	Evolution Growth in Ore Reserves per share performance	% of Growth in Ore Reserves Performance Rights vesting
Threshold	80% of Baseline Ore Reserves	33%
	Above 80% of Baseline Ore Reserves but below 100% Baseline Ore Reserves	Straight-line pro-rata between 33% and 66%
Target	100% Baseline Ore Reserves	66%
	Above 100% of Baseline Ore Reserves and below 120% of Baseline Ore Reserves	Straight-line pro-rata between 66% and 100%
Exceptional	120% and above of Baseline Ore Reserves	100%

Performance Rights Valuation for FY15 Grants

The Performance Rights have four performance components: two market-based TSR conditions, being a relative and an absolute TSR condition, and two non-market based conditions, being the EPS growth condition, the increased ore reserve condition in addition to continued employment at the vesting date.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Remuneration Report (Audited) (continued)

(g) Relationship between Remuneration and Performance (continued)

Long Term Incentive Plans (continued)

The fair value of the TSR Performance Rights (market-based condition) was estimated at the date of grant using Monte Carlo simulation, taking into account the terms and conditions upon which the awards were granted.

The following tables list the model inputs for the Performance Rights granted during the financial year, the fair value of Performance Rights at grant date and number of Performance Rights granted during the year:

	TSR	Absolute TSR	Growth in EPS	Growth in Ore Reserves
September 2014 rights issue				
Number of rights issued	1,901,265	1,901,265	1,901,265	1,901,265
Spot price (\$)	0.765	0.765	0.765	0.765
Risk-free rate (%)	2.70	2.70	2.70	2.70
Term (years)	2.8	2.8	2.8	2.8
Volatility (%)	55-65	55-65	55-65	55-65
Fair value at grant date (\$)	0.380	0.475	0.710	0.710
November 2014 rights issue				
Number of rights issued	691,578	691,578	691,578	691,578
Spot price (\$)	0.610	0.610	0.610	0.610
Risk-free rate (%)	2.54	2.54	2.54	2.54
Term (years)	2.6	2.6	2.6	2.6
Volatility (%)	55-65	55-65	55-65	55-65
Fair value at grant date (\$)	0.375	0.320	0.560	0.560
February 2015 rights issue				
Number of rights issued	108,250	108,250	108,250	108,250
Spot price (\$)	0.985	0.985	0.985	0.985
Risk-free rate (%)	1.85	1.85	1.85	1.85
Term (years)	2.4	2.4	2.4	2.4
Volatility (%)	60-65	60-65	60-65	60-65
Fair value at grant date (\$)	0.820	0.705	0.940	0.940

For details of Director and KMP interests in options at year end, refer to page 83.



**Evolution Mining Limited
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Remuneration Report (Audited) (continued)

(h) Remuneration of Directors and Key Management Personnel

The following tables show details of the remuneration received by the Directors and the KMP of the Group for the current and previous financial year.

2015	Total Fixed Remuneration		Post Employment Benefits	STI	LTI		Total
	Base Salary and Fees	Non-Monetary Benefits (ii)	Super-annuation	Bonus	Amortised Value (iii)	Other benefits (iv)	
Directors							
Jacob Klein	985,017	-	18,783	700,000	780,403	150,000	2,634,203
Lawrie Conway (i)	536,601	-	18,102	325,000	35,739	320,240	1,235,682
James Askew	111,875	-	-	-	-	-	111,875
Graham Freestone (v)	124,155	-	10,845	-	-	-	135,000
Colin Johnstone	111,875	-	-	-	-	-	111,875
Thomas McKeith (v)	109,886	-	9,489	-	-	-	119,375
John Rowe	112,500	-	-	-	-	-	112,500
Key Management Personnel							
Aaron Colleran	398,167	-	18,783	300,000	217,270	125,000	1,059,220
Paul Eagle	301,217	-	18,783	180,000	82,133	-	582,133
Evan Elstein	326,217	-	18,783	245,000	148,169	-	738,169
Mark Le Messurier	431,217	10,108	18,783	325,000	229,708	75,000	1,089,816
Roric Smith	406,217	10,108	18,783	300,000	218,541	-	953,649
	3,954,944	20,216	151,134	2,375,000	1,711,962	670,240	8,883,496

- (i) Appointed as Finance Director and Chief Financial Officer on 1 August 2014, previously a Non-Executive Director.
- (ii) Non-monetary benefits relate to car parking benefits provided by the Company.
- (iii) Amortised value of share based rights comprises the fair value of options and performance rights expensed during the year.
- (iv) Other benefits include a one-off discretionary bonus approved by the board for work completed on business development activities. Also included are relocation costs for Lawrie Conway.
- (v) Included in Base Salary and Fees is an amount for work performed on the Entitlement Offer Due Diligence Committee.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Remuneration Report (Audited) (continued)

(h) Remuneration of Directors and Key Management Personnel (continued)

2014	Total Fixed Remuneration		Post Employment Benefits	STI	LTI		Total
	Base Salary and Fees	Non-Monetary Benefits (vii)	Super-annuation	Bonus	Amortised Value (viii) (ix)	Other Benefits (x)	
Directors							
Jacob Klein	984,065	-	17,775	580,000	523,795	-	2,105,635
Lawrie Conway (i)	97,883	-	2,117	-	-	-	100,000
James Askew	102,500	-	-	-	-	-	102,500
Graham Freestone	105,263	-	9,737	-	-	-	115,000
Colin Johnstone (ii)	69,375	-	-	-	-	-	69,375
Thomas McKeith (iii)	35,279	-	3,263	-	-	-	38,542
John Rowe	102,500	-	-	-	-	-	102,500
Peter Smith (iv)	23,125	-	-	-	-	-	23,125
Paul Marks (v)	29,965	-	1,958	-	-	-	31,923
Key Management Personnel							
Aaron Colleran	398,180	-	17,775	200,000	147,675	-	763,630
Paul Eagle	272,225	-	17,775	135,000	47,719	-	472,719
Evan Elstein	307,225	-	17,775	175,000	90,045	-	590,045
Mark Le Messurier	418,225	9,234	17,775	300,000	155,144	-	900,378
Roric Smith	398,180	9,234	17,775	230,000	156,902	-	812,091
Tim Churcher (vi)	398,180	-	27,093	161,000	149,226	236,908	972,407
	3,742,170	18,468	150,818	1,781,000	1,270,506	236,908	7,199,870

(i) Appointed as Finance Director and Chief Financial Officer on 1 August 2014, previously a Non-Executive Director.

(ii) Appointed as a Director on 30 September 2013.

(iii) Appointed as a Director on 1 February 2014.

(iv) Resigned as a Director on 30 September 2013.

(v) Resigned as a Director on 4 November 2013.

(vi) Employment terminated on 1 July 2014.

(vii) Non-monetary benefits relate to car parking benefits provided by the Company.

(viii) Amortised value of share based rights comprises the fair value of options and performance rights expensed during the year.

(ix) An immaterial error, both individually and in aggregate, was identified during the year resulting in a restatement of the 2014 amortised value.

(x) Other benefits includes termination benefits paid to Tim Churcher during the year.



**Evolution Mining Limited
Annual Financial Report
Directors' Report
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Remuneration Report (Audited) (continued)

(h) Remuneration of Directors and Key Management Personnel (continued)

The following tables show details of the STIP granted by the Directors and the KMP of the Group for the current and previous financial year.

2015	Total STIP Granted (\$)	% of Maximum Entitlement Granted	% of Maximum Entitlement Forfeited
Directors			
Jacob Klein	700,000	96.8%	3.2%
Lawrie Conway *	325,000	96.3%	3.7%
Key Management Personnel			
Aaron Colleran	300,000	95.9%	4.1%
Paul Eagle	180,000	93.8%	6.2%
Evan Elstein	245,000	94.7%	5.3%
Mark Le Messurier	325,000	96.3%	3.7%
Roric Smith	300,000	94.1%	5.9%

* Appointed as Finance Director and Chief Financial Officer on 1 August 2014, previously a Non-Executive Director.

2014	Total STIP Granted (\$)	% of Maximum Entitlement Granted	% of Maximum Entitlement Forfeited
Directors			
Jacob Klein	580,000	80.4%	19.6%
Lawrie Conway *	-	-	-
Key Management Personnel			
Aaron Colleran	200,000	80.1%	19.9%
Paul Eagle	135,000	77.6%	22.4%
Evan Elstein	175,000	71.7%	28.3%
Mark Le Messurier	300,000	91.7%	8.3%
Roric Smith	230,000	73.7%	26.3%
Tim Churcher	161,000	51.6%	48.4%

* Appointed as Finance Director and Chief Financial Officer on 1 August 2014, previously a Non-Executive Director.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Remuneration Report (Audited) (continued)

(i) Executive Service Agreements

Remuneration and other key terms of employment for the Executive Directors and KMP are formalised in the Executive Services Agreements table below:

Name	Term of agreement and notice period	Total Fixed Remuneration	Notice Period by Executive	Notice period by Evolution	Termination payments
Existing Executive Directors and Key Management Personnel					
Jacob Klein Executive Chairman	Open	800,000 200,000 fixed Director's Fees	6 months	6 months	12 month Total Fixed Remuneration
Aaron Colleran Vice President Business Development and Investor Relations	Open	415,955	3 months	6 months	6 months Total Fixed Remuneration
Lawrie Conway Finance Director and Chief Financial Officer (i)	Open	450,000 95,000 fixed Director's Fees	3 months	6 months	6 months Total Fixed Remuneration
Paul Eagle General Manager - People and Culture	Open	345,000	3 months	6 months	6 months Total Fixed Remuneration
Evan Elstein Company Secretary and Vice President - Information Technology and Community Relations	Open	370,000	3 months	6 months	6 months Total Fixed Remuneration
Mark Le Messurier Chief Operating Officer	Open	450,000	3 months	6 months	6 months Total Fixed Remuneration
Roric Smith Vice President Discovery and Chief Geologist	Open	425,000	3 months	6 months	6 months Total Fixed Remuneration
Timothy Churcher Chief Financial Officer (ii)	Open	415,000	3 months	6 months	6 months Total Fixed Remuneration

(i) Appointed as Finance Director and Chief Financial Officer on 1 August 2014, previously a Non-Executive Director.

(ii) Employment terminated on 1 July 2014.

Fixed salary, inclusive of the required superannuation contribution amount, is reviewed annually by the Board following the end of the financial year. The amounts set out above are the Executive Directors and KMP total fixed remuneration as at the date of this report.



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Remuneration Report (Audited) (continued)

(j) Share-based Compensation and Performance Rights

Options

The following share Options granted to Directors and KMP as remuneration lapsed before the end of the year. No grants of share-based payment compensation to Directors and KMP were exercised during the financial year. No share Options were granted to Directors and KMP during the year.

	Awarded Number	Grant Date	Expiry Date	Fair Value per Award	Fair Value of Options at Grant Date	Exercise Price	Vested
Key Management Personnel							
Aaron Colleran	750,000	17/10/2011	01/06/2015	\$0.867	650,250	\$1.267	100%

(i) Performance rights

The following Performance Rights were granted to Executive Directors and KMP as remuneration during the year.

Name	Grant date	Max No. of Performance Rights Granted	Value of Performance Rights at Grant date
Directors			
Jacob Klein (ii)	26/11/2014	2,229,965	1,011,847
Lawrie Conway (i) (ii)	26/11/2014	536,347	243,368
Key Management Personnel			
Aaron Colleran	03/09/2014	495,770	281,969
Paul Eagle	03/09/2014	254,268	144,615
Evan Elstein	03/09/2014	411,200	233,870
Mark Le Messurier	03/09/2014	536,347	305,047
Roric Smith	03/09/2014	506,550	288,100

- (i) Appointed as Finance Director and Chief Financial Officer on 1 August 2014, previously a Non-Executive Director.
- (ii) Grant of Performance Rights was subject to shareholder approval at the Annual General Meeting, which occurred on 26 November 2014.

Details of the Performance Rights plan and vesting conditions are provided on page 69 of this report.

The value of share-based payments granted during the period is recognised in compensation over the vesting period of the grant, in accordance with Australian Accounting Standards.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Remuneration Report (Audited) (continued)

(k) Director and Key Management Personnel Equity Holdings

(i) Fully Paid Ordinary Shares

	Balance at 1 July 2014	Received during the year on conversion of performance rights	Received during the year on exercise of options	Other changes	Balance at 30 June 2015
Directors					
Jacob Klein	6,117,002	241,626	-	626,055	6,984,682
Lawrie Conway (i)	-	-	-	138,462	138,462
James Askew	500,000	-	-	169,231	669,231
Graham Freestone	68,523	-	-	28,950	97,473
Colin Johnstone	-	-	-	93,554	93,554
Thomas McKeith	-	-	-	138,462	138,462
John Rowe	112,582	-	-	45,210	157,792
Key Management Personnel					
Aaron Colleran	126,283	54,807	-	(60,561)	120,529
Paul Eagle	-	-	-	-	-
Evan Elstein	23,190	24,663	-	20,218	68,071
Mark Le Messurier	66,217	55,355	-	102,723	224,295
Roric Smith	7,118	-	-	3,007	10,125
Tim Churcher (ii)	36,278	45,597	-	34,594	116,469

(i) Appointed as Finance Director and Chief Financial Officer on 1 August 2014, previously a Non-Executive Director.

(ii) Employment terminated on 1 July 2014.



**Evolution Mining Limited
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Directors' Report
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Remuneration Report (Audited) (continued)

(k) Director and Key Management Personnel Equity Holdings (continued)

(ii) Performance Rights

	Balance at 1 July 2014	Granted as compen- sation	Converted	Other changes	At end of the year		Unvested
					Balance at 30 June 2015	Vested and exercisable	
Directors							
Jacob Klein	3,704,090	2,229,965	(241,626)	(160,013)	5,532,416	241,626	5,532,416
Lawrie Conway (i)	-	536,347	-	-	536,347	-	536,347
James Askew	-	-	-	-	-	-	-
Graham Freestone	-	-	-	-	-	-	-
Colin Johnstone	-	-	-	-	-	-	-
Thomas McKeith	-	-	-	-	-	-	-
John Rowe	-	-	-	-	-	-	-
Key Management Personnel							
Aaron Colleran	832,565	495,770	(54,807)	(43,554)	1,229,975	54,807	1,229,975
Paul Eagle	275,425	254,268	-	-	529,693	-	529,693
Evan Elstein	543,768	411,200	(24,663)	(19,599)	910,705	24,663	910,705
Mark Le Messurier	868,933	536,347	(55,355)	(43,990)	1,305,936	55,355	1,305,936
Roric Smith	734,206	506,550	-	-	1,240,756	-	1,240,756
Tim Churcher (ii)	816,038	-	(45,597)	(770,441)	-	45,597	-
	7,775,025	4,970,447	(422,048)	(1,037,597)	11,285,828	422,048	11,285,828

(i) Appointed as Finance Director and Chief Financial Officer on 1 August 2014, previously a Non-Executive Director.

(ii) Employment terminated on 1 July 2014.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Remuneration Report (Audited) (continued)

(k) Director and Key Management Personnel Equity Holdings (continued)

(iii) Options

	Balance at the start of the year	Granted as compensation	Exercised	Other changes	At end of the year		Unvested
					Balance at the end of the year	Vested and exercisable	
Directors							
Jacob Klein	4,677,435	-	-	-	4,677,435	4,677,435	-
Lawrie Conway (i)	-	-	-	-	-	-	-
James Askew	488,651	-	-	-	488,651	488,651	-
Graham Freestone	-	-	-	-	-	-	-
Colin Johnstone	-	-	-	-	-	-	-
Thomas McKeith	-	-	-	-	-	-	-
John Rowe	-	-	-	-	-	-	-
Key Management Personnel							
Aaron Colleran	1,080,000	-	-	(750,000)	330,000	330,000	-
Paul Eagle	-	-	-	-	-	-	-
Evan Elstein	105,000	-	-	-	105,000	105,000	-
Mark Le Messurier	450,000	-	-	-	450,000	450,000	-
Roric Smith	-	-	-	-	-	-	-
Tim Churcher (ii)	-	-	-	-	-	-	-
	6,801,087	-	-	(750,000)	6,051,086	6,051,086	-

(i) Appointed as Finance Director and Chief Financial Officer on 1 August 2014, previously a Non-Executive Director.

(ii) Employment terminated on 1 July 2014.



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Indemnification of officers and auditors

During the financial year the Company paid a premium in respect of a contract insuring the Directors of the Company, the company secretaries and all executive officers of the Company and of any related body corporate against a liability incurred as such a Director, secretary or executive officer to the extent permitted by the *Corporations Act 2001*. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

The Company has entered into a Deed of Indemnity, Insurance and Access with each Director. In Summary the Deed provides for:

- Access to corporate records for each Director for a period after ceasing to hold office in the Company;
- The provision of Directors and Officers Liability Insurance; and
- Indemnity for legal costs incurred by Directors in carrying out the business affairs of the Company.

Except for the above the Company has not otherwise, during or since the financial year, except to the amount permitted by law, indemnified or agreed to indemnify an officer or auditor of the Company or of any related body corporate against a liability incurred as such an officer or auditor.

Proceedings on behalf of the company

No person has applied to the Court under section 237 of the *Corporations Act 2001* for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under section 237 of the *Corporations Act 2001*.

Non-audit services

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company and/or the Group are important.

Details of the amounts paid or payable to the auditor (PricewaterhouseCoopers) for audit and non-audit services provided during the year are set out below.

The board of Directors has considered the position and, in accordance with advice received from the audit committee, is satisfied that the provision of the non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The Directors are satisfied that the provision of non-audit services by the auditor, as set out below, did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services have been reviewed by the audit committee to ensure they do not impact the impartiality and objectivity of the auditor
- none of the services undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants*.

Directors' Report (continued)



Evolution Mining Limited Annual Financial Report Directors' Report 30 June 2015

Non-audit services (continued)

During the year the following fees were paid or payable for non-audit services provided by the auditor of the parent entity, its related practices and non-related audit firms:

	2015 \$	2014 \$
Other assurance services		
PricewaterhouseCoopers firm:		
Due diligence services	45,000	-
Non PricewaterhouseCoopers audit firms		
Due diligence services	78,000	-
Internal audit services	94,514	28,550
Total remuneration for other assurance services	217,514	28,550
Taxation services		
PricewaterhouseCoopers firm:		
Tax compliance services	-	17,000
Non PricewaterhouseCoopers audit firms		
Tax compliance services	12,000	47,573
Tax advisory services	51,565	-
Total remuneration for taxation services	63,565	64,573
Other services		
PricewaterhouseCoopers firm:		
Accounting advice	-	6,520
Total remuneration for other services	-	6,520
Total remuneration for non-audit services	281,079	99,643

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 87.

Rounding of amounts

The Company is of a kind referred to in Class Order 98/100, issued by the Australian Securities and Investments Commission, relating to the 'rounding off' of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, to the nearest dollar.

This report is made in accordance with a resolution of Directors.

Jacob (Jake) Klein
Executive Chairman

Graham Freestone
Lead Independent Director

Sydney
27 August 2015

Auditor's Independence Declaration



Auditor's Independence Declaration

As lead auditor for the audit of Evolution Mining Limited for the year ended 30 June 2015, I declare that to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Evolution Mining Limited and the entities it controlled during the period.

A handwritten signature in black ink that reads 'Tim Goldsmith'.

Tim Goldsmith
Partner
PricewaterhouseCoopers

Sydney
27 August 2015

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Consolidated Statement of Profit or Loss and Other Comprehensive Income



Evolution Mining Limited
Annual Financial Report
Consolidated Statement of Profit or Loss and Other Comprehensive Income
For the year ended 30 June 2015

	Notes	30 June 2015 \$'000	30 June 2014 \$'000
Sales revenue	2	665,958	634,420
Cost of sales	3	(512,085)	(539,806)
Gross Profit		153,873	94,614
Interest income	2	497	264
Other income	2	364	405
Exploration and evaluation costs expensed	3	(6,968)	(6,252)
Share based payments expense	17	(1,868)	(1,729)
Corporate and other administration costs	3	(25,466)	(20,868)
Acquisition and integration costs	3	(5,935)	-
Property, plant and equipment asset write-off	6(c)	-	(2,033)
Finance costs	3	(14,382)	(14,384)
Profit before income tax expense		100,115	50,017
Income tax benefit/(expense)	4	-	-
Profit after income tax expense		100,115	50,017
Other comprehensive income			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Changes in the fair value of available-for-sale financial assets	7(b)	444	(600)
Changes in the fair value of cash flow hedges	7(b)	6,915	(153)
Other comprehensive income, net of tax		7,359	(753)
Total comprehensive income		107,474	49,264
Total comprehensive income for the year is attributable to:			
Owners of Evolution Mining Limited		107,474	49,264
		107,474	49,264
		Cents	Cents
Earnings per share for profit attributable to the ordinary equity holders of the Company:			
Basic earnings per share	19	13.71	7.06
Diluted earnings per share	19	13.44	6.83

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

Consolidated Balance Sheet



Evolution Mining Limited
Annual Financial Report
Consolidated Balance Sheet
As at 30 June 2015

	Notes	30 June 2015 \$'000	30 June 2014 \$'000
ASSETS			
Current assets			
Cash and cash equivalents	5(a)	205,788	31,607
Trade and other receivables	5(b)	10,514	27,774
Inventories	6(a)	66,496	64,262
Derivative financial instruments	10(a)	6,762	-
Total current assets		289,560	123,643
Non-current assets			
Inventories	6(a)	827	2,533
Other financial assets	5(c)	6,516	900
Property, plant and equipment	6(c)	470,522	489,172
Mine development and exploration	6(d)	544,733	493,195
Other non-current assets	6(b)	80	80
Total non-current assets		1,022,678	985,880
Total assets		1,312,238	1,109,523
LIABILITIES			
Current liabilities			
Trade and other payables	5(d)	55,702	67,816
Interest bearing liabilities	5(e)	17,391	22,985
Provisions	6(e)	22,832	14,419
Total current liabilities		95,925	105,220
Non-current liabilities			
Interest bearing liabilities	5(e)	6,525	138,483
Derivative financial instruments	10(a)	-	153
Provisions	6(e)	85,228	80,363
Total non-current liabilities		91,753	218,999
Total liabilities		187,678	324,219
Net assets		1,124,560	785,304
EQUITY			
Issued capital	7(a)	1,292,620	1,048,424
Reserves	7(b)	27,446	18,219
Accumulated losses	7(c)	(195,506)	(281,339)
Capital and reserves attributable to owners of Evolution Mining Limited		1,124,560	785,304
Total equity		1,124,560	785,304

The above Consolidated Balance Sheet should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity



Evolution Mining Limited Annual Financial Report Consolidated Statement of Changes in Equity For the year ended 30 June 2015

	Notes	Issued capital \$'000	Share-based payments \$'000	Fair value revaluation reserve \$'000	Cash flow hedges \$'000	Accumulated losses \$'000	Total equity \$'000
Balance at 1 July 2013		1,047,195	17,243	-	-	(317,183)	747,255
Profit after income tax expense		-	-	-	-	50,017	50,017
Changes in fair value of available-for-sale financial assets		-	-	(600)	-	-	(600)
Changes in fair value of cash flow hedges		-	-	-	(153)	-	(153)
Total comprehensive income		-	-	(600)	(153)	50,017	49,264
Transactions with owners in their capacity as owners:							
Contributions of equity	7(a)	1,229	-	-	-	-	1,229
Dividends provided for or paid	11(b)	-	-	-	-	(14,173)	(14,173)
Recognition of share based payments	17	-	1,729	-	-	-	1,729
		1,229	1,729	-	-	(14,173)	(11,215)
Balance at 30 June 2014		1,048,424	18,972	(600)	(153)	(281,339)	785,304
Balance at 1 July 2014		1,048,424	18,972	(600)	(153)	(281,339)	785,304
Profit after income tax expense		-	-	-	-	100,115	100,115
Changes in fair value of available-for-sale financial assets		-	-	444	-	-	444
Changes in fair value of cash flow hedges		-	-	-	6,915	-	6,915
Total comprehensive income		-	-	444	6,915	100,115	107,474
Transactions with owners in their capacity as owners:							
Contributions of equity	7(a)	244,196	-	-	-	-	244,196
Dividends provided for or paid	11(b)	-	-	-	-	(14,282)	(14,282)
Recognition of share-based payments	17	-	1,868	-	-	-	1,868
		244,196	1,868	-	-	(14,282)	231,782
Balance at 30 June 2015		1,292,620	20,840	(156)	6,762	(195,506)	1,124,560

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows



Evolution Mining Limited
Annual Financial Report
Consolidated Statement of Cash Flows
For the year ended 30 June 2015

	Notes	30 June 2015 \$'000	30 June 2014 \$'000
Cash flows from operating activities			
Receipts from sales		679,105	618,980
Payments to suppliers and employees		(384,678)	(405,963)
Other income		364	405
Interest received		495	252
Interest paid		(10,549)	(11,477)
Net cash inflow from operating activities	8(a)	<u>284,737</u>	<u>202,197</u>
Cash flows from investing activities			
Payments for property, plant and equipment		(44,330)	(42,972)
Payment for mine development and exploration		(146,400)	(127,017)
Proceeds from sale of available-for-sale financial assets		-	144
Payments for available-for-sale financial assets		(5,172)	-
Transfer to / (from) in term deposits		1	(20)
Proceeds from sale of property, plant and equipment		830	-
Net cash outflow from investing activities		<u>(195,071)</u>	<u>(169,865)</u>
Cash flows from financing activities			
Repayment of interest bearing liabilities		(126,784)	-
Proceeds from short term borrowings		45,283	7,062
Repayment of short term borrowings		(51,432)	-
Dividends paid		(11,513)	(12,944)
Proceeds from issues of shares		248,105	-
Payment of transaction costs for issuing shares		(8,552)	-
Payment of finance lease liabilities		(10,592)	(8,505)
Net cash inflow / (outflow) from financing activities		<u>84,515</u>	<u>(14,387)</u>
Net increase in cash and cash equivalents		<u>174,181</u>	<u>17,945</u>
Cash and cash equivalents at the beginning of the period		31,607	13,662
Cash and cash equivalents at end of year	5(a)	<u>205,788</u>	<u>31,607</u>

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

Notes to the Consolidated Financial Statements



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

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Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

How numbers are calculated

This section provides additional information about those individual line items in the financial statements that the Directors consider most relevant in the context of the operations of the Group, including:

- (a) accounting policies that are relevant for an understanding of the items recognised in the financial statements. These cover situations where the accounting standards either allow a choice or do not deal with a particular type of transaction
- (b) analysis and sub-totals, including segment information
- (c) information about estimates and judgements made in relation to particular items.

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Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

1 Segment information

(a) Description of segments

The Group has identified its operating segments based on the internal reports that are reviewed and used by the Executive Chairman and the Senior Leadership Team (the chief business decision makers) in assessing performance and in determining the allocation of resources.

The Group's five operational mine sites, Exploration and Corporate are each treated as individual operating segments. Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment.

Corporate includes share-based payment expenses and other corporate expenditures supporting the business during the period.

Segment performance is evaluated based on earnings before interest, tax, depreciation and amortisation (EBITDA).

The Group's operations are all conducted in the mining industry in Australia and New Zealand.

(b) Segment information

The segment information for the reportable segments for the year ended 30 June 2015 is as follows:

	Cracow \$'000	Pajingo \$'000	Edna May \$'000	Mt Rawdon \$'000	Mt Carlton \$'000	Exploration \$'000	Corporate \$'000	Total \$'000
30 June 2015								
Segment Revenue	138,558	96,697	153,462	156,777	120,464	-	-	665,958
EBITDA	61,823	39,121	73,051	82,546	48,892	(6,968)	(32,108)	266,357
Capital additions*	24,052	24,579	41,329	47,773	28,097	23,981	372	190,183

* Capital additions include assets that were acquired under finance leases during the period.

The segment information for the reportable segments for the year ended 30 June 2014 is as follows:

	Cracow \$'000	Pajingo \$'000	Edna May \$'000	Mt Rawdon \$'000	Mt Carlton \$'000	Exploration \$'000	Corporate \$'000	Total \$'000
30 June 2014								
Segment revenue	139,040	91,074	120,751	148,795	134,760	-	-	634,420
EBITDA	58,573	26,561	35,609	69,464	44,846	(6,252)	(21,245)	207,556
Capital additions*	41,096	22,951	17,381	77,751	37,463	20,272	1,408	218,322

* Capital additions include assets that were acquired under finance leases during the period.



Evolution Mining Limited
Annual Financial Report
Notes to the Consolidated Financial Statements

1 Segment information (continued)

(c) Segment Reconciliation

	30 June 2015 \$'000	30 June 2014 \$'000
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Reconciliation of profit before income tax expense

EBITDA	266,357	207,556
Depreciation and amortisation	(152,721)	(143,824)
Interest income	497	264
Other income	364	405
Finance costs	(14,382)	(14,384)
Profit before income tax expense	100,115	50,017

2 Revenue and other income

	30 June 2015 \$'000	30 June 2014 \$'000
<i>Sales revenue</i>		
Gold sales	634,986	552,722
Silver sales	23,985	73,201
Copper sales	6,987	8,497
	665,958	634,420
<i>Other revenue</i>		
Interest income	497	264
Other income	364	405
	861	669

(a) Recognising revenue from major business activities

Revenue is recognised for the major business activities using the methods outlined below.

(i) Metal Sales

Revenue from sales of refined metals is recognised when the significant risks and rewards of ownership have passed to the buyer and can be reliably measured, which means the following:

- The product is in a form suitable for delivery and no further processing is required by or on behalf of the Group;
- The quantity and quality (grade) of the product can be determined with reasonable accuracy;
- The product has been dispatched to the customer and is no longer under the physical control of the Group;
- The selling price can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the Group; and
- The costs incurred, or expected to be incurred, in respect of the transaction can be measured reliably.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

2 Revenue and other income (continued)

(a) Recognising revenue from major business activities

As a result of the above policy generally revenue is recognised at the time of shipment. Where metal is delivered into physical gold delivery contracts, revenue is recognised at the time of the metal transfer into the buyer's metals account. Refined bullion at the mint awaiting metal transfer to buyer's account is treated as inventory as significant risks and rewards have not passed to the buyer.

(ii) Concentrate Sales

Contract terms for the Group's concentrate sales allow for an adjustment in sales value determined by the final assay of the concentrates based on the final metal content. Initial recognition of the sales revenue for these commodities is based on the most recently determined estimate of product specifications with a subsequent adjustment made to revenue upon final determination. The terms of concentrate sales contracts with third parties contain provisional pricing arrangements. The selling price for metal in concentrate is determined by prevailing spot prices at the time of shipment to the customer. Adjustments to the sales price occur determined by the movements in quoted market prices based on prevailing spot prices during specified future period after the shipment (the "quotation period"). The period between provisional invoicing and final settlement can be between two to three months.

(iii) Other revenue

See note 22(e) for the recognition and measurement of other revenue.

3 Expenses

Breakdown of expenses by nature

	30 June 2015 \$'000	30 June 2014 \$'000
Cost of sales		
Mine operating costs	325,451	364,563
Depreciation and amortisation expense	151,560	142,746
Royalty and other selling costs	35,074	32,497
	512,085	539,806
Corporate and other administration costs		
Depreciation and amortisation expense	1,161	1,078
Operating lease payments	1,255	1,433
Corporate wages and salaries expense	17,458	13,186
Contractor, consultants and advisory expense	3,189	4,004
Other administrative	2,129	898
Loss on disposal of assets	274	269
	25,466	20,868
Acquisition and integration costs		
Contractor, consultants and advisory expense	5,088	-
Corporate and administration expense	847	-
	5,935	-



Evolution Mining Limited
Annual Financial Report
Notes to the Consolidated Financial Statements

3 Expenses (continued)

Breakdown of expenses by nature

	30 June 2015 \$'000	30 June 2014 \$'000
Finance costs		
Finance lease interest expense	1,339	1,024
Amortisation of debt establishment costs	1,229	1,496
Write off of debt establishment costs	1,094	-
Interest expense	8,622	9,872
Unwinding of discount on provisions	2,098	1,992
	<u>14,382</u>	<u>14,384</u>
Impairment losses and asset write offs		
Property, plant and equipment	-	2,033
Exploration and evaluation assets	6,968	6,252
	<u>6,968</u>	<u>8,285</u>
Depreciation and amortisation		
Cost of sales	151,560	142,746
Corporate and other administration costs	1,161	1,078
	<u>152,721</u>	<u>143,824</u>

4 Income tax expense

(a) Income tax expense

	30 June 2015 \$'000	30 June 2014 \$'000
Deferred tax	30,622	14,258
Previously unrecognised tax loss now recognised	(30,622)	(14,258)
	<u>-</u>	<u>-</u>

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

4 Income tax expense (continued)

(b) Numerical reconciliation of income tax expense to prima facie tax payable

	30 June 2015 \$'000	30 June 2014 \$'000
Profit before income tax expense	100,115	50,017
Tax at the Australian tax rate of 30% (30 June 2014: 30%)	30,035	15,005
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Share-based payments	560	519
Other	27	(1,266)
Previously unrecognised tax loss now recognised	(30,622)	(14,258)
Income tax expense	-	-

(c) Recognised deferred tax balances

	30 June 2015 \$'000	30 June 2014 \$'000
Inventories	289	286
Exploration and evaluation expenditure	(29,969)	(24,006)
Property, plant and equipment	(3,263)	(2,352)
Mine development	(27,074)	(4,848)
Employee benefits	7,275	4,530
Provisions	5,346	4,717
Capitalised interest	(1,191)	(1,191)
Other	(2,409)	(1,719)
Deferred tax balances from temporary differences	(50,996)	(24,583)
Adjustments for deferred tax of prior periods	30,622	-
Tax losses carried forward	20,374	24,583
Tax assets	-	-



Evolution Mining Limited
Annual Financial Report
Notes to the Consolidated Financial Statements

4 Income tax expense (continued)

(d) Movement in deferred tax balances during the year

	Balance at 1 July 2014 \$'000	Adjustments of deferred tax for prior periods \$'000	Recognised in profit or loss \$'000	Balance at 30 June 2015 \$'000
Inventories	286	-	3	289
Exploration and evaluation expenditure	(24,006)	20,053	(5,963)	(9,916)
Property, plant and equipment	(2,352)	10,450	(911)	7,187
Mine development	(4,848)	1,462	(22,226)	(25,612)
Employee benefits	4,530	-	2,745	7,275
Provisions	4,717	-	629	5,346
Capitalised interest	(1,191)	-	-	(1,191)
Other	(1,719)	-	(690)	(2,409)
Tax losses carried forward	24,583	(1,343)	(4,209)	19,031
Deferred tax assets / (liabilities)	-	30,622	(30,622)	-

(e) Tax losses

The Group has available tax losses of \$270.508 million as at 30 June 2015 for returns lodged for tax years up to 30 June 2014.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

5 Financial assets and financial liabilities

The Group holds the following financial instruments:

	Notes	At fair value through other comprehen- sive income \$'000	At amortised cost \$'000
--	-------	---	--------------------------------

30 June 2015

Financial Assets

Cash and cash equivalents	5(a)	-	-	205,788	205,788
Trade and other receivables	5(b)	-	-	10,514	10,514
Derivative financial instruments	10(a)	-	6,762	-	6,762
Available-for-sale financial assets	5(c)	6,516	-	-	6,516
		6,516	6,762	216,302	229,580

Financial Liabilities

Trade and other payables	5(d)	-	-	(55,702)	(55,702)
Interest bearing liabilities	5(e)	-	-	(23,916)	(23,916)
		-	-	(79,618)	(79,618)

	Notes	At fair value through other comprehen- sive income \$'000	Derivatives used for hedging \$'000	At amortised cost \$'000	Total \$'000
--	-------	---	--	--------------------------------	-----------------

30 June 2014

Financial Assets

Cash and cash equivalents	5(a)	-	-	31,607	31,607
Trade and other receivables	5(b)	-	-	27,774	27,774
Available-for-sale financial assets	5(c)	900	-	-	900
		900	-	59,381	60,281

Financial Liabilities

Trade and other payables	5(d)	-	-	(67,816)	(67,816)
Interest bearing liabilities	5(e)	-	-	(161,468)	(161,468)
Derivative financial instruments	10(a)	-	(153)	-	(153)
		-	(153)	(229,284)	(229,437)

The Group's exposure to various risks associated with the financial instruments is discussed in note 10. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above.



**Evolution Mining Limited
Annual Financial Report
Notes to the Consolidated Financial Statements**

5 Financial assets and financial liabilities (continued)

(a) Cash and cash equivalents

	30 June 2015 \$'000	30 June 2014 \$'000
Current assets		
Cash at bank	205,282	31,045
Short term deposits *	506	562
	<u>205,788</u>	<u>31,607</u>

* Short term deposits are held with investment grade banks in Australia for time frames to ensure an appropriate balance between liquidity and the interest rate earned. As at 30 June 2015, short term deposits were held at a fixed interest rate of 4.2%.

(i) Reconciliation to cash flow statement

The above figures reconcile to the amount of cash shown in the Consolidated Statement of Cash Flows at the end of the financial year as follows:

	30 June 2015 \$'000	30 June 2014 \$'000
Balances as above	205,788	31,607
Balances per Consolidated Statement of Cash Flows	<u>205,788</u>	<u>31,607</u>

(ii) Classification as cash equivalents

Term deposits are presented as cash equivalents if they have a maturity of three months or less from the date of acquisition and are repayable with 24 hours notice with no loss of interest. See note 22(i) for the Group's other accounting policies on cash and cash equivalents.

(iii) Risk exposure

The Group's exposure to interest rate risk is discussed in note 10. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of cash and cash equivalents mentioned above.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

5 Financial assets and financial liabilities (continued)

(b) Trade and other receivables

	30 June 2015 \$'000	30 June 2014 \$'000
Current assets		
Trade receivables	3,969	20,079
Accrued interest income	13	12
GST refundable	4,725	4,069
Other receivables	252	1,348
Prepayments	1,555	2,266
	10,514	27,774

(i) Classification as trade and other receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Loans and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. If collection of the amounts is expected in one year or less they are classified as current assets. If not, they are presented as non-current assets. Trade receivables are generally due for settlement within 30 days and therefore are all classified as current. The Group's impairment and other accounting policies for trade and other receivables are outlined in notes 10(c) and 22(j) respectively.

(ii) Other receivables

These amounts generally arise from transactions outside the usual operating activities of the Group.

(iii) Fair value of trade and other receivables

Due to the nature of these receivables, their carrying amount is assumed to approximate their fair value.

(iv) Impairment and risk exposure

Information about the impairment of trade and other receivables, their credit quality and the Group's exposure to credit risk can be found in note 10.

(c) Available-for-sale financial assets

	30 June 2015 \$'000	30 June 2014 \$'000
Listed securities - Non-current		
Shares in Monto Minerals Limited *	300	900
Shares in Emmerson Resources Limited **	1,376	-
Shares in Phoenix Gold Limited ***	4,840	-
	6,516	900

* As part of the Merger with Conquest Mining Limited in 2011, the Company inherited 300 million shares in Monto Mineral Ltd (Monto) at a share price of \$0.020 per share. The investment in Monto was written down to a carrying value of \$1.5 million as part of the impairment recorded in the financial year ended 30 June 2013.



**Evolution Mining Limited
Annual Financial Report
Notes to the Consolidated Financial Statements**

5 Financial assets and financial liabilities (continued)

(c) Available-for-sale financial assets

At 30 June 2015, The share price of Monto was \$0.001. The Company holds the investment at fair value and has recognised a fair value loss of \$0.600 million in other comprehensive income.

** On 7 July 2014, the Company subscribed to purchase 49.144 million shares from Emmerson Resources Limited (Emmerson) at the weighted 20 day average price of \$0.0381 per share as part of the Tenant Creek Mineral Field Farm-in Agreement.

At 30 June 2015, The share price of Emmerson was \$0.0280. The Company holds the investment at fair value and has recognised a fair value loss of \$0.496 million in other comprehensive income.

*** On 1 May 2015, the Company subscribed to purchase 44 million shares from Phoenix Gold Limited (Phoenix) at an issue price of \$0.075 per share giving Evolution a 9.4% shareholding in Phoenix.

At 30 June 2015, The share price of Phoenix was \$0.110. The Company holds the investment at fair value and has recognised a fair value gain of \$1.540 million in other comprehensive income.

(i) Classification of financial assets as available-for-sale

Investments are designated as available-for-sale financial assets if they do not have fixed maturities and fixed or determinable payments, and management intends to hold them for the medium to long-term. Financial assets that are not classified into any of the other categories (at FVTPL, loans and receivables or held-to-maturity investments) are also included in the available-for-sale category.

The financial assets are presented as non-current assets unless they mature, or management intends to dispose of them within 12 months of the end of the reporting period.

(ii) Impairment indicators for available-for-sale financial assets

A security is considered to be impaired if there has been a significant or prolonged decline in the fair value below its cost. See note 22(l) for further details about the Group's impairment policies for financial assets

(iii) Amounts recognised in profit or loss and other comprehensive income

During the year, the following gains/(losses) were recognised in profit or loss and other comprehensive income.

	30 June 2015 \$'000	30 June 2014 \$'000
Gains/(losses) recognised in other comprehensive income	444	(600)
	<u>444</u>	<u>(600)</u>

(iv) Fair value, impairment and risk exposure

Information about the methods and assumptions used in determining fair value is provided in note 5(f) below. None of the financial assets are either past due or impaired.

All available-for-sale financial assets are denominated in Australian dollars. For an analysis of the sensitivity of available-for-sale financial assets to price and interest rate risk refer to note 10(b).

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

5 Financial assets and financial liabilities (continued)

(d) Trade and other payables

	30 June 2015 \$'000	30 June 2014 \$'000
Current liabilities		
Trade creditors and accruals	46,418	59,911
Other creditors	9,284	7,905
	<u>55,702</u>	<u>67,816</u>

Trade payables are unsecured and are paid on normal commercial terms.

The carrying amounts of trade and other payables are assumed to be the same as their fair values, due to their short-term nature.

(i) Risk exposure

Information about the Group's exposure to foreign exchange risk is provided in note 10.

(e) Interest bearing liabilities

	30 June 2015 \$'000	30 June 2014 \$'000
Current liabilities		
Finance lease liabilities	11,982	11,426
Other borrowings	5,409	11,559
	<u>17,391</u>	<u>22,985</u>
Non-current liabilities		
Bank loans - Corporate Revolving Credit Facility *	-	126,784
Less: Borrowing costs	(1,750)	(2,024)
Finance lease liabilities	8,275	13,723
	<u>6,525</u>	<u>138,483</u>
Total interest bearing liabilities	<u>23,916</u>	<u>161,468</u>

* During the year, a portion of the proceeds received from the shares issued under the Entitlement Offer have been used to pay down the balance of the Corporate Revolving Credit Facility. As at 30 June 2015, the Facility was still available for redraw.

In December 2014, the Company agreed terms by way of a letter of commitment to refinance its \$200 million revolving credit facility and roll over the outstanding debt amount of \$126.784 million. The term sheet was finalised with a syndicate of lenders to provide an \$200 million Senior Secured Corporate Revolving Credit Facility (the "Facility") with a \$100 million Accordion Provision to 31 March 2018.



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5 Financial assets and financial liabilities (continued)

(e) Interest bearing liabilities

The rates and fees under the Facility were negotiated at materially better terms than the previous facility and equate to a saving of approximately \$10 million over the term of the Facility, based on the outstanding debt amount of \$126.784 million.

The Facility was executed on 12 February 2015 and is effective from this date, with the funds rolled over on 16 February 2015.

(i) Secured liabilities and assets pledged as security

Lease liabilities are effectively secured as the rights to the leased assets recognised in the financial statements revert to the lessor in the event of default.

Security on the Corporate Revolving Credit Facility is held in the form of a General Security Agreement over the Groups operating assets. The carrying amounts of assets pledged as security for current and non-current borrowings is \$887.6 million.

(ii) Compliance with loan covenants

Evolution Mining Limited has complied with the financial covenants of its borrowing facilities as at the financial years ended 30 June 2015 and 30 June 2014, see note 11 for details.

(iii) Finance leases

The Group leases various plant and equipment with a carrying amount \$18.548 million (30 June 2014: \$21.086 million) based on the cost of the assets. These leases expire within one to five years and under the terms of the leases, at the expiry the ownership of the leased assets will transfer to the Group.

	30 June 2015 \$'000	30 June 2014 \$'000
Commitments in relation to finance leases are payable as follows:		
Within one year	12,811	12,659
Later than one year but not later than five years	8,578	14,407
Minimum lease payments	<u>21,389</u>	<u>27,066</u>
Future finance charges	(1,132)	(1,917)
Total lease liabilities	<u>20,257</u>	<u>25,149</u>
Representing lease liabilities:		
Current	11,982	11,426
Non-current	8,275	13,723
	<u>20,257</u>	<u>25,149</u>

(iv) Fair value

Interest bearing liabilities are initially recognised at fair value, net of transaction costs incurred and subsequently measured at amortised cost using the effective interest rate method.

(v) Risk exposures

Details of the Group's exposure to risks arising from current and non-current borrowings are set out in note 10.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

5 Financial assets and financial liabilities (continued)

(f) Recognised fair value measurements

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards. An explanation of each level follows underneath the table.

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
--	-------------------	-------------------	-------------------	-----------------

30 June 2015

Financial assets

Derivative financial instruments				
Derivatives used for hedging	-	6,762	-	6,762
Other financial assets				
Shares available for sale	6,516	-	-	6,516
Total financial assets	6,516	6,762	-	13,278

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
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30 June 2014

Financial assets

Other financial assets				
Shares available for sale	900	-	-	900
Total financial assets	900	-	-	900

Financial liabilities

Derivative financial instruments				
Derivatives used for hedging	-	153	-	153
Total financial liabilities	-	153	-	153

There were no transfers between levels 1 and 2 for recurring fair value measurements during the year.

The Group did not measure any financial assets or liabilities on a non-recurring basis as at 30 June 2015.

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.



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5 Financial assets and financial liabilities (continued)

(f) Recognised fair value measurements

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

(ii) Valuation techniques used to determine fair values

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices or dealer quotes for similar instruments.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in either level 1 or 2. There are no financial instruments included in level 3 for the year ended 30 June 2015.

6 Non-financial assets and liabilities

(a) Inventories

	30 June 2015 \$'000	30 June 2014 \$'000
Current		
Stores *	27,655	24,845
Ore	20,664	20,580
Dore and concentrate	9,528	9,578
Metal in circuit	8,649	9,259
	66,496	64,262
Non-current		
Stores *	827	2,533
	827	2,533

* During the year, \$3.488 million of capital spares have been reclassified from stores to property, plant and equipment.

(i) Assigning costs to inventories

Inventory is valued at the lower of cost or net realisable value. Cost represents the weighted average cost and includes direct costs and an appropriate portion of fixed and variable production overhead expenditure, including depreciation and amortisation, incurred in converting material into finished goods.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

6 Non-financial assets and liabilities (continued)

(a) Inventories

(ii) Amounts recognised in profit or loss

Write-downs of inventories to net realisable value amounted to \$5.357 million (30 June 2014: \$27.870 million). These were recognised as an expense during the year ended 30 June 2015 and included in 'cost of sales' in profit or loss.

(b) Other non-current assets

	30 June 2015 \$'000	30 June 2014 \$'000
Tenement security bonds	65	64
Administration and office bonds	15	16
	<u>80</u>	<u>80</u>

(c) Property, plant and equipment

	Freehold land \$'000	Plant and equipment \$'000	Total \$'000
At 1 July 2014			
Cost	10,365	592,679	603,044
Accumulated depreciation	-	(113,872)	(113,872)
Net carrying amount	<u>10,365</u>	<u>478,807</u>	<u>489,172</u>
Year ended 30 June 2015			
Carrying amount at the beginning of the year	10,365	478,807	489,172
Additions	-	44,719	44,719
Transfers to Mine Development and Exploration	-	(2,068)	(2,068)
Reclassifications	(10)	3,498	3,488
Disposals	-	(1,094)	(1,094)
Depreciation	-	(63,695)	(63,695)
Carrying amount at the end of the year	<u>10,355</u>	<u>460,167</u>	<u>470,522</u>
At 30 June 2015			
Cost	10,355	637,734	648,089
Accumulated depreciation	-	(177,567)	(177,567)
Net carrying amount	<u>10,355</u>	<u>460,167</u>	<u>470,522</u>
Included in above			
Carrying amount of lease assets	-	18,548	18,548
Carrying amount of assets under construction	-	20,184	20,184
	<u>-</u>	<u>38,732</u>	<u>38,732</u>



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6 Non-financial assets and liabilities (continued)

(c) Property, plant and equipment

	Freehold land \$'000	Plant and equipment \$'000	Total \$'000
At 1 July 2013			
Cost	9,817	324,475	334,292
Accumulated depreciation	-	(58,234)	(58,234)
Net carrying amount	9,817	266,241	276,058
Year ended 30 June 2014			
Carrying amount at the beginning of the year	9,817	266,241	276,058
Additions	548	67,538	68,086
Transfers to Mine Development and Exploration	-	(6,903)	(6,903)
Reclassifications	-	211,068	211,068
Disposals	-	(1,466)	(1,466)
Depreciation	-	(55,638)	(55,638)
Asset write-off	-	(2,033)	(2,033)
Carrying amount at the end of the year	10,365	478,807	489,172
At 30 June 2014			
Cost	10,365	592,679	603,044
Accumulated depreciation	-	(113,872)	(113,872)
Net carrying amount	10,365	478,807	489,172
Included in above			
Carrying amount of lease assets	-	21,086	21,086
Assets in the course of construction	-	35,179	35,179
	-	56,265	56,265

(i) Non-current assets pledged as security

Refer to note 5(e) for information on non-current assets pledged as security by the Group.

(ii) Depreciation methods and useful lives

Land is not depreciated. Depreciation of plant and equipment is calculated using the straight line method to allocate their cost, net of their residual values, over their estimated useful lives. The rates vary between 10% and 33% per annum.

See note 22(o) for the other accounting policies relevant to property, plant and equipment.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

6 Non-financial assets and liabilities (continued)

(d) Mine development and exploration

	Mines under construction \$'000	Producing mines \$'000	Exploration and evaluation \$'000	Total \$'000
At 1 July 2014				
Cost	-	769,038	40,568	809,606
Accumulated amortisation	-	(304,025)	(12,386)	(316,411)
Net carrying amount	-	465,013	28,182	493,195
Year ended 30 June 2015				
Carrying amount at the beginning of the year	-	465,013	28,182	493,195
Additions	-	121,483	23,981	145,464
Transfers from property, plant and equipment	-	2,068	-	2,068
Reclassifications	-	5,574	(5,574)	-
Amortisation	-	(89,026)	-	(89,026)
Asset write-off	-	-	(6,968)	(6,968)
Carrying amount at the end of the year	-	505,112	39,621	544,733
At 30 June 2015				
Cost	-	898,163	52,007	950,170
Accumulated amortisation	-	(393,051)	(12,386)	(405,437)
Net carrying amount	-	505,112	39,621	544,733
Year ended 30 June 2014				
Carrying amount at the beginning of the year	287,365	316,433	37,764	641,562
Additions	-	129,964	20,272	150,236
Transfers from property, plant and equipment	-	30,505	(23,602)	6,903
Reclassifications	(287,365)	76,297	-	(211,068)
Amortisation	-	(88,186)	-	(88,186)
Asset write-off	-	-	(6,252)	(6,252)
Carrying amount at the end of the year	-	465,013	28,182	493,195
At 30 June 2014				
Cost	-	769,038	40,568	809,606
Accumulated amortisation	-	(304,025)	(12,386)	(316,411)
Net carrying amount	-	465,013	28,182	493,195

(i) Non-current assets pledged as security

Refer to note 5(e) for information on non-current assets pledged as security by the Group.



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6 Non-financial assets and liabilities (continued)

(d) Mine development and exploration

(ii) Amortisation methods and useful lives

Mine development costs are amortised on a units of production basis over the life of the pit to which they relate. In applying the units of production method, amortisation is calculated using the expected total contained ounces within the pit to achieve a consistent amortisation rate per ounce. To achieve this, the amortisation rate is based on the ratio of total pit development costs (incurred and anticipated) over the expected total contained ounces.

See note 22(n) for the other accounting policies relevant to mine development and exploration.

(e) Provisions

	30 June 2015 \$'000	30 June 2014 \$'000
Current		
Employee entitlements	22,832	14,419
	<u>22,832</u>	<u>14,419</u>
Non-current		
Employee entitlements	1,812	1,075
Rehabilitation provision	83,416	79,288
	<u>85,228</u>	<u>80,363</u>

(i) Information about individual provisions and significant estimates

Employee entitlements

The provision for employee benefits relates to the Group's liability for long service leave and annual leave.

See note 22(v) for the other accounting policies relevant to employee benefits.

Rehabilitation provision

Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal and rehabilitation of the site in accordance with the requirements of the mining permits. Such costs are determined using estimates of future costs, current legal requirements and technology.

See note 22(t) for the other accounting policies relevant to site restoration costs.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

6 Non-financial assets and liabilities (continued)

(e) Provisions

(ii) Movements in provisions

Movements in each class of provision during the financial year are set out below:

	Employee benefits \$'000	Rehabilitation \$'000	Total \$'000
30 June 2015			
Carrying amount at the beginning of the year	15,494	79,288	94,782
Charged/(credited) to profit or loss			
- unwinding of discount	-	2,098	2,098
- additional provisions recognised	9,150	-	9,150
Re-measurement of provision	-	2,972	2,972
Other movements	-	(942)	(942)
Carrying amount at the end of the year	24,644	83,416	108,060

30 June 2014

Carrying amount at the beginning of the year	11,382	49,603	60,985
Charged/(credited) to profit or loss			
- unwinding of discount	-	1,992	1,992
- additional provisions recognised	4,112	-	4,112
Re-measurement of provision	-	27,693	27,693
Carrying amount at the end of the year	15,494	79,288	94,782

7 Equity

(a) Contributed equity

(i) Share capital

	30 June 2015 Shares	30 June 2014 Shares	30 June 2015 \$'000	30 June 2014 \$'000
Ordinary shares				
Fully paid ordinary shares	992,435,234	709,989,453	1,292,620	1,048,424
	992,435,234	709,989,453	1,292,620	1,048,424



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7 Equity (continued)

(a) Contributed equity

(ii) Movements in ordinary share capital

	Number of shares	\$'000
Opening balance 1 July 2013	708,092,989	1,047,195
Shares issued on vesting of performance rights	559,378	-
Shares issued under DRP for interim dividend	1,337,086	1,229
Balance 30 June 2014	<u>709,989,453</u>	<u>1,048,424</u>
Issue of shares to Emmerson Resources Limited	2,504,383	2,000
Shares issued on vesting of performance rights	724,811	-
Shares issued under DRP for final dividend	1,703,000	1,139
Shares issued under DRP for interim dividend	1,840,927	1,503
Shares issued under Institutional Component of Entitlement Offer	192,463,833	173,217
Shares issued under Retail Component of Entitlement Offer	83,208,827	74,888
Less: Transaction costs arising on share issue	-	(8,552)
Balance 30 June 2015	<u>992,435,234</u>	<u>1,292,620</u>

(iii) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

Ordinary shares have no par value and the Company does not have a limited amount of authorised capital.

(iv) Dividend reinvestment plan

The Company has established a dividend reinvestment plan under which holders of ordinary shares may elect to have all or part of their dividend entitlements satisfied by the issue of new ordinary shares rather than by being paid in cash. Shares are issued under the plan based on the daily VWAP for the 5 days immediately after the record date. Any DRP or discount are subject to Board approval.

(v) Employee share scheme

Information relating to the employee share scheme, including details of shares issued under the scheme, is set out in note 17.

(b) Other reserves

	30 June 2015 \$'000	30 June 2014 \$'000
Fair value revaluation reserve	(156)	(600)
Cash flow hedge reserve	6,762	(153)
Share-based payments	20,840	18,972
	<u>27,446</u>	<u>18,219</u>

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

7 Equity (continued)

(b) Other reserves

	30 June 2015 \$'000	30 June 2014 \$'000
Notes	\$'000	\$'000
Movements:		
<i>Fair value revaluation reserve</i>		
Balance at the beginning of the year	(600)	-
Change in fair value of available-for-sale financial assets	444	(600)
Balance at the end of the year	<u>(156)</u>	<u>(600)</u>
<i>Cash flow hedges</i>		
Balance at the beginning of the year	(153)	-
Change in the fair value of cash flow hedges	6,915	(153)
Balance at the end of the year	<u>6,762</u>	<u>(153)</u>
<i>Share-based payments</i>		
Balance at the beginning of the year	18,972	17,243
Share based payments expense	17 1,868	1,729
Balance at the end of the year	<u>20,840</u>	<u>18,972</u>

(i) Nature and purpose of other reserves

Financial assets at fair value through other comprehensive income

As explained in note 22(l), the Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated in a separate reserve within equity. The entity does not have any policy on transferring amounts from this reserve to another reserve or to retained earnings when the relevant equity securities are sold.

Cash flow hedges

The hedging reserve is used to record gains or losses on derivatives that are designated and qualify as cash flow hedges and are recognised in other comprehensive income, as described in note 22(m). Amounts are reclassified to profit or loss when the associated hedged transaction affects profit or loss.

Share-based payments

The option reserve comprises the consideration received for the issue of Options over unissued ordinary shares of the Company and the fair value of Options over unissued ordinary shares granted as employee remuneration until the Options are exercised or expire.



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7 Equity (continued)

(c) Retained earnings

Movements in retained earnings were as follows:

	30 June 2015 \$'000	30 June 2014 \$'000
Notes		
Balance at the beginning of the year	(281,339)	(317,183)
Net profit for the year	100,115	50,017
Dividends paid and shares issued under the DRP	11(b) (14,282)	(14,173)
Balance at the end of the year	<u>(195,506)</u>	<u>(281,339)</u>

8 Cash flow information

(a) Reconciliation of profit after income tax to net cash inflow from operating activities

	30 June 2015 \$'000	30 June 2014 \$'000
Profit for the year	100,115	50,017
Depreciation and amortisation	152,735	143,824
Share-based payments expense	1,868	1,729
Unwind of discount on provisions	2,098	1,992
Amortisation of debt establishment costs	2,323	1,496
Loss on disposal of assets	274	269
Exploration and evaluation costs expensed	6,968	6,252
Property, plant and equipment asset write-off	-	2,033
Change in operating assets and liabilities:		
Decrease / (increase) in operating receivables	17,260	(11,574)
(Increase) / decrease in inventories	(4,026)	5,993
Decrease in operating payables	(1,979)	(3,897)
Decrease in borrowing costs	(2,049)	-
Increase in other provisions	9,150	4,063
Net cash inflow from operating activities	<u>284,737</u>	<u>202,197</u>

(b) Non-cash investing and financing activities

	30 June 2015 \$'000	30 June 2014 \$'000
Acquisition of plant and equipment by means of finance leases	5,718	26,974
Acquisition of available-for-sale asset by means of share swap	2,000	-
	<u>7,718</u>	<u>26,974</u>

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

Risk

This section of the notes discusses the Group's exposure to various risks and shows how these could affect the Group's financial position and performance.

9	Critical estimates, judgements and errors	117
10	Financial risk management	118
11	Capital management	121



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

9 Critical estimates, judgements and errors

In the application of Australian Accounting Standards, management is required to make judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstance, the results of which form the basis of making the judgements. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The judgements, estimates and assumptions that management has made in the process of applying the Group's accounting policies and that have the most significant effects on the amounts recognised in the financial statements are discussed below.

(a) Determination of mineral resources and ore reserves

The Group estimates its Mineral Resources and Ore Reserves in accordance with the Australasian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves ("the JORC Code"). The information on mineral resources and ore reserves is prepared by or under the supervision of Competent Persons as defined in the JORC Code. The amounts presented are based on the Mineral Resources and Ore Reserves determined under the JORC Code.

There are numerous uncertainties inherent in estimating mineral resources and ore reserves and assumptions that are valid at the time of estimation which may change significantly when new information becomes available. Changes in the forecast prices of commodities, exchange rates, production costs or recovery rates may change the economic status of reserves and may, ultimately, result in the reserves being restated. Such changes in reserves could impact on depreciation and amortisation rates, asset carrying values, impairment assessments and provisions for decommissioning and restoration.

(b) Estimation of the provision for rehabilitation and dismantling

Provision for rehabilitation and dismantling property, plant and equipment is estimated taking into consideration facts and circumstances available at the balance sheet date. This estimate is based on the expenditure required to undertake the rehabilitation and dismantling, taking into consideration time value of money. Factors that will affect this liability include future disturbances caused by further development, changes in technology, changes in regulations, price increases and change in the timing of cash flows. When these factors change or become known in the future, such differences will impact the mine rehabilitation provision in the period in which they change or become known.

(c) Recovery of deferred tax assets

Deferred tax assets are recognised for tax losses and deductible temporary differences to the extent management considers that it is probable that future taxable profits will be available to utilise those tax losses and temporary differences.

(d) Impairment of non-current assets

The group undertakes an impairment review to determine whether any indicators of impairment are present. Where an indicator of impairment exists, an estimate of the recoverable amount of the CGU is made. Each mine is considered to be a separate CGU.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

9 Critical estimates, judgements and errors (continued)

(d) Impairment of non-current assets

In 2013, the group recognised significant impairment losses in each CGU following the significant decline in the gold price, and related market valuations and sentiment around gold equities. At 30 June 2015, an indicator of potential impairment was the company's market capitalisation relative to its book value and the group assessed the recoverable amounts of each CGU. No CGU was assessed to be impaired at 30 June 2015.

The recoverable amount has been determined based on the higher of the CGU's fair value less costs of disposal and value in use. These assessments require the use of estimates and assumptions such as reserves and anticipated mine operating lives, discount rates, exchange rates, commodity prices, grade of ore mined, recovery percentage, operating performance, costs and capital estimates. Given the impairment expense recognised in 2013, a significant negative change in these assumptions in isolation would likely result in an additional impairment expense.

10 Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group. The Group has used derivative financial instruments such as interest rate swaps to hedge interest rate risk exposures.

Risk management is carried out at a corporate level under policies approved by the Board of Directors. Management identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board of Directors approves written principles for overall risk management, as well as policies covering specific areas, such as interest rate risk, credit risk, gold price risk and use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity.

The Group holds the following financial instruments:

	30 June 2015 \$'000	30 June 2014 \$'000
Financial Assets		
Cash and cash equivalents	205,788	31,607
Trade and other receivables (excluding GST refundable)	5,790	23,706
Derivative financial instruments	6,762	-
Other financial assets	6,516	900
	224,856	56,213
Financial Liabilities		
Trade and other payables	55,702	67,816
Interest bearing liabilities	23,916	161,468
Derivative financial instruments	-	153
	79,618	229,437



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10 Financial risk management (continued)

(a) Derivatives

Derivatives are only used for economic hedging purposes and not as trading or speculative instruments. The group has the following derivative financial instruments:

	30 June 2015 \$'000	30 June 2014 \$'000
Current assets		
Forward foreign exchange contracts - cash flow hedges	6,762	-
Total current derivative financial instrument assets	<u>6,762</u>	<u>-</u>
Non-current liabilities		
Interest rate swap - cash flow hedge	-	153
Total non-current derivative financial instrument liabilities	<u>-</u>	<u>153</u>

(i) Classification of derivatives

Derivatives are classified as held for trading and accounted for at fair value through profit or loss unless they are designated as hedges. They are presented as current assets or liabilities if they are expected to be settled within 12 months after the end of the reporting period.

The Group's accounting policy for its cash flow hedges is set out in note 22(m). For hedged forecast transactions that result in the recognition of a non-financial asset, the Group has elected to include related hedging gains and losses in the initial measurement of the cost of the asset.

(ii) Fair value measurements

For information about the methods and assumptions used in determining the fair value of derivatives please refer to note 5(f).

(b) Market risk

(i) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional. As at 30 June 2015, the Group held US\$0.172 million (30 June 2014: US\$0.695 million) in a US dollar currency bank account and outstanding receivables of US\$1.858 million (30 June 2014: US\$9.565 million) relating to the Mt Carlton operation.

Management has set up a policy to manage their foreign exchange risk against their functional currency. The risk is measured using sensitivity analysis and cash flow forecasting. An increase/decrease in AUD:USD foreign exchange rates of 5% will result in a \$8,600 (30 June 2014: \$34,750) increase/decrease in US dollar currency bank account balances and a \$92,900 (30 June 2014: \$478,250) increase/decrease in US dollar receivables.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

10 Financial risk management (continued)

(b) Market risk

(ii) Price risk

The Group is currently exposed to the risk of fluctuations in prevailing market commodity prices on the gold and silver currently produced from its gold mines and market share prices on the available-for-sale assets. The Group has in place physical gold delivery contracts as at 30 June 2015 covering sales of 306,820 oz (30 June 2014: 164,319 oz) of gold at an average flat forward price of \$1,536 (30 June 2014: \$1,597) per ounce. An increase/decrease in market share prices on available-for-sale assets of 10% will result in a \$651,603 (30 June 2014: \$90,000) increase/decrease in available-for-sale assets.

(iii) Cash flow and fair value interest rate risk

The Group's interest rate risk arises from interest bearing liabilities. As at 30 June 2015 the Group did not hold any interest bearing liabilities (30 June 2014: \$126.784 million) which incur interest at a variable rate. An increase/decrease of variable interest rates of 0.25% will result in a nil (30 June 2014: \$633,919) increase/decrease in interest expense relating to interest bearing liabilities.

(c) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers and investment securities. At the balance sheet date there were no significant concentrations of credit risk given customers and banks have investment grade credit ratings. The total trade and other receivables outstanding at 30 June 2015 was \$5.776 million (30 June 2014: \$23.693 million).

(d) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. Prudent liquidity risk management implies maintaining sufficient cash and term deposits, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

(i) Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting period:

	30 June 2015 \$'000	30 June 2014 \$'000
--	---------------------------	---------------------------

Bank loans - revolving credit facility
Expiring beyond one year

200,000	73,216
200,000	73,216

(ii) Maturities of financial liabilities

The tables below analyses the Group's financial liabilities into relevant maturity groupings based on their contractual maturities for:

- (a) all non-derivative financial liabilities, and
- (b) net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.



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10 Financial risk management (continued)

(d) Liquidity risk

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	Less than 1 year \$'000	Between 1 and 2 years \$'000	Between 2 and 5 years \$'000	Over 5 years \$'000	Total contractual cash flows \$'000	Carrying amount (assets)/ liabilities \$'000
--	-------------------------------	---------------------------------------	---------------------------------------	---------------------------	---	--

At 30 June 2015

Non-derivatives

Trade and other payables	55,702	-	-	-	55,705	55,702
Finance lease liabilities	12,811	7,075	1,503	-	21,389	20,257
Other borrowings	5,409	-	-	-	5,409	5,409
Total non-derivatives	73,922	7,075	1,503	-	82,503	81,368

At 30 June 2014

Non-derivatives

Trade and other payables	67,816	-	-	-	67,816	67,816
Finance lease liabilities	12,659	10,088	4,353	-	27,100	25,149
Corporate revolving credit facility	6,656	133,440	-	-	140,096	126,784
Other borrowings	11,559	-	-	-	11,559	11,559
Total non-derivatives	98,690	143,528	4,353	-	246,571	231,308

11 Capital management

(a) Risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so as to maintain a strong capital base sufficient to maintain future exploration and development of its projects. In order to maintain or adjust the capital structure, the Group may return capital to shareholders, issue new shares or sell assets to reduce debt. The Group's focus has been to raise sufficient funds through equity and debt capital markets to fund capital investment in working capital and exploration and evaluation activities.

The Group monitors its liquidity through analysis of regular cash flow forecasts.

(i) Loan covenants

The lenders have placed covenants over the corporate loan facility based on the current ratio, leverage ratio, interest coverage ratio and the gearing ratio. The Group has complied with these covenants as at 30 June 2015.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

11 Capital management (continued)

(b) Dividends

(i) Ordinary shares

	30 June 2015 \$'000	30 June 2014 \$'000
Final dividend		
Final ordinary dividend for the year ended 30 June 2014 of 1 cent unfranked (30 June 2013: 1 cent unfranked) per fully paid share paid on 3 October 2014	7,132	7,086
Interim dividend		
Interim ordinary dividend for the period ended 31 December 2014 of 1 cent unfranked (31 December 2013: 1 cent unfranked) per fully paid share paid on 27 March 2015	7,149	7,087
	14,281	14,173

The Board of Directors approved the implementation of a DRP as part of the Groups existing dividend policy. The DRP allows shareholders to elect to reinvest all or part of any dividends payable on their Evolution shares to acquire additional Evolution shares. The participation rate in the final dividend for the year ended 30 June 2014 was 16.05% of the Company's ordinary shares, with 1,703,000 shares issued at \$0.6689 per share. The cash payment amount for the final dividend for the year ended 30 June 2014 was \$5.993 million. The participation rate in the interim dividend for the half-year ended 31 December 2014 was 21.08% of the Company's ordinary shares, with 1,840,927 shares issued at \$0.8162 per share. The cash payment amount for the interim dividend for the half-year ended 31 December 2014 was \$5.646 million. As at 30 June 2015, the Group held an amount for unclaimed dividends of \$0.126 million. Total cash paid for dividends during the year was \$11.513 million.

(ii) Dividends not recognised at the end of the reporting period

	30 June 2015 \$'000	30 June 2014 \$'000
In addition to the above dividends, since year end the Directors have recommended the payment of a final dividend of 1 cents per fully paid ordinary share (30 June 2014: 1 cent), unfranked. The aggregate amount of the proposed dividend expected to be paid on 2 October 2015 out of retained earnings at 30 June 2015, but not recognised as a liability at year end, is	14,383	7,100



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

Group structure

This section provides information which will help users understand how the Group structure affects the financial position and performance of the Group as a whole. In particular, there is information about:

- changes to the structure that occurred during the year as a result of business combinations and the disposal of a discontinued operation
- transactions with non-controlling interests, and
- interests in joint operations.

A list of significant subsidiaries is provided in note 12. This note also discloses details about the Group's equity accounted investments.

12 Interests in other entities

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Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

12 Interests in other entities

(a) Significant investments in subsidiaries

The consolidated financial statements incorporate the assets, liabilities and results of the following principal subsidiaries in accordance with the accounting policy described in note 22(b):

Name of entity	Country of incorporation	Class of shares	Equity holding	
			2015 %	2014 %
Evolution Mining Management Services Pty Ltd	Australia	Ordinary	100	100
Conquest Mining Pty Ltd (i) (ii)	Australia	Ordinary	100	100
CGT Gold Aust Pty Ltd (i)	Australia	Ordinary	100	100
CQT Holdings Pty Ltd (i)	Australia	Ordinary	100	100
NQM Gold 2 Pty Ltd (i) (ii)	Australia	Ordinary	100	100
Edna May Ops Pty Ltd (i) (ii)	Australia	Ordinary	100	100
Mt Rawdon Operations Pty Ltd (i) (ii)	Australia	Ordinary	100	100
Westonia Mines Minerals Pty Ltd (i)	Australia	Ordinary	100	100
Lion Selection Pty Ltd (i)	Australia	Ordinary	100	100
Auselect Pty Ltd (i)	Australia	Ordinary	100	100
Lion Mining Pty Ltd (i) (ii)	Australia	Ordinary	100	100
Sedgold Pty Ltd (i)	Australia	Ordinary	100	100
Fernyside Pty Ltd (i)	Australia	Ordinary	100	100
Evolution Tennant Creek Pty Ltd (ii)	Australia	Ordinary	100	100
Evolution Mining NZ Pty Ltd (ii)	Australia	Ordinary	100	-

- (i) These subsidiaries have been granted relief from the necessity to prepare financial reports in accordance with Class Order 98/1418 issued by the Australian Securities and Investments Commission. For further information refer to note 20.
- (ii) These entities are considered to be the material controlled entities of the Group. Their principal activities are identifying, developing and operating gold related projects in both Australia and New Zealand.

Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.



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Unrecognised items

This section of the notes provides information about items that are not recognised in the financial statements as they do not (yet) satisfy the recognition criteria.

In addition to the items and transactions disclosed below, there are also:

- (a) Unrecognised tax amounts – see note 6
- (b) Non-cash investing and financing transactions – see note 10(b).

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14	Commitments	126
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Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

13 Contingent liabilities and contingent assets

(a) Contingent liabilities

The Group had contingent liabilities at 30 June 2015 in respect of:

(i) Claims

Edna May Operations Pty Ltd, a wholly owned subsidiary of Evolution Mining Limited, received a Writ of Summons from the Supreme Court of Western Australia on 9 July 2014 together with a Statement of Claim filed by Mineral Crushing Services (WA) Pty Ltd claiming damages of approximately \$3 million in relation to contract crushing services provided at the Edna May operation. The Group is vigorously defending the claim.

(ii) Guarantees

The Group has provided bank guarantees in favour of various government authorities and service providers with respect to site restoration, contractual obligations and premises at 30 June 2015. The total of these guarantees at 30 June 2015 was \$64.32 million with various financial institutions (30 June 2014: \$57.256 million).

14 Commitments

(a) Capital and lease commitments

(i) Exploration expenditure commitments

In order to maintain current rights of tenure to exploration tenements the Group is required to perform minimum exploration work to meet minimum expenditure requirements specified by various government authorities. These obligations are subject to renegotiation when application for a mining lease is made and at various other times. These obligations are not provided for in the financial report and are payable:

	30 June 2015 \$'000	30 June 2014 \$'000
Within one year	2,549	3,485
Later than one year but not later than five years	5,247	5,125
Later than five years	2,564	1,575
	10,360	10,185

(ii) Capital commitments

The Group has the following capital commitments in relation to capital projects and joint venture requirements at each of the sites.

	30 June 2015 \$'000	30 June 2014 \$'000
Within one year	7,602	19,064
Later than one year but not later than five years	-	2,500
	7,602	21,564



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14 Commitments (continued)

(a) Capital and lease commitments

(iii) Non-cancellable operating leases

The Group leases mining equipment, office space and small items of office equipment under operating leases. The leases typically run for one month to five years with an option to renew at the expiry of the lease period. None of these leases include contingent rentals.

	30 June 2015 \$'000	30 June 2014 \$'000
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Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:

Within one year	22,372	26,626
Later than one year but not later than five years	3,110	7,207
	<u>25,482</u>	<u>33,833</u>

(b) Gold delivery commitments

	Gold for physical delivery oz	Contracted sales price A\$/oz	Value of committed sales \$'000
--	--	-------------------------------------	--

As at 30 June 2015

Within one year	94,320	1,601	150,750
Later than one year but not greater than five years	212,500	1,514	320,539
	<u>306,820</u>		<u>471,289</u>

As at 30 June 2014

Within one year	82,499	1,577	130,101
Later than one year but not greater than five years	81,820	1,618	132,385
	<u>164,319</u>		<u>262,486</u>

The counterparties to the physical gold delivery contracts are Macquarie Bank Limited ("Macquarie"), Australia and New Zealand Banking Group Limited ("ANZ"), National Australia Bank Limited ("NAB") and Westpac Banking Corporation ("WBC"). Contracts are settled on a quarterly basis by the physical delivery of gold per the banks instructions. The contracts are accounted for as sale contracts with revenue recognised once the gold has been delivered to Macquarie, ANZ, NAB, WBC or one of their agents. The physical gold delivery contracts are considered a contract to sell a non-financial item and is therefore out of the scope of AASB 139 *Financial Instruments: Recognition and Measurement*. As a result no derivatives are required to be recognised. The Company has no other gold sale commitments with respect to its current operations.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

15 Events occurring after the reporting period

No matter or circumstance has occurred subsequent to the year end that has significantly affected, or may significantly affect, the operations of the Group, the results of those operations or state of affairs of the Group or economic entity in subsequent financial years except for the following matters:

(a) *Acquisition of Toledo Holdings (Ausco) Pty Limited*

On 20 April 2015, the Group announced that it had entered into a binding agreement with La Mancha Group International BV ("La Mancha") to acquire 100% of La Mancha's Australian operations ("La Mancha Australia") in exchange for the issuance of 322.024 million Evolution shares. The transaction will be effected via the acquisition by Evolution of all of the shares in Toledo Holdings (Ausco) Pty Ltd, the holding company of La Mancha Australia. La Mancha Australia's operations comprise the Frog's Leg underground gold mine, the White Foil open-pit gold mine, and the newly constructed Mungari CIL processing plant.

The transaction was subject to a number of conditions, including Evolution shareholder approval at an Extraordinary General Meeting held on 30 July 2015. The transaction was approved at the Extraordinary General Meeting and FIRB approval was received on 21 August 2015 with the transaction completed on 25 August 2015. Effective 1 September 2015, Naguib Sawaris and Sebastien de Montessus will be appointed as Directors with Vincent Benoit and Amr El Adawy to be appointed as their Alternate Directors.

On completion, La Mancha subscribed to an additional 123.861 million shares at a price of \$0.90 per share.

The financial effects of this transaction have not been recognised at 30 June 2015. The operating results and assets and liabilities of the acquired company will be consolidated from the date of acquisition.

(i) *Information not disclosed as not yet available*

At the time the financial statements were authorised for issue, the Group had not yet completed the accounting for the acquisition of Toledo Holdings Pty Limited. In particular, the fair values of the assets and liabilities have not been finalised. It is also not yet possible to provide detailed information about each class of acquired receivables and any contingent liabilities of the acquired entity.

(ii) *Acquisition-related costs*

Acquisition-related costs of \$0.756 million were included in acquisition and integration costs in the profit or loss for the year ended 30 June 2015. A majority of the costs, including stamp duty will be recognised in the year ended 30 June 2016.



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

15 Events occurring after the reporting period (continued)

(b) Acquisition of Barrick (Cowal) Pty Limited

On 25 May 2015, the Group announced that it had entered into an agreement with Barrick (Australia Pacific) Pty Limited ("Barrick") to acquire the Cowal gold mine through the purchase of 100% of the shares in Barrick (Cowal) Pty Limited ("Cowal") for a price of US\$550 million. Completion of the Cowal Transaction was conditional upon Barrick obtaining written consent (either without conditions or on conditions reasonably satisfactory to Evolution having regard to the materiality of those conditions in the entirety of the sale of the Cowal shares) under the Mining Act 1992 (NSW) from the NSW Minister for Resources and Energy to the change in control and foreign acquisition of substantial control in Cowal, in relation to EL 1590 and EL 7750. Ministerial consent was obtained on 17 July 2015 and the transaction completed on 24 July 2015.

(i) Information not disclosed as not yet available

At the time the financial statements were authorised for issue, the Group had not yet completed the accounting for the acquisition of Cowal. In particular, the fair values of the assets and liabilities have not been finalised. It is also not yet possible to provide detailed information about each class of acquired receivables and any contingent liabilities of the acquired entity.

(ii) Purchase consideration

The purchase consideration was US\$550 million. Upon signing of the share sale agreement with Barrick the Group entered into a forward foreign exchange contract to lock in the final purchase consideration. As at 30 June 2015, the Company held a forward foreign exchange contract giving a final purchase consideration on 24 July 2015 of \$707 million.

(iii) Acquisition-related costs

Acquisition-related costs of \$4.206 million were included in acquisition and integration costs in the profit or loss for the year ended 30 June 2015. A majority of the costs, including stamp duty will be recognised in the year ended 30 June 2016.

(c) Refinancing of borrowings

In May 2015, the Group entered into a refinancing arrangement by way of a letter of commitment. The new Corporate Credit Facility ("the New Facility") comprises \$300 million Senior Secured Revolving Loan ("Facility A"), a new \$400 million Senior Secured Term Loan ("Facility B"), and a \$155 million performance bond facility ("Facility C").

The New Facility was executed on 20 July 2015 and is effective from this date.

The New Facility was conditional on the successful financial close of the Cowal and La Mancha transactions, specifically:

- Facility A was conditional on the successful completion of either the Cowal or La Mancha transactions.
- Facility B and the increase in Facility C were conditional on the successful completion of the Cowal transaction.

The New Facility was drawn down on 23 July 2015 on completion of the Cowal acquisition and is repayable over the following periods:

- Facility A: 31 July 2018
- Facility B: 5 years from date of the Facility Agreement
- Facility C: 3 years from date of the Facility Agreement

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

15 Events occurring after the reporting period (continued)

(d) Phoenix Gold Limited

On 24 July 2015, the Group increased its interest in Phoenix Gold Limited (ASX Code: PXG) from 9.8% to 19.8% with the acquisition of an additional 49 million ordinary shares for \$5.9 million. The total cash investment to date is \$9.180 million.

On 20 August 2015, the Group announced its intention to make an off-market takeover offer ("the Offer") to acquire all of the ordinary shares of Phoenix Gold Limited ("Phoenix") that it does not currently own. At the date of the Offer the Group held approximately 19.8% of the shares in Phoenix.

Accepting Phoenix shareholders will receive 0.06 Evolution Shares and \$0.06 cash for each Phoenix Share. The Offer is approximately equal to \$0.12 per Phoenix Share valuing the equity in Phoenix at approximately \$56.4 million.

The Offer will be subject to a limited number of conditions including FIRB approval, completion of the La Mancha transaction and a number of other customary conditions.



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Other information

This section of the notes includes other information that must be disclosed to comply with the accounting standards and other pronouncements, but that is not immediately related to individual line items in the financial statements.

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Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

16 Related party transactions

(a) Parent entities

The ultimate parent entity within the Group is Evolution Mining Limited.

(b) Subsidiaries

Interests in subsidiaries are set out in note 12.

(c) Key management personnel compensation

	30 June 2015 \$	30 June 2014 \$
Short-term employee benefits	6,350,160	5,541,638
Post-employment benefits	151,134	150,818
Other benefits	670,240	236,908
Share-based payments (i)	1,711,962	1,270,506
	<u>8,883,496</u>	<u>7,199,870</u>

- (i) An immaterial error, both individually and in aggregate, was identified during the year resulting in a restatement of the 2014 amortised value.

Detailed remuneration disclosures are provided in the remuneration report on pages 61 to 84.

(d) Transactions with other related parties

Directors fees in the amount of \$111,875 was paid to International Mining and Finance Corp, a company of which Mr James Askew is a Director for services provided during the period (30 June 2014:\$102,500).

Directors fees in the amount of \$112,500 was paid to John Rowe and Associates, a company of which Mr John Rowe is a Director for services provided during the period (30 June 2014: \$102,500).

Directors fees in the amount of \$200,000 was paid to DAK Corporation Pty Ltd, a company of which Mr Jacob Klein is a Director for services provided during the period (30 June 2014: \$200,000).

Directors fees in the amount of \$111,875 was paid to Lazy 7 Pty Ltd, a company of which Mr Colin Johnstone is a Director for services provided during the period (30 June 2014: \$69,375).

17 Share-based payments

(a) Types of share based payment plans

The Group has two Option and Performance Rights plans in existence:

(1) Employee Share Option and Performance Rights Plan (ESOP)

The ESOP was established and approved at the Annual General Meeting on 23 November 2010, and amended on 19 October 2011. The latest plan was approved at the Annual General Meeting on 26 November 2014 and permits the Company, at the discretion of the Directors, to grant both Options and Performance Rights over unissued ordinary shares of the Company to eligible Directors and members of staff as specified in the plan rules.



**Evolution Mining Limited
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17 Share-based payments (continued)

(a) Types of share based payment plans (continued)

(2) Employees and Contractors Option Plan (ECOP)

An ECOP was established and approved at the Annual General Meeting on 27 November 2008. The plan permits the Company, at the discretion of the Directors, to grant Options over unissued ordinary shares of the Company to eligible Directors, members of staff and contractors as specified in the plan rules. No further Options will be issued under this plan.

(b) Recognised share based payment expenses

	30 June 2015	30 June 2014
	\$'000	\$'000
Expense arising from equity settled share based payment transactions recognised in profit and loss	1,868	1,729

(c) Summary and movement of Options on issue

The following table illustrates the number and weighted average exercise prices ("WAEP") in Australian Dollars (\$) of, and movements in, share Options issued during the year.

	30 June 2015		30 June 2014	
	Number	WAEP (\$)	Number	WAEP (\$)
Outstanding at the beginning of the year	9,383,738	1.79	10,929,198	1.69
Expired during the year	(1,734,000)	1.39	(1,545,460)	1.09
Outstanding at the end of the year	7,649,738	1.88	9,383,738	1.79
Exercisable at the end of the year	7,649,738	1.88	9,383,738	1.79

The weighted average remaining contractual life of Options outstanding as at 30 June 2015 was 1.13 years (30 June 2014: 1.91 years) with exercise prices ranging from \$1.398 to \$2.412. No Options were granted during the year.

The outstanding balance as at 30 June 2015 is represented by:

Options issued as part of ECOP

- 403,580 Options with an exercise price ranging from \$1.398 to \$1.862
- 85,071 Options with an exercise price ranging from \$1.998 to \$2.338

Options issued as part of ESOP

- 801,043 Options with an exercise price ranging from \$1.400 to \$1.472
- 4,681,198 Options with an exercise price ranging from \$1.782 to \$1.936
- 1,678,846 Options with an exercise price ranging from \$2.072 to \$2.412

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

17 Share-based payments (continued)

(d) Summary and movement of performance rights on issue

The following table illustrates the number and movements in, Performance Rights issued during the year.

	30 June 2015 Number	30 June 2014 Number
Outstanding balance at the beginning of the year	14,316,889	7,048,629
Performance rights granted during the period	10,804,370	10,498,408
Vested during the period	(724,809)	(559,378)
Lapsed during the period	(522,766)	(752,227)
Forfeited during the year	(2,491,573)	(1,918,543)
Outstanding at the end of the year	21,382,111	14,316,889
Exercisable at the end of the year	-	-

Performance rights on issue as part of ESOP have a nil exercise price. The weighted average fair value of Performance Rights granted during the year ended 30 June 2015 was \$0.551 (30 June 2014: \$0.517)

During the year the Company issued 10,804,370 Performance Rights to employees.

The second tranche of Performance rights awarded during the 2012 financial year were tested as at 30 June 2014 and vested on 3 September 2014. 724,809 Performance Rights met the performance measures and vested whilst 522,765 Performance Rights did not meet the performance measures and lapsed.

The Performance Rights awarded during the 2013 financial year were tested as at 30 June 2015. As at the date of this report, 2,262,827 Performance Rights have met the performance measures and are expected to vest subject to Board Confirmation and 923,356 Performance Rights did not meet the performance measures and are expected to lapse. This equates to a vesting rate of 71.02% and a lapsing rate of 28.98%.

There are 10,498,408 Performance Rights granted during the 2014 financial year which will be subject to performance testing as at 30 June 2016.

(e) Fair value determination

During the period, the Company issued two allotments of performance rights that will vest on 30 June 2017. They have four performance components being a Total Shareholder Return ("TSR") condition, an absolute TSR condition, a Growth in Earnings per share ("EPS") condition and a Growth in Ore Reserves condition.

(i) TSR Performance Right Valuation

The fair value of the TSR Performance Rights (market-based condition) was estimated at the date of grant using Monte Carlo simulation, taking into account the terms and conditions upon which the awards were granted.

(ii) Absolute TSR Performance Right Valuation

The Absolute TSR Performance Right Valuation will be measured as the cumulative annual TSR over the three year period ending 30 June 2016.

(iii) Growth in Earnings per Share

The growth in Earnings per Share is measured as the cumulative annual growth rate in EPS, excluding non recurring items over the three year period ending 30 June 2017.



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17 Share-based payments (continued)

(e) Fair value determination (continued)

(iv) Growth in Ore Reserves per Share

The growth in Ore Reserves per share is measured by comparing the Baseline measure of the ore reserves as at 31 December 2013, to the Ore Reserves as at 31 December 2016 on a per share basis, with testing to be performed at 30 June 2017.

The following tables list the inputs to the models used for the Performance Rights granted for the period:

	TSR	Absolute TSR	Growth in EPS	Growth in Ore Reserves
September 2014 rights issue				
Number of rights issued	1,901,265	1,901,265	1,901,265	1,901,265
Spot price (\$)	0.765	0.765	0.765	0.765
Risk-free rate (%)	2.70	2.70	2.70	2.70
Term (years)	2.8	2.8	2.8	2.8
Volatility (%)	55-65	55-65	55-65	55-65
Fair value at grant date (\$)	0.380	0.475	0.710	0.710
November 2014 rights issue				
Number of rights issued	691,578	691,578	691,578	691,578
Spot price (\$)	0.610	0.610	0.610	0.610
Risk-free rate (%)	2.54	2.54	2.54	2.54
Term (years)	2.6	2.6	2.6	2.6
Volatility (%)	55-65	55-65	55-65	55-65
Fair value at grant date (\$)	0.375	0.320	0.560	0.560
February 2015 rights issue				
Number of rights issued	108,250	108,250	108,250	108,250
Spot price (\$)	0.985	0.985	0.985	0.985
Risk-free rate (%)	1.85	1.85	1.85	1.85
Term (years)	2.4	2.4	2.4	2.4
Volatility (%)	60-65	60-65	60-65	60-65
Fair value at grant date (\$)	0.820	0.705	0.940	0.940

The volatility above was determined with reference to historical volatility but also incorporates factors that management believes will impact the actual volatility of the Company's shares in future periods.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

18 Remuneration of auditors

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:

(a) PricewaterhouseCoopers

	2015 \$	2014 \$
<i>Audit and other assurance services</i>		
Audit and review of financial statements	256,729	231,105
Other assurance services		
Due diligence services	45,000	-
Total remuneration for audit and other assurance services	<u>301,729</u>	<u>231,105</u>
<i>Taxation services</i>		
Tax compliance services	-	17,000
Total remuneration for taxation services	<u>-</u>	<u>17,000</u>
<i>Other services</i>		
Accounting advice	-	6,520
Total remuneration for other services	<u>-</u>	<u>6,520</u>
Total remuneration of PricewaterhouseCoopers	<u>301,729</u>	<u>254,625</u>

(b) Non-PricewaterhouseCoopers related audit firms

	2015 \$	2014 \$
<i>Audit and other assurance services</i>		
Other assurance services		
Due diligence services	78,000	-
Internal audit services	94,514	28,550
Total remuneration for audit and other assurance services	<u>172,514</u>	<u>28,550</u>
<i>Taxation services</i>		
Tax compliance services	12,000	47,573
Tax advisory services	51,565	-
Total remuneration for taxation services	<u>63,565</u>	<u>47,573</u>
Total remuneration of non-PricewaterhouseCoopers audit firms	<u>236,079</u>	<u>76,123</u>
Total auditors' remuneration	<u>537,808</u>	<u>330,748</u>



**Evolution Mining Limited
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18 Remuneration of auditors (continued)

It is the Group policy to employ PricewaterhouseCoopers on assignments additional to their statutory audit duties where PricewaterhouseCoopers expertise and experience with the Group are important. These assignments are principally tax advice and due diligence reporting on acquisitions, or where PricewaterhouseCoopers is awarded assignments on a competitive basis. It is the Group's policy to seek competitive tenders for all major consulting projects.

19 Earnings per share

(a) Basic earnings per share

	30 June 2015 Cents	30 June 2014 Cents
From continuing operations attributable to the ordinary equity holders of the company	13.71	7.06
Total basic earnings per share attributable to the ordinary equity holders of the Company *	13.71	7.06

* Excluding the June Entitlement Offer, the basic earnings per share is 14.01 cents.

(b) Diluted earnings per share

	30 June 2015 Cents	30 June 2014 Cents
From continuing operations attributable to the ordinary equity holders of the company	13.44	6.83
Total diluted earnings per share attributable to the ordinary equity holders of the Company *	13.44	6.83

* Excluding the June Entitlement Offer, the diluted earnings per share is 13.68 cents.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

19 Earnings per share (continued)

(c) Reconciliation of earnings used in calculating earnings per share

	30 June 2015 \$'000	30 June 2014 \$'000
<i>Basic earnings per share</i>		
Profit attributable to the ordinary equity holders of the Company used in calculating basic earnings per share:		
From continuing operations	100,115	50,017
	<u>100,115</u>	<u>50,017</u>
<i>Diluted earnings per share</i>		
Profit from continuing operations attributable to the ordinary equity holders of the Company		
Used in calculating basic earnings per share	100,115	50,017
Used in calculating diluted earnings per share	<u>100,115</u>	<u>50,017</u>
Profit attributable to the ordinary equity holders of the company used in calculating diluted earnings per share	<u>100,115</u>	<u>50,017</u>

(d) Weighted average number of shares used as the denominator

	2015 Number	2014 Number
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	730,097,884	708,912,087
Adjustments for calculation of diluted earnings per share:		
Share Options and Performance Rights	14,936,114	23,591,193
Weighted average number of ordinary and potential ordinary shares used as the denominator in calculating diluted earnings per share	<u>745,033,998</u>	<u>732,503,280</u>

20 Deed of cross guarantee

Evolution Mining Limited and those entities identified in note 12 are parties to a deed of cross guarantee under which each Company guarantees the debts of the others. By entering into the deed, the wholly-owned entities have been relieved from the requirement to prepare a financial report and Directors' Report under Class Order 98/1418 (as amended) issued by the Australian Securities and Investments Commission.

The companies identified above represent a 'closed group' for the purposes of the Class Order, and as there are no other parties to the deed of cross guarantee that are controlled by Evolution Mining Limited, they also represent the 'extended closed group'.



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20 Deed of cross guarantee (continued)

The Consolidated Balance Sheet, Consolidated Statement of Profit or Loss and Other Comprehensive Income, and summary of movements in consolidated retained earnings for the year ended 30 June 2015 of the closed group is equal to the Consolidated Balance Sheet, Consolidated Statement of Profit or Loss and Other Comprehensive Income, and Consolidated Statement of Changes in Equity of the Group.

21 Parent entity financial information

(a) Summary financial information

The individual financial statements for the parent entity show the following aggregate amounts:

	30 June 2015 \$'000	30 June 2014 \$'000
Balance sheet		
Assets		
Current assets	200,860	31,345
Non-current assets	781,193	820,127
Total assets	<u>982,053</u>	<u>851,472</u>
Liabilities		
Current liabilities	16,485	22,007
Non-current liabilities	(1,075)	124,095
Total liabilities	<u>15,410</u>	<u>146,102</u>
Net assets	<u>966,643</u>	<u>705,370</u>
Shareholders' equity		
Issued capital	1,292,620	1,048,424
Reserves		
Fair Value revaluation reserve	1,044	-
Share based payment reserve	20,766	18,899
Cash flow hedge reserve	6,762	(153)
Accumulated losses	(354,549)	(361,800)
	<u>966,643</u>	<u>705,370</u>
Statement of Profit or Loss and Other Comprehensive Income		
Profit for the year	21,532	23,037
Other comprehensive income	-	-
Total comprehensive income	<u>21,532</u>	<u>23,037</u>

(b) Guarantees entered into by the parent entity

The parent entity has provided bank guarantees, as detailed in note 13.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

21 Parent entity financial information (continued)

(c) Contingent liabilities of the parent entity

The parent entity did not have any contingent liabilities as at 30 June 2015 or 30 June 2014. For information about guarantees given by the parent entity, please see above.

22 Summary of significant accounting policies

This note provides a list of all significant accounting policies adopted in the preparation of these Consolidated Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the Group consisting of Evolution Mining Limited and its subsidiaries.

(a) Basis of preparation

These general purpose financial statements have been prepared in accordance with Australian Accounting Standards and interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001*. Evolution Mining Limited is a for-profit entity for the purpose of preparing the financial statements.

The presentation or classification of certain comparatives has been amended to be consistent with current year presentation.

(i) Compliance with IFRS

The consolidated financial statements of the Evolution Mining Limited Group also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

(ii) Historical cost convention

These financial statements have been prepared under the historical cost basis, except for the following:

- available-for-sale financial assets - measured at fair value

(iii) New and amended standards adopted by the group

The Group has applied the following standards and amendments for the first time in their annual reporting period commencing 1 January 2014:

- AASB 2013-4 *Amendments to Australian Accounting Standards - Novation of Derivatives and Continuation of Hedge Accounting*
- Interpretation 1 *Accounting for Levies*
- AASB 2014-1 *Amendments to Australian Accounting Standards arising from Annual Improvements 2010-2012 and 2011-2013 Cycles*

The adoption of AASB 2014-1 has resulted in additional disclosures required in our segment note. The adoption of the other standards did not have any impact on the current period or any prior period and is not likely to affect any future periods.

The Group has not elected to early adopt any standards.

**Evolution Mining Limited
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22 Summary of significant accounting policies (continued)

(a) Basis of preparation

(iv) New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2015 reporting periods and have not been early adopted by the Group. The Group's assessment of the impact of these new standards and interpretations is set out below.

Title of standard	Nature of change	Impact	Mandatory application date/ Date of adoption by group
AASB 9 <i>Financial Instruments</i>	<p>AASB 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities and introduces new rules for hedge accounting.</p> <p>In December 2014, the AASB made further changes to the classification and measurement rules and also introduced a new impairment model. These latest amendments now complete the new financial instruments standard.</p>	<p>Following the changes approved by the AASB in December 2014, the Group no longer expects any impact from the new classification, measurement and derecognition rules on the Group's financial assets and financial liabilities.</p> <p>While the Group has yet to undertake a detailed assessment of the debt instruments currently classified as available-for-sale financial assets, it would appear that they would satisfy the conditions for classification as at fair value through other comprehensive income (FVOCI) and hence there will be no change to the accounting for these assets.</p> <p>There will also be no impact on the Group's accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the Group does not have any such liabilities.</p> <p>The new hedging rules align hedge accounting more closely with the Group's risk management practices. As a general rule it will be easier to apply hedge accounting going forward as the standard introduces a more principles-based approach. The new standard also introduces expanded disclosure requirements and changes in presentation.</p> <p>The new impairment model is an expected credit loss (ECL) model which may result in the earlier recognition of credit losses.</p> <p>The Group has not yet assessed how its own hedging arrangements and impairment provisions would be affected by the new rules.</p>	<p>Must be applied for financial years commencing on or after 1 January 2018.</p> <p>Based on the transitional provisions in the completed IFRS 9, early adoption in phases was only permitted for annual reporting periods beginning before 1 February 2015. After that date, the new rules must be adopted in their entirety.</p>

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

22 Summary of significant accounting policies (continued)

(a) Basis of preparation

Title of standard	Nature of change	Impact	Mandatory application date/ Date of adoption by group
<i>AASB 15 Revenue from Contracts with Customers</i>	<p>The AASB has issued a new standard for the recognition of revenue. This will replace AASB 118 which covers contracts for goods and services and AASB 111 which covers construction contracts.</p> <p>The new standard is based on the principle that revenue is recognised when control of a good or service transfers to the customer - so the notion of control replaces the existing notion of risks and rewards.</p> <p>The standard permits a modified retrospective approach for the adoption. Under this approach entities will recognise transitional adjustments in retained earnings on the date of initial application (eg. 1 July 2017), i.e. without restating the comparative period. They will only need to apply the new rules to contracts that are not completed as of the date of initial application.</p>	<p>Management is currently assessing the impact of the new rules and has identified the following areas that are likely to be affected:</p> <ul style="list-style-type: none"> • Metal and concentrate sales where recognition of revenue will depend on the passing of control rather than the passing of risks and rewards. <p>At this stage, the Group is not able to estimate the impact of the new rules on the Group's financial statement. The Group will make more detailed assessments of the impact over the next twelve months.</p>	<p>Mandatory for financial years commencing on or after 1 January 2017.</p> <p>Expected date of adoption by the Group is 1 July 2017.</p>

There are no other standards that are not yet effective and that are expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

(b) Principles of consolidation

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

22 Summary of significant accounting policies (continued)

(b) Principles of consolidation

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated income statement, statement of comprehensive income, statement of changes in equity and balance sheet respectively.

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of Evolution Mining Limited has appointed a strategic steering committee which assesses the financial performance and position of the Group, and makes strategic decisions. The steering committee, which has been identified as being the chief operating decision maker, consists of the Executive Chairman and the Senior Leadership Team.

(d) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Australian dollars, which is Evolution Mining Limited's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss, except when they are deferred in equity as qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated income statement, within finance costs. All other foreign exchange gains and losses are presented in the consolidated income statement on a net basis within other income or other expenses.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as available-for-sale financial assets are recognised in other comprehensive income.

(e) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates and amounts collected on behalf of third parties.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

22 Summary of significant accounting policies (continued)

(e) Revenue recognition

The specific accounting policies for the group's main types of revenue are explained in note 2. Revenue for other business activities is recognised on the following basis:

(i) Interest income

Interest income is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

(f) Income tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

The deferred tax liabilities in relation to investment property that is measured at fair value is determined assuming the property will be recovered entirely through sale.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Evolution Mining Limited and its wholly-owned Australian controlled entities have implemented the tax consolidation legislation. As a consequence, these entities are taxed as a single entity and the deferred tax assets and liabilities of these entities are set off in the consolidated financial statements.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

22 Summary of significant accounting policies (continued)

(g) Leases

Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in other short-term and long-term payables. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases (note 14). Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease.

(h) Impairment of assets

At each reporting date, the Group reviews the carrying amounts of its tangible and other intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash in-flows that are independent from other assets, the Group estimates the recoverable amount of the CGU to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (CGU) is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately.

Where an impairment loss subsequently reverses for assets other than goodwill, the carrying amount of the asset (CGU) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (CGU) in prior years. A reversal of an impairment loss is recognised in profit or loss immediately.

(i) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

(j) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. See note 5(b) for further information about the group's accounting for trade receivables and note 10(c) for a description of the Group's impairment policies.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

22 Summary of significant accounting policies (continued)

(k) Inventories

Gold in solution form, gold dore, refined gold bullion, stockpiled ore, concentrates and work in progress are physically measured or estimated and valued at the lower of cost and net realisable value. Cost represents the weighted average cost and includes direct costs and an appropriate portion of fixed and variable production overhead expenditure, including depreciation and amortisation, incurred in converting materials into finished goods.

Materials and supplies are valued at the lower of cost and net realisable value. Any provision for obsolescence is determined by reference to specific stock items identified. A regular and ongoing review is undertaken to establish the extent of surplus items and a provision is made for any potential loss on their disposal.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(l) Investments and other financial assets

(i) Classification

The Group classifies its financial assets in the following categories:

- financial assets at fair value through profit or loss,
- loans and receivables,
- held-to-maturity investments, and
- available-for-sale financial assets.

The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and, in the case of assets classified as held-to-maturity, re-evaluates this designation at the end of each reporting period. The Group may choose to reclassify the financial assets depending on change in intentions and circumstances.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if they are expected to be settled within 12 months; otherwise they are classified as non-current.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the reporting period which are classified as non-current assets. Loans and receivables are included in trade and other receivables and receivables in the balance sheet.

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity. If the Group were to sell other than an insignificant amount of held-to-maturity financial assets, the whole category would be tainted and reclassified as available-for-sale. Held-to-maturity financial assets are included in non-current assets, except for those with maturities less than 12 months from the end of the reporting period, which are classified as current assets.



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

22 Summary of significant accounting policies (continued)

(I) Investments and other financial assets

Available-for-sale financial assets

Available-for-sale financial assets, comprising principally marketable equity securities, are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of the investment within 12 months of the end of the reporting period. Investments are designated as available-for-sale if they do not have fixed maturities and fixed or determinable payments and management intends to hold them for the medium to long-term.

(ii) Recognition and derecognition

Regular purchases and sales of financial assets are recognised on trade-date, which is the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss is initially recognised at fair value and transaction costs are expensed to profit or loss. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

When securities classified as available-for-sale are sold, the accumulated fair value adjustments recognised in other comprehensive income are reclassified to profit or loss as gains and losses from investment securities.

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Loans and receivables and held-to-maturity investments are subsequently carried at amortised cost using the effective interest method.

Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in profit or loss within other income or other expenses in the period in which they arise. Changes in the fair value of securities classified as Available-for-sale are recognised in the other comprehensive income. Dividend income from financial assets at fair value through profit or loss is recognised in profit or loss as part of revenue from continuing operations when the Group's right to receive payments is established. Interest income from these financial assets is included in the net gains/(losses).

Details on how the fair value of financial instruments is determined are disclosed in note 5(f).

(iv) Impairment

The Group assesses at each balance date whether there is objective evidence that a financial asset or group of financial assets is impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of a security below its cost is considered as an indicator that the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss - is removed from equity and recognised in profit or loss. Impairment losses recognised in profit or loss on equity instruments classified as available-for-sale are not reversed through the Statement of Comprehensive Income.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

22 Summary of significant accounting policies (continued)

(m) Derivatives and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group currently only designates derivatives as cash flow hedges (hedges of a particular risk associated with the cash flows of recognised assets and liabilities and highly probable forecast transactions). There are no fair value hedges or net investment hedges, nor are there any derivatives that do not classify for hedge accounting.

The Group documents at the inception of the hedging transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been and will continue to be highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of various derivative financial instruments used for hedging purposes are disclosed in note 5(f). Movements in the hedging reserve in shareholder's equity are shown in note 7(b). The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

(i) Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated in reserves in equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss within other income or other expenses.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss (for instance when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in profit or loss within 'finance costs'.

When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately reclassified to profit or loss. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example, fixed assets) the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset. The deferred amounts are ultimately recognised in profit or loss as depreciation in the case of fixed assets.

(n) Mine development and exploration

(i) Mine development

In open pit mining operations, it is necessary to remove overburden and other waste materials to access ore from which minerals can be extracted economically. The process of mining overburden and waste materials is referred to as stripping. During the development of a mine (or pit), before production commences, stripping costs are capitalised as mine development.

**Evolution Mining Limited
Annual Financial Report
Notes to the Consolidated Financial Statements**

22 Summary of significant accounting policies (continued)

(n) Mine development and exploration

During the production stage of some pits, further development of the pit may require a phase of unusually high overburden removal activity that is similar in nature to pre-production pit development. This typically occurs when 'cut-backs' are made to gain access to a specific section of the ore body. The costs of such unusually high overburden removal activity are also capitalised as mine development.

Mine development costs are amortised on a units of production basis over the life of the pit to which they relate. In applying the units of production method, amortisation is calculated using the expected total contained ounces within the pit to achieve a consistent amortisation rate per ounce. To achieve this, the amortisation rate is based on the ratio of total pit development costs (incurred and anticipated) over the expected total contained ounces.

(ii) Exploration and evaluation expenditure

Exploration and evaluation activity involves the search for mineral resources, the determination of technical feasibility and the assessment of commercial viability of an identified resource. Exploration and evaluation activity includes:

- researching and analysing historical exploration data;
- gathering exploration data through topographical, geochemical and geophysical studies;
- exploratory drilling, trenching and sampling;
- determining and examining the volume and grade of the resource;
- surveying transportation and infrastructure requirements; and
- conducting market and finance studies.

Early stage exploration expenditure on new areas of interest are expensed as incurred. Exploration and evaluation expenditure is capitalised in relation to areas of interest in or around producing mines or where management believes the costs are recoverable.

Exploration expenditure for each area of interest is carried forward as an asset provided the rights to tenure of the area of interest are current and one of the following conditions is met:

- the exploration and evaluation expenditures are expected to be recouped through successful development and exploitation of the area of interest, or alternatively, by its sale; and
- exploration and evaluation activities in the area of interest have not at the reporting date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

An impairment review is performed, either individually or at the CGU level, when there are indicators that the carrying amount of the assets may exceed their recoverable amounts. To the extent that this occurs, the excess is fully provided against, in the financial year in which this is determined. Exploration and evaluation assets are reassessed on a regular basis and these costs are carried forward provided that at least one of the conditions outlined above is met.

Administration costs that are not directly attributable to a specific exploration area are charged to the Statement of Comprehensive Income. Expenditure is transferred to mine development assets once the work completed to date supports the future development of the property and such development receives appropriate approvals.

(o) Property, plant and equipment

Land is carried at historical cost. All other plant and equipment is stated at historical cost less depreciation. Historical cost equals the fair value of the item at acquisition date and includes expenditure that is directly attributable to the acquisition of the items.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

22 Summary of significant accounting policies (continued)

(o) Property, plant and equipment

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

The depreciation methods and periods used by the group are disclosed in note 6(c).

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 22(h)). These are included in the Statement of Comprehensive Income.

(p) Intangible assets

(i) Mining tenements, mining rights and mining information

Mining tenements have a finite useful life and are carried at cost less, where applicable, any accumulated amortisation and accumulated impairment losses. The carrying values of mining tenements and mining rights are reviewed to ensure they are not in excess of their recoverable amounts. Amortisation of mining tenements and mining rights commences from the date when commercial production commences or in the case of the acquisitions, from the date of acquisition and is charged to the profit or loss. Mining tenements are amortised over the life of the mine using units of production basis in ounces.

Mining information has a finite useful life and is carried at cost less accumulated amortisation. Mining information amortisation is recognised over the period that the information is expected to remain relevant.

The amortisation of the above intangibles is classified as a cost of sale.

(q) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are paid on normal commercial terms.

(r) Borrowings

Borrowings are initially recognised at fair value, net of transaction and establishment costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

22 Summary of significant accounting policies (continued)

(s) Borrowing costs

Borrowing costs incurred for the construction of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed.

(t) Site restoration

Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal and rehabilitation of the site in accordance with the requirements of the mining permits. Such costs are determined using estimates of future costs, current legal requirements and technology.

Costs of site restoration are recognised in full at present value as a non-current liability. An equivalent amount is capitalised as part of the cost of the asset when an obligation arises to decommission or restore a site to a certain condition after abandonment as a result of bringing the assets to its present location. The capitalised cost is amortised over the life of the project and the provision is accreted periodically as the discounting of the liability unwinds. The unwinding of the discount is recorded as a finance cost.

Any changes in the estimates for the costs or other assumptions against the cost of relevant assets are accounted for on a prospective basis. In determining the costs of site restoration there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation.

(u) Royalties

Western Australian State government royalties and other royalties payable under existing agreements are payable on production and are therefore recognised on delivery of gold dore to the refinery. Queensland State government royalties are payable on a revenue basis and therefore recognised at the time of revenue recognition.

(v) Employee benefits

(i) Wages and salaries, annual leave and other employee benefits

Provision is made for employee benefits accumulated as a result of employees rendering services up to the reporting date. These benefits include wages and salaries, annual leave, and long service leave.

Liabilities arising in respect of wages and salaries, annual leave and any other short-term employee benefits are measured at their nominal amounts based on remuneration rates which are expected to be paid when the liability is settled. All other employee benefit liabilities are measured at the present value of the estimated future cash outflow to be made in respect of services provided by employees up to the reporting date. In determining the present value of future cash outflows, the market yield as at the reporting date on national government bonds, which have terms to maturity approximating the terms of the related liability, are used.

(ii) Share-based payments

The Group provides benefits to its employees (including Key Management Personnel) in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions). The Group provides awards to its employees and Directors through the Company's Employee Share Option and Performance Rights Plan. Shares and options may also be issued directly to other parties.

Vesting conditions that are linked to the price of shares of the Company (market conditions) are taken into account when determining the fair value of equity settled transactions. Other vesting conditions such as service conditions are excluded from the measurement of fair value but are considered in estimating the number of investments that may ultimately vest.

Notes to the Consolidated Financial Statements (continued)



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

22 Summary of significant accounting policies (continued)

(v) Employee benefits

The cost of these equity-settled transactions is measured by reference to the fair value of the equity instruments at the date at which they are granted. A Monte Carlo simulation in conjunction with the Black Scholes model is applied to take into account any market conditions associated with an award and determine its fair value at grant date.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled ("the vesting period").

At each subsequent reporting date until vesting, the cumulative charge to the statement of comprehensive income is the product of:

- The grant date fair value of the award;
- The current best estimate of the number of awards that will vest, taking into account such factors as the likelihood of employee turnover during the vesting period and the likelihood of non-market performance conditions being met; and
- The expired portion of the vesting period.

The charge to the statement of comprehensive income for the period is the cumulative amount as calculated above less the amounts already recognised in previous periods. There is a corresponding entry to equity.

Until an award has vested, any amounts recorded are contingent and will be adjusted if more or fewer awards vest than were originally anticipated to do so. Any award subject to a market condition or non-vesting condition is considered to vest irrespective of whether or not that market condition or non-vesting is fulfilled, provided that all other conditions are satisfied.

If a non-vesting condition is within the control of the Company or the participant, the failure to satisfy the condition is treated as a cancellation. If a non-vesting condition within the control of neither the Group, Company nor employee is not satisfied during the vesting period, any expense for the award not previously recognised is recognised over the remaining vesting period, unless the award is forfeited.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. An additional expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification. If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

(w) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares, options or performance rights are shown in equity as a deduction, net of tax, from the proceeds.



Evolution Mining Limited Annual Financial Report Notes to the Consolidated Financial Statements

22 Summary of significant accounting policies (continued)

(x) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

(y) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the consolidated balance sheet.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

(z) Rounding of amounts

The Company is of a kind referred to in Class Order 98/100, issued by the Australian Securities and Investments Commission, relating to the 'rounding off' of amounts in the financial statements. Amounts in the financial statements have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, the nearest dollar.

(aa) Parent entity financial information

The financial information for the parent entity, Evolution Mining Limited, disclosed in note 21 has been prepared on the same basis as the consolidated financial statements.

Directors' Declaration



Evolution Mining Limited Annual Financial Report Directors' Declaration 30 June 2015

In the Directors' opinion:

- (a) the financial statements and notes set out on pages 88 to 153 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*, and
 - (ii) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year ended on that date, and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of Directors.

A handwritten signature in black ink, appearing to read "J. Klein", written over a horizontal line.

Jacob (Jake) Klein
Executive Chairman

A handwritten signature in black ink, appearing to read "Graham Freestone", written over a horizontal line.

Graham Freestone
Lead Independent Director

Sydney
27 August 2015

Independent Auditor's Report to the Members



Independent auditor's report to the members of Evolution Mining Limited

Report on the financial report

We have audited the accompanying financial report of Evolution Mining Limited (the company), which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration for Evolution Mining Limited group (the consolidated entity). The consolidated entity comprises the company and the entities it controlled at year's end or from time to time during the financial year.

Directors' responsibility for the financial report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards, the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable to preparation of the financial report that is free from material misstatement, where due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the consolidated entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

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Liability limited by a scheme approved under Professional Standards Legislation.

Independent Auditor's Report to the Members (continued)



Auditor's opinion

In our opinion:

- (a) the financial report of Evolution Mining Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations), the *Corporations Regulations 2001*.
- (b) the financial report and notes also comply with International Financial Reporting Standards as disclosed in Note 1.

Report on the Remuneration Report

We have audited the remuneration report included in pages 61 to 84 of the directors' report for the year ended 30 June 2015. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's opinion

In our opinion, the remuneration report of Evolution Mining Limited for the year ended 30 June 2015 complies with section 300A of the *Corporations Act 2001*.

A handwritten signature in black ink that reads 'PricewaterhouseCoopers' in a cursive script.

PricewaterhouseCoopers

A handwritten signature in black ink that reads 'Tim Goldsmith' in a cursive script.

Tim Goldsmith
Partner

Sydney
27 August 2015

SHAREHOLDER INFORMATION



Shareholder Information

Capital (as at 6 October 2015)

Share Capital	1,443,066,895
Ordinary shareholders	11,961
Shareholdings with less than a marketable parcel of \$500 worth of ordinary shares	1,132
Market price	A\$1.30

Distribution of Fully Paid Shares (as at 6 October 2015)

Range	Securities	Percentage	No. of Holders	%
100,001 and Over	1,343,473,971	93.10	249	2.08
10,001 to 100,000	72,440,812	5.02	2,671	22.33
5,001 to 10,000	14,023,907	0.97	1,891	15.81
1,001 to 5,000	11,822,677	0.82	4,396	36.75
1 to 1,000	1,305,528	0.09	2,754	23.02
Total	1,443,066,895	100.00	11,961	100.00
Unmarketable Parcels	151,841	0.01	1,132	9.46

Substantial Shareholders (as at 22 September 2015)

	Fully Paid Ordinary Shares	
	Number	%
La Mancha Group International BV	445,876,699	30.95
Van Eck Global	184,403,798	12.80
Total	630,280,497	43.75

Twenty Largest Shareholders (as at 6 October 2015)

Name	Fully Paid Ordinary Shares	
	Current balance	Issued capital %
CITICORP NOMINEES PTY LIMITED	543,196,162	37.64
NATIONAL NOMINEES LIMITED	289,664,590	20.07
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	210,468,875	14.58
J P MORGAN NOMINEES AUSTRALIA LIMITED	152,896,776	10.60
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	15,503,736	1.07
BNP PARIBAS NOMS PTY LTD	14,465,191	1.00
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 3	10,221,418	0.71
TRINITY MANAGEMENT PTY LTD	5,547,804	0.38
SHARE DIRECT NOMINEES PTY LTD	5,300,000	0.37
NATIONAL NOMINEES LIMITED	5,210,517	0.36
LUJETA PTY LTD	4,857,162	0.34
BOND STREET CUSTODIANS LIMITED(MACQ HIGH CONV FUND) & BOND STREET CUSTODIANS LIMITED	4,843,653	0.34
AMP LIFE LIMITED	4,351,861	0.30
UBS NOMINEES PTY LTD	3,858,365	0.27
CITICORP NOMINEES PTY LIMITED	3,515,086	0.24
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	2,851,453	0.20
MR KEVIN GOORJIAN & MRS JUDITH GOORJIAN	2,452,112	0.17
BOND STREET CUSTODIANS LTD	2,133,958	0.15
WARBONT NOMINEES PTY LTD	1,512,314	0.10
VIBRAYE HOLDINGS PTY LTD	1,438,430	0.10
Total	1,284,289,463	89.00
TOTAL	1,284,289,463	89.00
Balance of Register	158,777,432	11.00
Grand TOTAL	1,443,066,895	100.00

1.5 Share Buy-Backs

There is no current on-market buy-back scheme.

2. Other Information

Evolution Mining Limited, incorporated and domiciled in Australia, is a public listed Company limited by Shares.

Corporate Information

ABN 74 084 669 036

Board of Directors

Jacob (Jake) Klein	Executive Chairman
Lawrie Conway	Finance Director and Chief Financial Officer
James (Jim) Askew	Non-Executive Director
Graham Freestone	Lead Independent Director
Colin (Cobb) Johnstone	Non-Executive Director
Thomas (Tommy) McKeith	Non-Executive Director
John Rowe	Non-Executive Director

Company Secretary

Evan Elstein

Registered Office

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SYDNEY NSW 2000

Postal Address

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Share Register

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T: +61 1300 554 474
F: +61 2 9287 0303
Email: registrars@linkmarketservices.com.au

Auditor

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201 Sussex Street
SYDNEY NSW 2000
T: + 61 2 8266 0000
F: + 61 2 8266 9999

Website

www.evolutionmining.com.au

Stock Exchange Listing

Evolution Mining Limited (EVN) shares are listed on the Australian Securities Exchange

